

STATE DEPARTMENT OF REVENUE AND TAXATION

APPROVED BY [unclear]

2-1-88 9:09a

TRI-STATE BEVERAGES, INC.
ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TRANSFER, entered into this 26th day of January, 1988, by and between Tri-State Beverages, Inc., (hereinafter sometimes referred to as the "Transferor"), and Deer Park Spring Water, Incorporated, (hereinafter sometimes referred to as the "Transferee").

RECORD 5.00
A 3111CHK 5.00
01928 6-29A11:44

THIS IS TO CERTIFY:

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

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

Transferor is Tri-State Beverages, Inc., a corporation organized under the laws of the State of Maryland.

Transferee is Deer Park Spring Water, Incorporated, a corporation organized under the laws of the State of Delaware.

THIRD: The nature and amount of the consideration to be paid by Transferee for the property and assets herein transferred to it as set forth in Article EIGHTH herein, paid to Transferor, is One Hundred Thirty Six Thousand Four Hundred Fifty Dollars (\$136,450.00) for equipment for resale, Fourteen Thousand Dollars (\$14,000.00) for motor vehicles, Seventeen Thousand Eight Hundred Ninety Two Dollars (\$17,892.00) for covenant not to compete, Ninety Six Thousand One Hundred Two Dollars (\$96,102.00) for customer lists, and Thirty Three Thousand Twenty Dollars (\$33,020.00) for trademarks and registrations.

FOURTH: The principal office of Transferor is 1016 Spruce Street, Hagerstown, Maryland. The Transferor does not own any real property.

FIFTH: The location of the principal office of Transferee in the State of Maryland is 6863B English Muffin Way, Frederick, Maryland 21701.

SIXTH: The Board of Directors, by unanimous written informal action signed by all the members thereof and filed with the minutes of the proceedings of the Board, duly adopted a resolution declaring that the sale, assignment and transfer of substantially all the assets of Transferor as herein set forth is advisable and directing that these Articles of Sale and Transfer be submitted for action thereon by the directors of Transferor and by unanimous written informal action, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

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

SEVENTH: The Board of Directors, by unanimous written

1988 FEB 1 11 08 AM

80328432

2950 2968

informal action signed by all the members thereof and filed with the minutes of the proceedings of the Board, duly adopted a resolution declaring that the sale, assignment and transfer of substantially all the assets of Transferee as herein set forth is advisable and directing that these Articles of Sale and Transfer be submitted for action thereon by the directors of Transferee and by unanimous written informal action, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferee.

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

EIGHTH: In consideration of the payment to Transferor of Three Hundred Thousand Two Hundred Dollars (\$300,200.00) in accordance with the terms and conditions of an Agreement between the Transferor and Transferee dated January 26, 1988, Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, its successors and assigns:

SEE ATTACHED SCHEDULE OF ASSETS

NINTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor, a Maryland corporation, and the transferees, and it accordingly understood and agreed that these Articles of Sale and Transfer shall be construed in accordance with the law applicable to contracts made and entirely to be performed within the State of Maryland.

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

IN WITNESS WHEREOF, Tri-State Beverages, Inc. and Deer Park Spring Water, Incorporated, parties to these Articles of Sale and Transfer, have caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of each party to these Articles of Sale and Transfer and for the Corporation by its president or vice president and attested by the secretary or an assistant secretary, as of this 26th day of JANUARY, 1988.

ATTEST: TRI-STATE BEVERAGES, INC.

Rebecca Roese
Secretary, Rebecca Roese

BY: William A. Roese
William A. Roese, President

Rebecca Roese
Secretary, Rebecca Roese

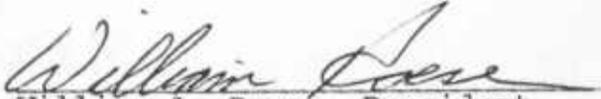
BY: Forrest H. Corny, Jr.
Forrest H. Corny, Jr.
Vice-President

DEER PARK SPRING WATER,
INCORPORATED

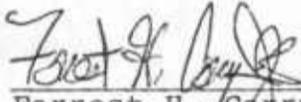
Gyelle J.
Secretary

BY: Charles A. Norris
Charles A. Norris, President

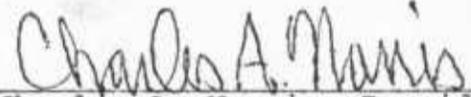
THE UNDERSIGNED, President of Tri-State Beverages, Inc., who executed on behalf of said corporation the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Sale and Transfer to 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.


 William A. Roese, President

THE UNDERSIGNED, Vice-President of Tri-State Beverages, 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.


 Forrest H. Corry, Jr.
 Vice-President

THE UNDERSIGNED, President of Deer Park Spring Water, Incorporated, who executed on behalf of said corporation the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing corporation and further certifies that to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.


 Charles A. Norris, President

TRI-STATE SPRINGS ASSETS

WTC CW
WTC CW

TRUCKS	1969 Intl Box Body	6,000
	1966 CLARK 12000 lift	6,500
1.	1969 Chevy Box Body	10,000
2.	1969 Intl Box Body	4,000
	1974 Chevy Van	4,000

BOTTLES & CRATES		36,909
1.	6945 Bottles (at customer location)	36,909
2.	380 Crates (at customer location)	2,780
3.	513 Bottles (stock)	3,565
4.	513 Crates (stock)	4,078

WATER COOLERS

1.	29 New hot & cold (stock)	6,928
2.	55 New cold only (stock)	9,816
3.	25 Used hot & cold (stock)	4,800
4.	25 Used cold only (stock)	2,546
5.	192 Hot & cold (customer location)	29,880
6.	251 Cold only (customer location)	26,418
7.	3 Spring wells (stock)	171
8.	10 Spring well stands	359
9.	Misc. equip. at cust. location	8,200

MATERIAL HANDLING EQUIPMENT

1.	Hand trucks	456
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LEASEHOLD IMPROVEMENTS

1.	Office structure, etc.	2,280
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Total Fixed Assets 153,186

Customer Lists 96,102

Trademarks/registrations 33,020

Covenant Not to Compete 17,892

Total 300,200

WTC
CW



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

120

BUSINESS CODE

COUNTY

71

P.A. Religious Close Stock Nonstock

Merging (Transferor) Tri-State Beverages, Inc. A 2049575

Surviving (Transferee) Deer Park Spring Water, Incorporated (DE) F 2250637

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, Penalty, For. Supplemental Cert., Foreign Resolution, Certificate 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 Standings, Foreign Corporation Registration, Limited Part. Good Standings, Financial, Personal Property Reports and late filing penalties, Other.

Name Change (New Name) Change of Name Change of Principal Office Change of Resident Agent Change of Resident Agent Address Resignation of Resident Agent

Code ATTENTION:

MAILED JUL 7 1988

MAIL TO ADDRESS: Clair Baker 120 W Wash St Hagerstown Md 21740

TOTAL FEES 30

Check Cash Documents on checks

APPROVED BY: [Signature]

CERTIFIED COPY MADE

ARTICLES OF SALE AND TRANSFER

BETWEEN

TRI-STATE BEVERAGES, INC. (A MD CORP.) TRANSFEROR

AND

DEER PARK SPRING WATER, INCORPORATED (A DE CORP.) TRANSFEREE

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

OF MARYLAND FEBRUARY 1, 1988 AT 9:09 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 242219

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

2590 2467

STATE DEPARTMENT OF AGRICULTURE
AND TAXATION
RECORD A 3112CHCK
01988 8-29A11:4
5.00
5.00
7
APPROVED FOR RECORD
12-29-87 at 11:13 a.m.

Articles of Merger

of

Marine & Electronics Manufacturing, Inc.
(a Maryland Corporation)

and of

Environmental Air Control, Inc. *Company*
(a Delaware Corporation)

FIRST: Marine & Electronics Manufacturing, Inc., and Environmental Air Control, Inc. *Company* being the corporations which are the parties to these Articles of Merger, do hereby agree to effect a merger of said corporations upon the terms and conditions herein set forth.

SECOND: The name of the corporation to be merged into the successor corporation is Marine & Electronics Manufacturing, Inc., which is a corporation incorporated in the State of Maryland under the provisions of the Maryland General Corporation Law with its principal office in the State of Maryland located in Washington County, and the corporate existence of which will cease upon the effective date of the merger in accordance with the provisions of The Maryland General Corporation Law. *Company*

The principal office of Environmental Air Control, Inc., in the State of Maryland is located in Washington County.

Marine & Electronics Manufacturing, Inc., owns an interest in land in Washington County, Maryland. ✓

THIRD: The name of the successor corporation is Environmental Air Control, Inc. *Company* which is a corporation incorporated in the State of Delaware, which was incorporated under the general law in said state on July 23, 1973, and which will continue its corporate existence under its present name pursuant to the general laws of said state.

The location of the principal office of said corporation in the place of its organization is: 747 Bowman Avenue, Hagerstown, Maryland 21740.

The principal office of Environmental Air Control, Inc., in the state of Maryland is located in Washington County. *Company*

73648140

2996 0820

The name and address of the resident agent of said corporation in the State of Maryland are as follows:

<u>Name</u>	<u>Address</u>
United States Corporation Company	300 East Lombard Street, Baltimore, MD 21202

Environmental Air Control, ^{Company} Inc., qualified to do intrastate business in the State of Maryland as a foreign corporation on October 30, 1973.

FOURTH: No amendments to the charter of Environmental Air Control, ^{Company} Inc., are to be effected as part of the merger.

FIFTH: The authorized share structure of each of the corporations which is a party to these Articles of Merger at the time of execution thereof is as follows:

	<u>Marine & Electronics Manufacturing, Inc.</u>	<u>Environmental Air Control, Inc.</u> ^{Company}
Total number of shares of all classes:	1,000,000	5,000,000
Number and par value of shares of each class:	1,000,000 Common; .10 par	4,500,000 Common;.01 par 500,000 Preferred; 0.1 par
Number of shares without per value of each class:	None	None
Aggregate par value of all shares with par value:	\$100,000	\$50,000

SIXTH: Each issued share of stock of Marine & Electronics Manufacturing, Inc., shall, upon the effective date of the merger, be converted into 0.25 shares of stock of Environmental Air Control, ^{Company} Inc. The shares of stock of Environmental Air Control, ^{Company} Inc., shall not be converted, but each share which is issued as of the effective date of the merger shall continue to represent one issued share of stock of Environmental Air Control, ^{Company} Inc.

SEVENTH: The terms and conditions of the merger herein set forth were advised, authorized, and approved by Marine & Electronics Manufacturing, Inc., in the manner and by the vote required by its charter and the provisions of the Maryland General Corporation Law, and the said merger was approved in the manner hereinafter set forth.

EIGHTH: The merger was duly advised by the Board of Directors of Marine & Electronics Manufacturing, Inc., in the following manner. Said Board of Directors of Marine & Electronics Manufacturing, Inc., adopted a resolution declaring that the merger of Marine & Electronics Manufacturing, Inc., into Environmental Air Control, Inc., is advisable on substantially the terms and conditions set forth in or referred to in said resolution. Said resolution of the Board of Directors was adopted at a meeting held on November 14, 1987, at which a quorum was present, and at which the Board acted by at least a majority of its members present thereat.

NINTH: The Board of Directors of Marine & Electronics Manufacturing, Inc., directed the Secretary of the corporation to prepare a written or printed notice of the time, place, and purpose of a meeting of stockholders of Marine & Electronics Manufacturing, Inc., to take action upon the proposed merger and the terms and conditions thereof and to furnish a copy of said notice to all of the stockholders of Marine & Electronics Manufacturing, Inc., entitled to vote upon the proposed Articles of Merger, unless said stockholders shall duly waive notice of the meeting.

TENTH: The merger and the aforesaid terms and conditions were duly approved by the stockholders of Marine & Electronics Manufacturing, Inc., in the following manner. At a meeting of stockholders duly held on December 2, 1987, pursuant to notice duly given, the stockholders approved the same by the affirmative vote of at least a majority of all of the votes entitled to be cast thereon.

ELEVENTH: The terms and conditions of the merger herein set forth were duly advised, authorized, and approved, in respect of Environmental Air Control, Inc., in the manner and by the vote required by the charter of said corporation and by the laws of the State of Delaware, which is the state of incorporation of said corporation.

TWELFTH: The merger was duly adopted by the Board of Directors on November 14, 1987, on behalf of Environmental Air

Control, ^{Company} Inc., pursuant to the provisions of Subsection (f) of Section 251 of the General Corporation Law of the State of Delaware, without a vote of the stockholders.

IN WITNESS WHEREOF, these Articles of Merger are hereby signed for and on behalf of Marine & Electronics Manufacturing, Inc., by its President, who does hereby acknowledge that said Articles of Merger are the act of said corporation, and who does hereby state under the penalties for perjury that the matters and facts set forth therein with respect to authorization and approval of said merger are true in all material respects to the best of his knowledge, information, and belief; and these Articles of Merger are hereby signed for and on behalf of Environmental Air Control, ^{Company} Inc., by its President, who does hereby acknowledge that said Articles of Merger are the act of said corporation, and who does hereby state under the penalties for perjury that the matters and facts stated therein with respect to authorization and approval of said merger are true in all material respects to the best of his knowledge, information, and belief.

Marine & Electronics Manufacturing, Inc.

By: *Richard V. Dempster*
Richard V. Dempster President

Attest:

Matthew Clary
Matthew Clary, Secretary

Dated: December 23, 1987.

Environmental Air Control, Inc.

By: *Richard V. Demoster*
Richard V. Demoster, President

Attest:

Matthew Clary
Matthew Clary, Assistant Secretary

Dated: *December 23*, 198*7*.



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 11 8 BUSINESS CODE _____ COUNTY 71

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferor) _____

Marine And Electronics Manufacturing, Incorporated
D0130104

Environmental Air Control Company, Inc.
F0452813 (Del.)

CODE	AMOUNT	FEE REMITTED
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	<u>20</u>	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	_____	Penalty
54	35	For. Supplemental Cert.
73	<u>4</u>	Cert. of Conveyance <u>to Wash. Co.</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 Standings
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
32	<u>6</u>	Other <u>Sen. Cert. (I further certify...)</u>
		Other _____

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAILED JUL 7 1988

MAIL TO ADDRESS: _____

Sheila Hawkins
Prentice Hall Corp Services
1025 Vermont Ave. N.W.
Washington, D.C. 20005

NOTE: _____

TOTAL FEES 41
 Check _____ Cash
Documents on _____ checks

APPROVED BY: J.M.T.

ARTICLES OF MERGER

MERGING

MARINE AND ELECTRONICS MANUFACTURING, INCORPORATED (A MD CORP.)

INTO

ENVIRONMENTAL AIR CONTROL COMPANY, INC. (A DE CORP.) SURVIVOR

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

OF MARYLAND DECEMBER 29, 1987 AT 11:13 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.

\$ 20.00
5.00
4.00
24.00

\$ _____

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 242142

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2988 0810

RECEIVED FOR RECORD ON JUNE 29, 1988 at 11:45 A.M. CORPORATION LIBER 39

STATE DEPARTMENT OF AGRICULTURE AND NATURAL RESOURCES

APPROVED FOR RECORD

1-25-88 at 9:49 a.m.

1988 JAN 25 A 9:49

9

MYOPIC FILMS, INC.

ARTICLES OF INCORPORATION

RECORD 6.00
A 3114CHCK 6.00
01988 6-29A11:45

FIRST: I, Kenneth E. Ritter, whose post office address is Route 2, Box 241, Smithsburg, Maryland 21783, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is MYOPIC FILMS, 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 1986 (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

88-50301

1988 2257

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 beforementioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article NINTH of these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501 (c)(3) of the Internal Revenue Code of 1986, 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 propoganda, 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 1986 (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 1986 (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:

(i) The production of full length films or video tapes emphasizing the history, geography, and people of Hagerstown, Washington County and environs.

(ii) Contribution of revenue to local charities in the Washington County area.

✓ FOURTH: The post office address of the principal office of the Corporation in this State is Route 2, Box 241, Smithsburg, Maryland, 21783. The name and post office address of the Resident Agent of the Corporation in this State are Kenneth E. Ritter, Route 2, Box 241, Smithsburg, Maryland 21783.

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 twenty (20) 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:

Kenneth E. Ritter

William Nave

John R. Salvatore

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 1986, 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 1986 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 1986, or corresponding provisions of any subsequent federal tax laws.

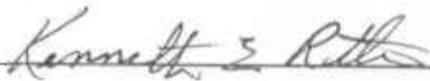
(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, 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 1986, 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 1986, or corresponding provisions of any subsequent federal tax laws.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this _____ day of _____, 1988, and I acknowledge the same to be my act.



Kenneth E. Ritter



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>24</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 Req.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate 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 Standings
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Salvatore & Wade, P.A.
44 N. Potomac St.
Suite 204
Hagerstown, Md. 21740

NOTE: _____

TOTAL FEES 44

Check _____ Cash

Documents on _____ checks

APPROVED BY: J.M.T.



ARTICLES OF INCORPORATION
OF
MYOPIC FILMS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 25, 1988 AT 9:49 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 24.00

6.00

SPECIAL
FEE PAID:

\$

D2490324

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 JUL 7 1988

RETURN TO:
SALVATORE & WADE, P.A.
44 N. POTOMAC ST., SUITE 204
HAGERSTOWN MD 21740

145C3012297

A 252241



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

2368 2256

APPROVED FOR RECORD

2/19/88 at 9:23

MELWOOD CORPORATION
ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TRANSFER entered into this 17th day of February, 1988, by and between Melwood Corporation, a Maryland corporation (hereinafter sometimes referred to as the "Transferor") and Julie Marie Barr (hereinafter 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, her successor and assign, as hereinafter set forth.

RECORD 5.00
A 3117CHCK 5.00
DUES 8-1981 11:45

SECOND: The name, post office address, and principal place of business of Transferee is Julie Marie Barr, Route 1, Box 179, Hagerstown, Maryland 21740.

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

Transferor is Melwood Corporation, a corporation organized under the laws of the State of Maryland.

FOURTH: The nature and amount of the consideration to be paid by Transferee for the property and assets hereby transferred to it, as set forth in Article Ninth herein, is One Hundred Twenty Thousand Dollars (\$120,000.00) to be paid to Transferor.

FIFTH: The principal office of Transferor is located in Washington County, Maryland. The sole place in which the Transferor owns any interest in land is in Washington County, Maryland.

SIXTH: The sole place in which the Transferee owns any interest in land is in Washington County, Maryland.

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

1988 FEB 19 AM 9:23

Roger Schlossberg, P. A.
Attorneys at Law
134 West Washington Street
Hagerstown, Maryland 21740
Area Code 301
739 8610

2993 1334
80000350

EIGHTH: The transfer of assets evidenced hereby shall be effective as of the later of:

(a) the time the State Department of Assessments and Taxation (hereinafter "Department") accepts these Articles of Transfer for record; or

(b) the time a confirmatory deed, assignment or similar instrument evidencing the transfer of that real estate which constitutes the major asset of the Transferor is recorded among the Land Records of Washington County, Maryland; said time not to be more than thirty (30) days after these Articles of Transfer are accepted for record by the Department; or

(c) thirty (30) days following the time these Articles of Transfer are accepted for record by the Department.

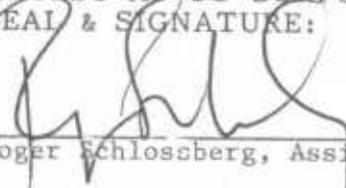
NINTH: In consideration of the payment by Transferee to Transferor of One Hundred Twenty Thousand Dollars (\$120,000.00), Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, her successors and assigns all of the property and assets of Transferor.

TENTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor, a Maryland corporation, and by Transferee, and it is accordingly understood and agreed that these Articles of Sale and Transfer shall be construed in accordance within the law applicable to contracts made and entirely to be performed within the State of Maryland.

IN WITNESS WHEREOF, the parties hereto have set their hands and seals the day and year first above written.

ATTEST AS TO CORPORATE SEAL & SIGNATURE:

MELWOOD CORPORATION


Roger Schlossberg, Assistant Secretary

BY: Kendra K. Lookabaugh, (SEAL) Pres.
Kendra K. Lookabaugh, President

Eric D. Swollenberg
Witness

Julie Marie Barr (SEAL)
Julie Marie Barr

The undersigned, President of Melwood Corporation, who executed on behalf of said corporation the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Sale and Transfer to be the corporate act of said corporation and further certifies that, to the best of 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.

Kendra K. Lookabaugh Pres.
Kendra K. Lookabaugh, President

2993 1335

Schlossberg, P. A.
Attorneys at Law
1000 Washington Street
Baltimore, Maryland 21240
Area Code 301
739 8610



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

DOCUMENT CODE 12 BUSINESS CODE _____ COUNTY _____

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

~~Merging~~
(Transferor) Melwood
Corporation (Md Corp)
D0149609

~~Surviving~~
(Transferee) Julie Marie
Barr, individual

CODE	AMOUNT	FEE REMITTED	
20	_____	Organ. & Capitalization	<u>Name Change</u>
61	_____	Rec. Fee (Arts. of Inc.)	(New Name) _____
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	_____ Change of Name
50	_____	Cert. of Qual. or Reg.	_____ Change of Principal Office
51	_____	Foreign Name Registration	_____ Change of Resident Agent
13	<u>#</u>	Certified Copy _____	_____ Change of Resident Agent Address
56	_____	Penalty	_____ Resignation of Resident Agent
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
3	<u>4</u>	Certificate of Conveyance <u>Washington Co. land records</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	<u>396</u>	Recordation Tax	
22	<u>600</u>	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	Corp. Good Standings	
NA	_____	Foreign Corporation Registration	
87	_____	Limited Part. Good Standings	
71	_____	Financial	
600	_____	Personal Property Reports and late filing penalties	
	_____	Other _____	
	_____	Other _____	

MAILED JUL 7 1988
MAIL TO ADDRESS:
Roger Schlossberg
134 W. Washington St
Hagerstown, Md
21740

TOTAL FEES 1020
_____ Check _____ Cash
Documents on _____ checks

APPROVED BY: PCm

ARTICLES OF SALE AND TRANSFER

BETWEEN

MELWOOD CORPORATION (A MD CORP.) TRANSFEROR

AND

JULIE MARIE BARR (AN INDIVIDUAL) TRANSFEREE

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

OF MARYLAND FEBRUARY 19, 1988 AT 9:23 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
4.00
24.00

\$ _____

Cert. of Conv.-Wash. Co.-Land Rcds.

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 242261

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO 2993 1330

RECEIVED FOR RECORD ON JUNE 29, 1988 at 11:45 A.M
CORPORATION LIBER 39

APPROVED FOR RECORD

KEN^{BYRD'S} AUTO SALES, INC. 2/3/88 at 9:59

ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TRANSFER entered into this 2nd day of January, 1986, by and between KEN^{BYRD'S} AUTO SALES, INC., a Maryland corporation (hereinafter sometimes referred to as the "Transferor"), and JAMES J. CORSI and DORIS VIRGINIA CORSI, his wife, 343 Peacock Trail, Hagerstown, Maryland 21740 (hereinafter sometimes referred to as the "Transferees").

THIS IS TO CERTIFY:

RECORD 6.00
A 3115CHCK 6.00
01988 6-29A11:45

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

SECOND: The name, post office address and principal place of business of Transferees are: James J. Corsi and Doris Virginia Corsi, 343 Peacock Trail, Hagerstown, Maryland 21740.

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

Transferor is KEN^{BYRD'S} AUTO SALES, INC., a corporation organized under the laws of the State of Maryland.

Transferees are JAMES J. CORSI and DORIS VIRGINIA CORSI, his wife.

FOURTH: The nature and amount of the consideration to be paid by Transferee for the property and assets hereby transferred to it as set forth in Article NINTH herein, is

NINETY THOUSAND DOLLARS (\$90,000.00) to be paid in cash to the Transferor on the day of settlement between the parties.

FIFTH: The principal office of Transferor is Route 3, Box 3662, Hagerstown, Maryland 21740. The only county in which recording of an instrument among the land records, is Washington County.

SIXTH: The location of the principal office of the Transferees in the State of Maryland is 343 Peacock Trail, Hagerstown, Maryland 21740.

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

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

Charter of Transferor.

EIGHTH: As to Transferees, the sale, assignment and transfer to be affected pursuant to these Articles of Sales and Transfer was duly approved by them.

NINTH: In consideration of the payment to Transferor of NINETY THOUSAND DOLLARS (\$90,000.00) in accordance with the terms and conditions of the Agreement, Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, its successors and assigns: real estate located at 1 East Wilson Boulevard, Hagerstown, Washington County, Maryland, more particularly described in a Deed recorded in Liber 673, folio 810, dated December 11, 1978 from Sylvan S. Weil to Ken Byrd Auto Sales, Inc. as recorded among the Land Records of Washington County, Maryland.

TENTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor, a Maryland corporation, and Transferees, 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, KEN ^{BYRD'S} AUTO SALES, INC. and the Transferees, JAMES J. CORSI and DORIS VIRGINIA CORSI, his wife, parties to these Articles of Sale and Transfer, have caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of each party to these Articles of Sale and Transfer by the President or Vice

2590 2421

President of the Transferor, attested by the Secretary or an Assistant Secretary of the Transferor, and by the Transferees this 2nd day of September, 1986.

ATTEST:

Dorothy Byrd
DOROTHY BYRD,
Secretary

KEN^{BYRD'S} AUTO SALES, INC.

BY: *Kenneth M. Byrd*
KENNETH M. BYRD,
President

ATTEST:

James J. Corsi
JAMES J. CORSI

Doris Virginia Corsi
DORIS VIRGINIA CORSI,
HIS WIFE

THE UNDERSIGNED, President of KEN^{BYRD'S} AUTO SALES, 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 certified 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.

Kenneth M. Byrd
KENNETH M. BYRD, President

THE UNDERSIGNED, Transferees herein, hereby acknowledge,

on their behalf, the foregoing Articles of Sale and Transfer to be their said acts, and further certify, to the best of their knowledge, information, and belief, the matters and facts set forth therein with respect to the said Articles of Transfer and Sale are true and correct in all material respects, under the penalties of perjury.

James J. Corsi

JAMES J. CORSI

Doris Virginia Corsi

DORIS VIRGINIA CORSI,
HIS WIFE



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 12 B BUSINESS CODE _____ COUNTY 21

D0258087 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) Ken Byrd's Auto Sales, Inc.
D0258087

Surviving (Transferee) James J. Cors
and Davis Virginia Cors,
his wife

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>24</u>	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Req.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	<u>4</u>	Certificate of Conveyance <u>Wash Co. Land Rec</u>
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	<u>297</u>	Recordation Tax
22	<u>450</u>	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standings
NA	_____	Foreign Corporation Registration
87	_____	_____ Limited Part. Good Standings
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

_____ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAILED JUL 7 1988

MAIL TO ADDRESS: _____

John Wolfhull
152 N. Cannon Ave

Hagerstown, Md 21740

NOTE: _____

TOTAL FEES

775 Check _____ Cash

Documents on _____ checks

APPROVED BY: A

ARTICLES OF SALE AND TRANSFER

BETWEEN

KEN BYRD'S AUTO SALES, INC. (A MD CORP.) TRANSFEROR

AND

JAMES J. CORSI and DORIS VIRGINIA CORSI, his wife (INDIVIDUALS)
TRANSFEREES

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

OF MARYLAND FEBRUARY 3, 1988 AT 9:59 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 24.00

\$ _____

Cert. of Conv.- Wash. Co.-Land Rcds.

6.00
4.00
28.00

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 242231

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

1988 2417

SELECTED FOR RECORD

2-1-88 at 8:37a a.m.

1988 FEB -1 A 8:37

ARTICLES OF INCORPORATION

OF

NEW LIFE FULL GOSPEL CHURCH, INC.RECORD 2.50
A 3116CHCK 2.50
01988 6-29A11:47

THIS IS TO CERTIFY:

That we, the subscribers,

DUANE A. WILLIAMS, HCR 81, Box 74, Big Cove
Tannery, Pennsylvania 17212;LONNIE L. CRAMPTON, Route 2, Box 84, Sharpsburg,
Maryland 21782;DAVID E. KNIGHT, Route 1, Box 189, Sharpsburg,
Maryland 21782;NANCY L. TARMON, Route 2, Box 115, Sharpsburg,
Maryland 21782; and,CONNIE E. KNIGHT, Route 1, Box 154-85, Sharpsburg,
Maryland 21782

all being of full legal age and sui juris, do under and by
virtue of the Public General Laws of the State of Maryland,
authorizing the formation of corporations, associate ourselves
with the intention of forming a religious corporation.

SECOND

The name of the Corporation (hereinafter called the
Corporation) is NEW LIFE FULL GOSPEL CHURCH, INC.

THIRD

The post office address of said Corporation shall be:
P. O. Box 448, Sharpsburg, Maryland 21782.

FOURTH

The resident agent of said Corporation shall be:

LONNIE L. CRAMPTON

whose address is:

Route #2, Box 84
Sharpsburg, Maryland 21782.

FIFTH

The duration of the Corporation shall be perpetual.

SIXTH

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

The Corporation shall be operated to maintain a place for the worship of the Almighty God, to provide a place for Christian fellowship for those of like precious faith, to propagate the gospel of Jesus Christ, both at home and abroad, and to perform Christian marriage ceremonies and burials.

SEVENTH

The Corporation shall have the right to acquire by purchase, devise, bequest, gift, lease or in any other manner and to receive, hold operate, manage, use, lease, mortgage, encumber, sell and dispose of or otherwise deal with any property, real, personal or mixed, situate within or without the State of Maryland, which the Corporation may deem appropriate or desirable to accomplish any of its purposes and objects.

EIGHTH

The Corporation is being formed solely for religious,

educational and social purposes and shall have no capital stock, and no part of the assets of the Corporation shall inure to the private benefit of any individual, except in payment for authorized services for the administration and conduct of the affairs of the Corporation, or in carrying out its religious, educational and social purposes.

NINTH

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

TENTH

The Corporation shall have all the general powers conferred upon like corporations by the Public General Laws of the State of Maryland, and all amendments thereof, and the enumeration of the specific powers in these Articles of Incorporation are in furtherance of and not in limitation of the general powers conferred upon it by law.

ELEVENTH

In the event of dissolution of the Corporation by voluntary action or by operation of law, then all assets of the Corporation shall be converted into cash by the last duly elected decons of the Corporation, or the survivors of them, or such person or persons duly and legally authorized to do so, and after the payment of all debts and legal obligations of said Corporation, the balance remaining, if any, shall be distributed to:

LIGHT FOR THE LOST, A mission of the Assemblies of God Church, whose headquarters is located in Springfield, Missouri.

1990 030

TWELFTH

The estate, property, interests and business of the Corporation shall be held and managed by a board of at least three (3) deacons. The following persons shall serve as deacons (until their successors are duly chosen as hereinafter provided):

LONNIE L. CRAMPTON - DAVID E. KNIGHT - DUANE A. WILLIAMS

The number of deacons and their terms of office may be changed from time to time by by-laws of the Corporation duly enacted by the members thereof. At the first annual meeting of the Corporation, the deacons shall be elected for the following length of term:

- One (1) deacon will be elected for a term of one (1) year;
- One (1) deacon will be elected for a term of two (2) years;
- One (1) deacon will be elected for a term of three (3) years.

At the end of each deacons term, a replacement will be duly elected. In the event of death, resignation, withdrawal or disqualification for any reason of a duly elected deacon, a deacon shall be elected to fill the unexpired term by a majority vote of the members of the Corporation.

In order to be eligible to vote at the annual meeting for the election of deacons, a person must be a member in good standing of the Corporation, and at least sixteen (16) years of age.

The officers of the Corporation shall be a:

- President (Chairman of the Board);
- Vice President (Assistant Chairman of the Board);
- Secretary;
- Treasurer.

They shall be elected in the following manner:

At the annual meeting of the Corporation, by the majority vote of the members present and voting according to the procedure outlined in the by-laws of the Corporation.

The Board of Deacons shall meet at regular intervals for the discharge of their duties, and special meetings thereof may be called at the request of the chairman or of a majority of the Board of Deacons.

In order to qualify for election as a deacon or officers, a person must be at least twenty-one (21) years of age and have been a member in good standing of the Corporation for at least six (6) months immediately preceding election. Other qualifications to hold these positions are as follows:

The desire to fulfill the objectives of the New Life Full Gospel Church, Inc., bearing in mind those concepts outlined in I Timothy 3 and Titus 1 of the Holy Bible.

THIRTEENTH

The Board of Deacons shall be the custodian of all the property of the Corporation and shall be responsible for the maintenance of the same. They shall manage said property as in their judgment and discretion they deem advisable to promote the best interest and welfare of said Corporation, subject to the provisions hereof and the laws of the State of Maryland.

FOURTEENTH

That all funds belonging to said Corporation shall be deposited in the corporate name in such bank or banks as the majority of the deacons may, from time to time, deem advisable and shall be subject to withdrawal by checks signed by the treasurer of said Corporation and countersigned by secretary of said Corporation.

IN WITNESS WHEREOF, we hereunto have signed our names and affixed our seals this 27 day of January, nineteen hundred and eighty eight.

Duane A. Williams
DUANE A. WILLIAMS

Lonnie L. Crampton
LONNIE L. CRAMPTON

David E. Knight
DAVID E. KNIGHT

Nancy L. Tarmon
NANCY L. TARMON

Connie E. Knight
CONNIE E. KNIGHT

(SEA)

Connie E. Knight
Secretary of Corporation

LAW OFFICE
GEORGE W. KNIGHT, JR.
P. O. Box 477
HAGERSTOWN, MARYLAND 21741

TELEPHONE
(301) 797-3066

January 29, 1988

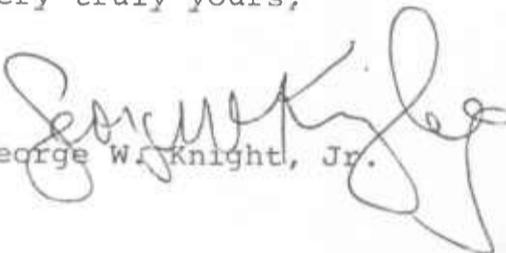
State Department of
Assessments & Taxation
301 West Preston Street
Baltimore, Maryland 21201

Attn: Charter Department

Dear Sirs:

Enclosed herewith please find the Articles of Incorporation for the NEW LIFE FULL GOSPEL CHURCH, INC. and our check in the amount of \$42.00 for filing of same. If you have any questions regarding the enclosure, do not hesitate to contact me.

Very truly yours,


George W. Knight, Jr.

Enclosures

290 1988



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 10 COUNTY 71

_____ P.A. Religious Close Stock Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

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>12</u>	<u>1</u> Certified Copy <u>6P</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate 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 Standings
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Warren D Knight
Rt. 1, Box 154-A5
Sharpsburg, Md
21782

TOTAL FEES

4200

Check Cash

Documents on _____ checks

APPROVED BY: [Signature]

NOTE:

ARTICLES OF INCORPORATION
OF
NEW LIFE FULL GOSPEL CHURCH, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 1, 1988 AT 8:37 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

7

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 10.00

SPECIAL
FEE PAID:

\$ _____

D2492874

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 JUL 7 1988

RETURN TO:
WARREN D. KNIGHT
RT. 1, BOX 154-A5
SHARPSBURG

MD. 21782

148C3010309

A 252591



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 1990 0587

ARTICLES OF INCORPORATION

OF

DANIEL STALEY DEVELOPING COMPANY, INC.

THIS IS TO CERTIFY:

FIRST: That, I, the subscriber, Daniel P. Staley, whose address is Route 4, Box 9, Hagerstown, Maryland, 21740, being of legal 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: "DANIEL STALEY DEVELOPING COMPANY, INCORPORATED."

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

(a) To take, buy, exchange, lease, or otherwise acquire real property and any interest or right therein, and to hold, own, operate, control, maintain, manage, and develop such property and interests in any manner that may be necessary, useful, or advantageous for the purposes of this corporation.

(b) To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways, acquire, import, lease, possess, maintain, handle on consignment, own,

MS

POOLE & POOLE, P.A.
ATTORNEYS AT LAW
HAGERSTOWN TRUST BUILDING
81 WEST WASHINGTON STREET
HAGERSTOWN, MD 21740

Professional
Arts Bldg.
5 Public Sq.
Suite 511

2/16/88
8:26
928 P 91 8861
RECORD
A 311780K
01988
1988 JUN 29 11:47
80478035
2996 1684

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

charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

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

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

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

(f) To carry on any business whatsoever that this Corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may

deem calculated, directly or indirectly, to improve the interests of this Corporation, and to do all things specified in Section 2-103 of Corporations and Associations Article of the Annotated Code of Maryland, and to have and to exercise all powers conferred by the laws of the State of Maryland on corporations formed under the laws pursuant to which and under which this Corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations and in any part of the world.

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

limitation of said general powers.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located at is Route 4, Box 9, Hagerstown, Maryland, 21740. The Resident Agent of the Corporation is Daniel P. Staley, whose address is Route 4, Box 9, Hagerstown, Maryland, 21740. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have a minimum of two (2) directors and Daniel P. Staley and Daniel H. Staley, shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total number of shares of Capital Stock which the Corporation has authority to issue is Five Hundred (500) shares of Common Stock, without par value.

SEVENTH: The Corporation shall have two (2) shareholders, namely Daniel P. Staley and Daniel H. Staley.

EIGHTH: The Corporation shall indemnify its directors, officers, employees, and agents to the maximum extent possible in accordance with the provisions of Section 2-418 Corporations and Associations, Maryland Annotated Code; and the Corporation may, in its By-Laws, extend or restrict the power of its directors and/or stockholders to indemnify such directors, officers, employees, and agents provided nothing in said By-Laws

is inconsistent with the terms of Section 2-418, Corporations and Associations, Annotated Code of Maryland.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We do hereby acknowledge these Articles of Incorporation to be our act this 10th day of February, 1988.

WITNESS:

Judith A. Boyer

Daniel P. Staley (SEAL)
DANIEL P. STALEY

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 10th day of February, 1988, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared DANIEL P. STALEY, 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.

Judith A. Boyer
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

03

COUNTY

71

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

CODE	AMOUNT	FEE REMITTED
20	<u>22</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	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
3	_____	Certificate 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 Standings
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and _____ late filing penalties
	_____	Other _____
	_____	Other _____

Name Change (New Name) _____

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

Code _____

ATTENTION: Bruce Poole, Esq.

MAIL TO ADDRESS: Pool
J Poole, P.A.
Professional
arts Building
5 Public Square
Suite 511

NOTE: Hagerstown,
MD 21740

TOTAL FEES

44.00

_____ Check _____ Cash
Documents on _____ checks

APPROVED BY: ML

ARTICLES OF INCORPORATION
OF
DANIEL STALEY DEVELOPING COMPANY, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 16, 1988 AT 8:26 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 22.00

RECORDING
FEE PAID:

5.50
\$ 22.00

SPECIAL
FEE PAID:

\$

D2502078

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 JUL 7 1988

RETURN TO:
POOLE & POOLE, P.A.
BRUCE POOLE, ESQUIRE
PROFESSIONAL ARTS BUILDING
5 PUBLIC SQUARE, STE. 511
HAGERSTOWN MD 21740

158C3011722

A 253985



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO 2996 1683

MORGAN-BELL MORTGAGE CORPORATION

Certificate of Correction 3-7-88

9:39a

90

Morgan-Bell Mortgage Corporation, 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 Roger Schlossberg for and on behalf of Morgan-Bell Mortgage Corporation.

THIRD: The Articles were filed for record with the State Department of Assessments and Taxation of Maryland on October 16, 1987.

FOURTH: As previously filed, Article THIRD of the Articles stated "The purpose for which the Corporation is formed are:

- (1) To engage in the business of building, improvements and construction; 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."

FIFTH: Article THIRD of the Articles, is hereby corrected to state: "The purpose for which the Corporation is formed are:

- (1) To engage in the business of mortgage brokering and banking, and/or related lending activities; 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."

SIXTH: As previously filed, Article SIXTH of the Articles stated: "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 names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Jay McDowell"

SEVENTH: Article SIXTH of the Articles, is hereby corrected to state: "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 J.P. McDowell."

1988 MAR 14 A 11:22

317-10603
308 1526



EIGHTH: Article TENTH is hereby added to the Articles to state as follows:

"The Corporation shall be a close corporation as authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended."

NINTH: 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 Corporation and Associations Article of the Annotated Code of Maryland at the time the Articles were filed; or
- (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 of Morgan-Bell Mortgage Corporation, have signed this Certificate of Correction this 14 day of February, 1988, and I acknowledge the same to be my act.

WITNESS:

David Schlossberg

Roger Schlossberg
Roger Schlossberg, Incorporator



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

17

BUSINESS CODE

01

COUNTY

71

R 2433753 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 Penalty
54 For. Supplemental Cert.
53 Foreign Resolution
73 Certificate of Conveyance

Name Change (New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Resignation of Resident Agent

Code

ATTENTION:

MAIL TO ADDRESS:

Roger Schlossberg
134 W. Wash St
Hagerstown Md
21740

NOTE:

change from

03 to 01

TOTAL FEES

11

Check

Cash

Documents on checks

APPROVED BY:

[Signature]

CERTIFICATE OF CORRECTION OF ARTICLES OF INCORPORATION
OF
MORGAN-BELL MORTGAGE CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 7, 1988 AT 9:39 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 6.00

SPECIAL
FEE PAID:

\$ 5.00

D2433753

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 JUL 12 1988

RETURN TO:
ROGER SCHLOSSBERG
134 W. WASHINGTON ST.
HAGERSTOWN MD 21740

184C3012950

A 257481



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

ARTICLES OF INCORPORATION

MARYLAND FIRE MAINTENANCE, 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 498 North Potomac Street, Hagerstown, MD 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is MARYLAND FIRE MAINTENANCE, 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 sales and service of fire apparatus; 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 Rt. 9, Box 303-A, Hagerstown, MD 21740. The name and post office address of the Resident Agent of the Corporation in this State is David R. Weddle with same address. 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 1000 shares at One Hundred (\$100.00) Dollars 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 R. Weddle.

1988 MAR 28 P 8:56

070888070
3007 3655

3-28-88 8:56a

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.

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 23rd day of March, 1988, and I acknowledge the same to be my act.

WITNESS:

Bonnie K. McNeal


Richard W. Lauricella

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

I HEREBY CERTIFY, That on this 23rd day of March, 1988, 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.

3007 3587

56

WITNESS my hand and Official Notarial Seal.

Bonnie K. McNeal
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 Req.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
73	_____	Certificate of Merger/Transfer
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. Certificate of Status
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Cert. of Status
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

- Name Change (New Name) _____
- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address
- _____ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Richard W. Lauricella
Attorney at Law
498 North Potomac St
Hagerstown, Md

NOTE: 21740

TOTAL FEES 40.00

Check _____ Cash _____
Documents on _____ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
MARYLAND FIRE MAINTENANCE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 28, 1988 AT 8:56 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:

\$

D2527539

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 JUL 12 1988

RETURN TO:
RICHARD W. LAURICELLA
ATTORNEY AT LAW
498 NORTH POTOMAC STREET
HAGERSTOWN MD 21740

184C3012885

A 257422



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

Special Meeting of The Board of Directors
of
The Prospect Realty Company

A special meeting of the Board of Directors of The Prospect Realty Company was held February 17, 1988 at 10:00 A.M. at the offices of Wright-Gardner Insurance, Inc., 49 Summit Avenue, Hagerstown, Maryland.

Present were Fred C. Wright, III, Michael A. Gardner, Betty J. Sheeler, and Hazel K. Sisk.

The purpose of the meeting is to change the resident agent of the corporation.

On motion duly made and unanimously approved, the following Resolution was adopted:

WHEREAS, the Board of Directors changes the resident agent of the Corporation from Fred C. Wright, Jr., 49 Summit Avenue, Hagerstown, Maryland to Michael A. Gardner, 49 Summit Avenue, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland, and actually resides therein.

There being no further business the meeting adjourned.

STATE DEPARTMENT OF REVENUE AND TAXATION

Michael A. Gardner
Michael A. Gardner, Vice President

APPROVED FOR RECORD
3/17/88 at 10:35 A.M.

RESOLVED, I Michael A. Gardner, Vice President, certify under the penalties of perjury that to the best of my knowledge, information and belief the above resolution is true in all respects.

Date 2/17/88

Michael A. Gardner
Michael A. Gardner



DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 91

00177204 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE PERMITTED
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 Req.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
70	<u>13.00</u>	Recording Fee
55	_____	Foreign Corporation
75	<u>15.00</u>	Special Fee
80	_____	For. Limited Partnership
81	_____	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 Standings
NA	_____	Foreign Corporation Registration
87	_____	_____ limited Part. Good Standings
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
_____	_____	Other _____
_____	_____	Other _____

- _____ Name Change (New Name) _____
- _____ Change of Name
- _____ Change of Principal Office
- Change of Resident Agent
- Change of Resident Agent Address
- _____ Resignation of Resident Agent
- _____ Designation of Resident Agent and Agent's Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS:
Prospect Health Company
49 Summit Ave
Hagerstown Md 21740

NOTE: _____

TOTAL FEES 28.00

1 Check _____ Cash

1 Documents on 1 checks

APPROVED BY: AMC

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS
OF
THE PROSPECT REALTY COMPANY

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 17, 1988 AT 10:35 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 3.00

\$ 5.00

00177204

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 JUL 12 1988

RETURN TO:
PROSPECT REALTY CO.
49 SUMMIT AVE.
HAGERSTOWN

MD 21740

183C3012772

A 257337



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

ARTICLES OF AMENDMENT

Kidwell & Vollmer, Financial Management Associates, Inc., a Maryland corporation, having its principal office at 162 West Washington Street, Hagerstown, Maryland 21740, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland, (hereinafter referred to as the "Department") that:

FIRST: The Charter of the Corporation is hereby amended by striking in their entirety Articles **Second** and **Fourth** and by substituting in lieu thereof the following:

"Second: That the name of the Corporation (which is hereinafter called Corporation) is: Kidwell, Anders & Company, Inc.

Fourth: The Post Office address of the principal office of the Corporation in this state is 125 West Washington Street, Hagerstown, Maryland 21740. The resident agent of the Corporation is Gary W. Kidwell whose address is 125 West Washington Street, Hagerstown, Maryland 21740, who is a citizen of the state of Maryland and actually resides therein."

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

IN WITNESS WHEREOF, Kidwell & Vollmer, Financial Management 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 15th day of March, 1988, and its President acknowledges that these Articles of Amendment are the act and deed of Kidwell & Vollmer, Financial Management 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:

Carla J. Kidwell

CARLA J. KIDWELL Secretary

KIDWELL & VOLLMER, FINANCIAL MANAGEMENT ASSOCIATES, INC.

By *Gary W. Kidwell*

Gary W. Kidwell, President

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
3/17/88 at 10:03 a.m.

30778223
3007 372



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

09A

BUSINESS CODE

COUNTY

71

D 1843028

P.A

Religious

Close

Stock

Nonstock

Merging (Transferor)

Surviving (Transferee)

CODE AMOUNT FEE REMITTED

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 Req.
51		Foreign Name Registration
13		Certified Copy
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
3		Certificate 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 Standings
NA		Foreign Corporation Registration
87		Limited Part. Good Standings
71		Financial
600		Personal Property Reports and late filing penalties
		Other
		Other

Name Change (New Name) Kidwell Anders + Company, Inc.

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

Code

ATTENTION:

MAIL TO ADDRESS:

William Barton
100 W. Washington St
Hagerstown, Md
21740

TOTAL FEES

20

Check

Cash

Documents on checks

APPROVED BY: PCM

NOTE:

ARTICLES OF AMENDMENT
OF
KIDWELL & VOLLMER, FINANCIAL MANAGEMENT
ASSOCIATES, INC.
CHANGING ITS NAME TO:
KIDWELL, ANDERS & COMPANY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 17, 1988 AT 10:03 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

\$ _____

D1843028

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 JUL 12 1988

RETURN TO:
WILLIAM BARTON
100 W. WASHINGTON ST.
HAGERSTOWN MD 21740

183C3012727

A 257292



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3-21-88

10123

ARTICLES OF INCORPORATION
OF
MAXIMUM OUTPUT, INC.

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Colleen J. Wink - 6 Snyder Avenue, Hagerstown, Maryland, Perry L. Wink - 6 Snyder Avenue, Hagerstown, Maryland and Ilene Klomp, 2504 North Crest Road, Hagerstown, Maryland, each being at least twenty-one (21) years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

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

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

To engage in the business of computers including but not limited to consulting, technical support, custom programming, sales and service; and to engage in any other lawful purpose and business.

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

To carry on any of the 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.

80810-115

3007 1035

To do anything permitted by Section 2-103 of the Corporations and Association 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 6 Snyder Avenue. The name and post office address of the Resident Agent of the Corporation in this State is ^{Colleen Wink} 6 Snyder Avenue, Hagerstown, Maryland. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares 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:

Colleen J. Wink, Perry L. Wink, Ilene Klomp.

2007 1035

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 16th day of March, 1988.

WITNESS:

Jeanne M. Wallace
Jeanne M. Wallace
Jeanne M. Wallace

Colleen J. Wink
Colleen J. Wink
Perry L. Wink
Perry L. Wink
Ilene Klomp
Ilene Klomp

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

I HEREBY CERTIFY, that on this 16th day of March, 1988, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Colleen J. Wink, and acknowledged the execution of the foregoing Articles of Incorporation to be her voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Jeanne M. Sprankle
Notary Public



My Commission Expires: July 1, 1990

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

I HEREBY CERTIFY, that on this 16th day of March, 1987, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Perry L. Wink, and acknowledged the execution of the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

James M. Sprinkle
Notary Public 

My Commission Expires: July 1, 1990

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

I HEREBY CERTIFY, that on this 16th day of March, 1987, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Ilene Klump, and acknowledged the execution of the foregoing Articles of Incorporation to be her voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

James M. Sprinkle
Notary Public 

My Commission Expires: July 1, 1990



DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

_____ P.A. 6 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	_____
13	_____	_____ Certified Copy _____	_____ Change of Resident Agent
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____ Change of Resident Agent Address
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____ Resignation of Resident Agent
73	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	ATTENTION: _____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	MAIL TO ADDRESS: _____
22	_____	State Transfer Tax	<u>Susan C. Elgin</u>
23	_____	Local Transfer Tax	<u>111 S. Potomac St</u>
31	_____	_____ Corp. Certificate of Status	<u>Hagerstown, Md 21740</u>
NA	_____	Foreign Corporation Registration	_____
87	_____	_____ Limited Part. Cert. of Status	NOTE: _____
71	_____	Financial	<u>R.A. is Colleen Wink</u>
600	_____	_____ Personal Property Reports and _____ late filing penalties	<u>TIC to SDAT on 3/28/88</u>
70	_____	Change of P.O., R.A. or R.A.A.	<u>from Jeanne (733-4110)</u>
_____	_____	Other _____	<u>to confirm P.A.</u>
_____	_____	Other _____	_____

TOTAL FEES 40
 Check _____ Cash _____
Documents on _____ checks

APPROVED BY: J.M.T.

✓

ARTICLES OF INCORPORATION
OF
MAXIMUM OUTPUT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 21, 1988 AT 10:23 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:

\$

D2526127

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 JUL 12 1988

RETURN TO:
SUSAN C. ELGIN
111 S. POTOMAC STREET
HAGERSTOWN MD 21740

183C3012693

A 257258



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

POWELL PRINTERS, INC.

ARTICLES OF AMENDMENT

3-15-88

8:28a

POWELL PRINTERS, INC., a Maryland Corporation, having its principal office located at the Corner of Leitersburg Pike and Millers Church Road, County of Washington, State of 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 deleting therefrom in their entirety Articles II, III, IV, V, VI, VII, VIII, IX, X, XI and substituting in lieu therefor the following:

SECOND The name of the Corporation is:

POWELL PRINTERS, INC.

THIRD The purposes for which the corporation is formed are:

(1) To print, bind, publish, circulate, distribute, buy, sell, and deal in books, pamphlets, circulars, posters, newspapers, magazines, literature, music, pictures, tickets, cards, advertisements, letter and bill heads, envelopes, and legal, commercial, and financial forms and blanks of every kind. To acquire, by purchase or otherwise, turn to account, license the use of, assign, and deal with copyrights and intellectual properties of every kind. To carry on a general printing and engraving, lithographing, electrotyping, photocopying, typesetting and publishing business in all the branches thereof, and such other and further objects as may be necessary and

1988 MAR 15 AM 28

80753025 3028 0390

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, and 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 and 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.

(2) To engage in any other lawful purpose and business.

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

FOURTH The post office address of the principal office of this Corporation is the Corner of Leitersburg Pike and Millers Church Road, Hagerstown, MD 21740. The resident agent of this Corporation is Carroll E. Powell, whose post office address is 1655 Woodlands Run, Hagerstown, MD 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH The total number of shares of capital stock which the corporation has authority to issue is TEN THOUSAND SHARES (10,000) of common stock with a par value of TEN DOLLARS (\$ 10.00) per share.

SIXTH The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the

3008 091

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:

Carroll E. Powell
John P. Strider, 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 stock by setting or changing in any one or more respects, from time to time, before the 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

2008 032

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 fair 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 the State 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 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

300 0334

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 100 shares of stock outstanding, and entitled to vote. This stockholder of the Corporation by written informal action unanimously duly approved the foregoing amendments pursuant to Section 2-505 in writing.

IN WITNESS WHEREOF, POWELL PRINTERS, INC., has caused these presents to be signed in its name and on its behalf by its President and its Corporate Seal to be hereunder affixed and attested by its Secretary on the 29th Day of September, 1987, and its President acknowledges that these Articles of Amendment are the act and deed of POWELL PRINTERS, 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:

POWELL PRINTERS, INC.

John P. Striden, Jr.
John P. Striden, Jr.
Secretary

By: Carroll E. Powell
Carroll E. Powell
President

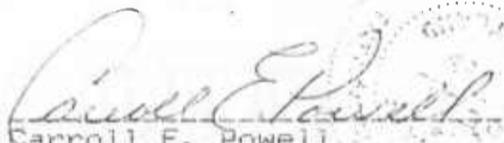


3008 1995

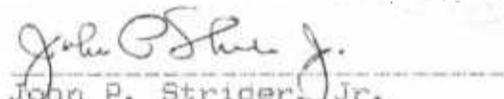
CONSENT AND RATIFICATION TO ACTION TAKEN BY
THE DIRECTORS AND STOCKHOLDERS OF
POWELL PRINTERS, INC.
a Maryland Corporation

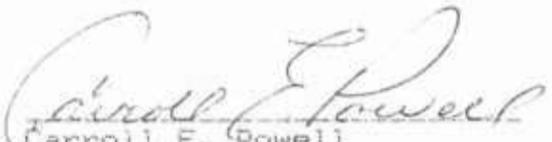
The undersigned Directors, being all of the Directors of POWELL PRINTERS, INC. a Maryland Corporation, as of the time of the making a determination to amend the Articles of Incorporation as indicated on the attached copy of said amendments, do hereby unanimously consent to and ratify the action of the Board of Directors in amending the Corporate Charter as set forth in said proposed amendments.

The undersigned, being a stockholder of the stock in the Corporation, do also unanimously 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.


Carroll E. Powell
Director




John P. Strider, Jr.
Director


Carroll E. Powell
Stockholder

3008 0996



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 09 BUSINESS CODE 03 COUNTY 71

01588953 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>24</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	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
73	_____	Certificate of Merger/Transfer
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. Certificate of Status
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Cert. of Status
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Powell Printers Inc.
PO BOX 1182
Hagerstown, Md
21740

NOTE: _____

TOTAL FEES 24

Check _____ Cash

Documents on _____ checks

APPROVED BY: [Signature]

ARTICLES OF AMENDMENT
OF
POWELL PRINTERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 15, 1988 AT 8:28 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
EEE PAID:

\$ _____

\$ 24.00

\$ _____

D1588953

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 JUL 12 1988

RETURN TO:
POWELL PRINTERS, INC.
P.O. BOX 1182
HAGERSTOWN

MD 21740

182C3012630

A 257184



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

3/17/88 10:05
ARTICLES OF INCORPORATION

FIRST: I, Edward L. Kuczynski, whose 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:

EMBLY, INC.

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

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

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland,

50:01 d LI UVN 8851
30 2005 1548

as amended from time to time.

FOURTH: The principal office address of the principal office of the Corporation in this State is Md. Route 63, Williamsport, Maryland 21795. The name and address of the Resident Agent of the Corporation in this State is Ronald L. Embly, 223 E. Baltimore Street, Funkstown, Maryland 21734. Said Resident Agent is an individual actually residing in this State.

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

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

Ronald L. Embly and Richard B. Embly

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:

3005 1649

(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.

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

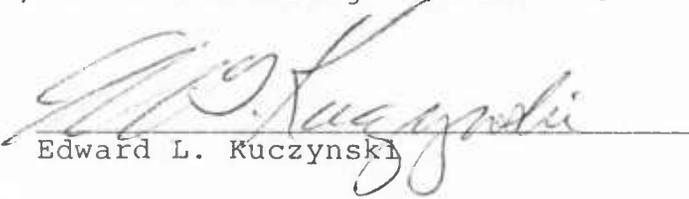
NINETH: (1) As used in this Article NINETH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification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

3005 153

(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 3rd day of March, 1988, and I acknowledge the same to be my act.


Edward L. Kuczynski

3005 1551



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

DOCUMENT CODE 026 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>70</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 Req.	_____ Change of Principal Office
51	_____	Foreign Name Registration	_____ Change of Resident Agent
13	_____	_____ Certified Copy _____	_____ Change of Resident Agent
56	_____	Penalty	_____ Change of Resident Agent
54	_____	For. Supplemental Cert.	_____ Address
53	_____	Foreign Resolution	_____ Resignation of Resident Agent
73	_____	Certificate of Conveyance	_____
73	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	ATTENTION: <u>Edward</u>
83	_____	Cert. Limited Partnership	<u>L. Kuczyński</u>
84	_____	Amendment to Limited Partnership	<u>Eng.</u>
85	_____	Termination of Limited Partnership	MAIL TO ADDRESS: <u>Kuczyński</u>
21	_____	Recordation Tax	<u>+ Kuczyński,</u>
22	_____	State Transfer Tax	<u>P.A.</u>
23	_____	Local Transfer Tax	<u>Kuczyński Bldg.</u>
31	_____	Corp. Certificate of Status	<u>55 N. Jonathan</u>
NA	_____	Foreign Corporation Registration	<u>Street</u>
87	_____	Limited Part. Cert. of Status	NOTE: <u>Hagerstown, MD</u>
71	_____	Financial	<u>21740</u>
600	_____	_____ Personal Property Reports and _____ late filing penalties	
70	_____	Change of P.O., R.A. or R.A.A.	
_____	_____	Other _____	
_____	_____	Other _____	

TOTAL FEES 4000

_____ Check _____ Cash
Documents on _____ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
EMBLY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 17, 1988 AT 10:05 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:

\$

D2522365

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUL 12 1988

RETURN TO:
EDWARD L. KUCZYNSKI, ESQ.
KUCZYNSKI, & KUCZYNSKI, P.A.
KUCZYNSKI BLDG
55 NORTH JONATHAN STREET
HAGERSTOWN MD 21740

179C3012157

A 256808



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

ARTICLES OF INCORPORATION

Oak Printing, Inc.

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

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

Oak Printing, Inc.

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

1. To print, bind, publish, circulate, distribute, buy, sell and deal in books, pamphlets, circulars, posters, newspapers, magazines, literature, music, pictures, tickets, cards, advertisement, letter and bill heads, envelopes and legal, commercial and financial forms, blanks and stationery of every kind and description. To acquire, by purchase or otherwise, turn to account, license the use of, assign, and deal with copyrights and intellectual properties of every kind. To carry on a general printing, engraving, lithographing, electrotyping and publishing business in all the branches thereof.

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

3/17/88

829

3005 72012

1988 MAR 11 AM 8:29

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 303 South Antietam Street, Funkstown, Maryland 21734. The name and post office address of the Resident Agent of the Corporation in Maryland is Robert Lee McCoy, 303 South Antietam Street, Funkstown, Maryland 21734. 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 \$10.00 per share.

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

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

Robert Lee McCoy
Barbara Louise McCoy
Lynn F. Meyers

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 15th day of March, 1988.

WITNESS:

[Handwritten signature]
[Handwritten signature]
Lynn F. Meyers



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>61</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 Req.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
3	_____	Certificate 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 Standings
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
	_____	Other _____
	_____	Other _____

Name Change (New Name) _____

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Resignation of Resident Agent

Code _____

ATTENTION: Nancy C. Boyle, Esq.

MAIL TO ADDRESS: Meyers + Young, P.A.
P.O. Box 1267
Hagerstown,
MD 21741-1267

NOTE:

TOTAL FEES

40.00

Check _____ Cash _____

Documents on _____ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
OAK PRINTING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 17, 1988 AT 8:29 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:

\$

D2522167

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 JUL 12 1988

RETURN TO:
NANCY C. BOYER, ESQ.
MEYERS & YOUNG, P.A.
P.O. BOX 1267
HAGERSTOWN

MD 21741 1267

17903012137

A 256790



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN-LIBER. FOLIO.

1988 1034

APPROVED FOR RECORD

3/18/88 at 10:10

ARTICLES OF INCORPORATION

OF

POFFENBERGER, POFFENBERGER & MYERS, INC.

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Howard W. Gilbert, Jr., whose post office address is 35 East Washington Street, Hagerstown, Maryland, 21740, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is POFFENBERGER, POFFENBERGER & MYERS, INC.

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

To own, lease, operate and manage real estate including rental properties.

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 1917 Applewood Drive, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are Howard W. ✓

1988 MAR 18 A 10:10

5773337

3005 1436

Poffenberger, Jr., 1917 Applewood Drive, Hagerstown, Maryland, 21740. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares of the par value of One Hundred Dollars (\$100.00) 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 three (3), which number may be increased to a maximum of five (5) 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 Howard W. Poffenberger, Jr., Lucille F. Poffenberger and Robert W. 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:

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 17th day of March, 1988.

WITNESS:

Susan E. Becker Howard W. Gilbert, Jr. (SEAL)
Howard W. Gilbert, Jr.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 17th day of March, 1988, 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.

Susan E. Becker
Notary Public

My Commission Expires:
July 1, 1990



3005 1438



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 Req.
51		Foreign Name Registration
13		Certified Copy
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate 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 Standings
NA		Foreign Corporation Registration
87		Limited Part. Good Standings
71		Financial
600		Personal Property Reports and late filing penalties
		Other
		Other

Name Change (New Name) _____

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS:

Howard Gilbert Jr.
35 E. Washington St.
Hagerstown, Md
21740

TOTAL FEES

40

Check _____ Cash

Documents on _____ checks

APPROVED BY: PCM

NOTE:

ARTICLES OF INCORPORATION
OF
POFFENBERGER, POFFENBERGER & MYERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 18, 1988 AT 10:10 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:

\$

D2521995

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 JUL 12 1988

RETURN TO:
HOWARD GILBERT, JR.
35 E. WASHINGTON STREET
HAGERSTOWN MD 21740

179C3012120

A 256773



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3005 1435

96

J D L ENTERPRISES, INC.
ARTICLES OF INCORPORATION 3-18-88 8:32a

FIRST: I, Ralph H. France, II, whose post office address is France and Robinson, P. A., 152 West Washington Street, Drawer A, 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 J D L ENTERPRISES, INC.

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

1) To engage in the purchasing, selling, distributing, or leasing, as principal or agent, of all kinds of heavy machinery, equipment and other mechanical equipment and devices, as well as accessories and attachments therefor; and to engage in any other lawful business and purpose.

2) To do anything permitted by Section 2-102 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 J D L Enterprises, Inc., 2707 Johnson Drive, Williamsport, Maryland 21795. The name and post office address of the Resident Agent of the Corporation in this State are Ralph H. France, II, 152 West Washington Street, Drawer A, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5000) shares of common stock, without par value.

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

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

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

3) The name of the director who shall act until the first annual meeting or until his successors are duly chosen and qualified is: Duren James Smallwood.

1988 MAR 10 P 9:32

3005 1053

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 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 subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 9 day of March, 1988, and I acknowledge the same to be my act.

Ralph H. France, II
RALPH H. FRANCE, II



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02 Jm

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 Req.
 51 _____ Foreign Name Registration
 13 11 2 Certified Copy 4p
 56 _____ Penalty
 54 _____ For. Supplemental Cert.
 53 _____ Foreign Resolution
 73 _____ Certificate of Conveyance

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

_____ Resignation of Resident Agent

76 _____ Certificate of Merger/Transfer

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. Certificate of Status
 NA _____ Foreign Corporation Registration
 87 _____ Limited Part. Cert. of Status
 71 _____ Financial

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Ralph France
152 W. Wash St
Drawer A
Hagerstown Md

600 _____ Personal Property Reports and _____ late filing penalties

NOTE: 21740

70 _____ Change of P.O., R.A. or R.A.A.

Other _____

Other _____

TOTAL FEES

57

Check

_____ Cash

Documents on _____ checks

APPROVED BY: _____

[Signature]

ARTICLES OF INCORPORATION
OF
J D L ENTERPRISES, INC.

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

OF MARYLAND MARCH 1, 1988 AT 8:32 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:

\$

02521474

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: MAILED JUL 12 1988
RALPH H. FRANCE, II
152 WEST WASHINGTON STREET
DRAWER A
HAGERSTOWN MD 21740

17803012019

A 256686



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 2005 1052

100

3-15-88

8:24

1988 MAR 15 P 8:27

ARTICLES OF INCORPORATION

OF

J. G. COCHRAN, AUCTIONEER & ASSOCIATES, LTD.

We, James G. Cochran, of 101 Orchard Drive, Boonsboro, Maryland 21713; Thomas E. Bikle, of Route 4 Box 6, Boonsboro, Maryland 21713; and Charles V. Lewis, of 244 Armstrong Lane, Pasadena, Maryland 21122; all being at least eighteen (18) years of age and acting as incorporators, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

FIRST: The name of the corporation shall be J. G. Cochran, Auctioneer & Associates, Ltd. (hereinafter referred to as "the Corporation").

SECOND: The purposes for which the Corporation is formed are: to engage in the appraisal, evaluation, auctioning, transfer and sale of construction and industrial equipment, and of other properties and things; to engage in any lawful purpose and/or business; and to do anything permitted by Section 2-103 of the Corporations and Associations Article of the Code of Maryland, as amended from time to time.

8078 032

✓ THIRD: The address of the principal office of the Corporation in this State is 101 Orchard Drive, Boonsboro, Maryland 21713.

FOURTH: The Resident Agent of the Corporation shall be James G. Cochran; and his address is 101 Orchard Drive, Boonsboro, Maryland 21713. Said Resident Agent is an individual actually residing in this State.

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

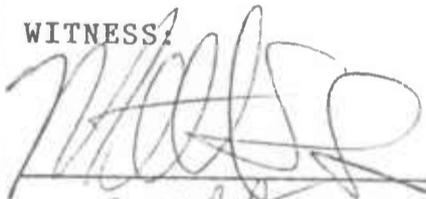
SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but which shall not be less than three (3); except that, if there is no stock outstanding, the number of directors may be less than three (3) but not less than one (1); or, 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 or annual meeting, or until successors are duly chosen and qualified, are: James G. Cochran, of 101 Orchard Drive, Boonsboro, Maryland 21713; Thomas E. Bikle, of Route 4 Box 6, Boonsboro, Maryland 21713; and Charles V. Lewis, of 244 Armstrong Lane, Pasadena, Maryland 21122.

SEVENTH: Unless otherwise provided by the Board of Directors of the Corporation, the holders of any shares of the stock of the Corporation issued at the organization or first annual meetings of the Corporation shall have pre-emptive rights 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 Corporation may exist perpetually.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 10th day of September, 1987, and We acknowledge the same to be our true and voluntary acts and deeds.

WITNESS:



James G. Cochran
James G. Cochran



Thomas E. Bikle
Thomas E. Bikle

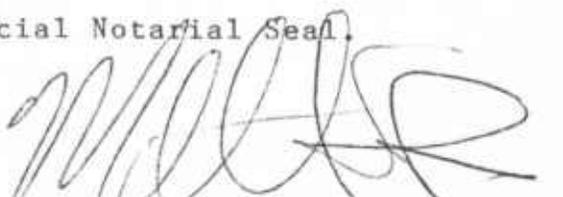
Virginia L. Hall

Charles V. Lewis
Charles V. Lewis

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

I HEREBY CERTIFY that on this 11th day of June, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared James G. Cochran, who signed the foregoing Articles of Incorporation of J. G. Cochran, Auctioneer & Associates, Ltd., and acknowledged the same to be his voluntary act and deed.

WITNESS my Hand and Official Notarial Seal.



Notary Public

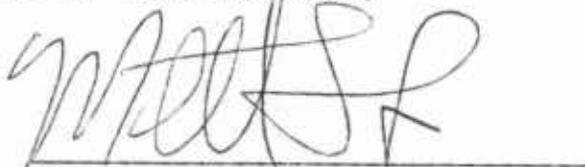
My Commission Expires:
July 1, 1990



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

I HEREBY CERTIFY that on this 11th day of June, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Thomas E. Bikle, who signed the foregoing Articles of Incorporation of J. G. Cochran, Auctioneer & Associates, Ltd., and acknowledged the same to be his voluntary act and deed.

WITNESS my Hand and Official Notarial Seal.



Notary Public

My Commission Expires:
July 1, 1990

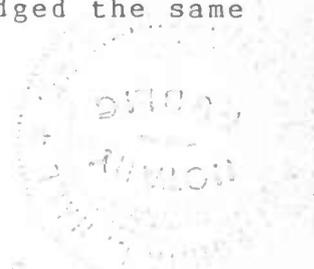


WASHINGTON

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

I HEREBY CERTIFY that on this 10 day of September, 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Charles V. Lewis, who signed the foregoing Articles of Incorporation of J. G. Cochran, Auctioneer & Associates, Ltd., and acknowledged the same to be his voluntary act and deed.

WITNESS my Hand and Official Notarial Seal.



Virginia L. Hall
Notary Public

My Commission Expires:
July 1, 1990



DOCUMENT CODE

03 03

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 _____ Penalty
 54 _____ For. Supplemental Cert.
 53 _____ Foreign Resolution
 73 _____ Certificate of Conveyance

 73 _____ Certificate of Merger/Transfer

 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. Certificate of Status
 NA _____ Foreign Corporation Registration
 87 _____ Limited Part. Cert. of Status
 71 _____ Financial
 600 _____ Personal Property Reports and late filing penalties

 70 _____ Change of P.O., R.A. or R.A.A.
 _____ Other _____
 _____ Other _____

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Matthew C. Leeper
220 E. Patrick St.
Frederick, Md. 21701

NOTE: _____

TOTAL FEES 40

Check _____ Cash

Documents on _____ checks

APPROVED BY: J. M. T.

ARTICLES OF INCORPORATION
OF
J. G. COCHRAN, AUCTIONEER & ASSOCIATES, LTD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 15, 1988 AT 8:24 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:

\$

03521344

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 JUL 12 1988

RETURN TO:
MATTHEW C. LEEFER
220 E. PATRICK STREET
FREDERICK MD 21701

17803011986

A 256658



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND-IN LIBER. FOLIO
2000 0857

3-16-88 9:59
DONALD C. BOWERS INSURANCE, INC.
ARTICLES OF INCORPORATION

FIRST: I, Roger Schlossberg, whose post office address is 134 West Washington Street, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is Donald C. Bowers Insurance, Inc.

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

(1) To engage in business as an insurance agent and to provide insurance related services (specifically excluding therefrom acting as an "insurer" as defined in Maryland Code Annotated Article 48A, Section 3); 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 1190 Mt. Aetna Road, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Donald C. Bowers, 1190 Mt. Aetna 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 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 names of the Director who shall act until the first annual meeting or until his successor is duly chosen and qualified is:

Donald C. Bowers

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.

80768040
3004 1032

(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.

⁴¹ IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 15 day of March, 1988, and I acknowledge the same to be my voluntary act and deed.

[Signature]
Witness

[Signature] (SEAL)
Roger Schlossberg
3004 1988



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 73 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	_____ 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 _____	_____ Resignation of Resident Agent
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
73	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	ATTENTION: _____
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. Certificate of Status	MAIL TO ADDRESS: _____
NA	_____	Foreign Corporation Registration	<u>Roger Schlossberg, P.A.</u>
87	_____	Limited Part. Cert. of Status	<u>134 W. Washington St</u>
71	_____	Financial	<u>Hagerstown, MD. 21740</u>
600	_____	Personal Property Reports and late filing penalties	NOTE: _____
70	_____	Change of P.O., R.A. or R.A.A.	_____
_____	_____	Other _____	_____
_____	_____	Other _____	_____

Handwritten note: 2 MC, 699 73, 3-16-88

TOTAL FEES 46

Check _____ Cash _____

1 Documents on 2 checks (40.00 + 6.00)

APPROVED BY: J. M. T.



ARTICLES OF INCORPORATION
OF
DONALD C. BOWERS INSURANCE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 16, 1988 AT 9:59 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:

\$

02520450

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 JUL 12 1988

RETURN TO:
ROGER SCHLOSSBERT, P.A.
134 W. WASHINGTON STREET
HAGERSTOWN MD 21740

177C3011851

A 256525



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO
3004 1891

1988 MAR 10 P 9:51

J

W

ARTICLES OF INCORPORATION
OF
D B & W CONSTRUCTION AND LAND
DEVELOPMENT CORPORATION
(A Maryland Close Corporation)

FIRST: I, ROBERT T. WILSON, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is D B & W CONSTRUCTION AND LAND DEVELOPMENT CORPORATION.

The Corporation shall be a Close Corporation as authorized by Title Four of the Corporation and Associations Article of the Annotated Code of Maryland, as amended.

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

1. To engage in the business of real estate construction and development including, but not limited to, the building of residential and commercial buildings and land development, and any other lawful act.

2. And generally to do anything permitted by Section 2-103 of the Corporation and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this state is 322 E. Antietam Street, Hagerstown, Maryland 21740. The name of the resident agent is Robert T. Wilson whose address is Rte 3, Box 78, Old Boonsboro-Mt. Lena Road, Boonsboro, Washington County, Maryland 21713, and

1988 MAR -4 P 8:35

✓

85788-88 3804 0386

3-4-88

8:35

he actually resides thereat.

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

SIXTH: The Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be One (1) director whose name is Robert T. Wilson.

SEVENTH: (1) As used in this Article Seventh, 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 the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 1st day of March, 1988, and I acknowledge the same to be my act.

Robert T. Wilson

ROBERT T. WILSON

STATE OF MARYLAND :
: s.s.
COUNTY OF MONTGOMERY :

On this 1st day of March, 1988, before me, the undersigned officer, personally appeared ROBERT T. WILSON, known to me or satisfactorily proven to be the person whose name is subscribed to the within instrument and acknowledged that he has executed the same for the purpose therein contained.

My Commission Expires:
7/1/90

Katherine A. Kellier

NOTARY PUBLIC





State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 020 BUSINESS CODE 23 COUNTY 577

_____ P.A. _____ Religious Close Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
20	<u>30</u>	Organ. & Capitalization	<u>Name Change</u>
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	<input type="checkbox"/> Change of Name
50	_____	Cert. of Qual. or Reg.	<input type="checkbox"/> Change of Principal Office
51	_____	Foreign Name Registration	<input type="checkbox"/> Change of Resident Agent
13	_____	Certified Copy _____	<input type="checkbox"/> Change of Resident Agent Address
56	_____	Penalty	<input type="checkbox"/> Resignation of Resident Agent
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
73	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	ATTENTION: _____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	MAIL TO ADDRESS: _____
22	_____	State Transfer Tax	<u>Robert T. Wilson</u>
23	_____	Local Transfer Tax	<u>8937 Shady Grove Rd.</u>
31	_____	Corp. Certificate of Status	<u>Gaithersburg, Md. 20877</u>
NA	_____	Foreign Corporation Registration	_____
87	_____	Limited Part. Cert. of Status	NOTE: _____
71	_____	Financial	_____
600	_____	Personal Property Reports and late filing penalties	_____
70	_____	Change of P.O., R.A. or R.A.A.	_____
_____	_____	Other _____	_____
_____	_____	Other _____	_____

TOTAL FEES 40

Check _____ Cash

Documents on _____ checks

APPROVED BY: J.M.T.

ARTICLES OF INCORPORATION
OF
D B & W CONSTRUCTION AND LAND DEVELOPMENT
CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 4, 1988 AT 8:35 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:

\$

02518538

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 JUL 12 1988

RETURN TO:
ROBERT T. WILSON
8937 SHADY GROVE ROAD
GAITHERSBURG MD 20877

175C3011615

A 256323



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.
3004 0385

2/26/88

2:47

THE NURSING CONNECTION, P.C.

ARTICLES OF INCORPORATION

1988 FEB 26 PM 2:47

FIRST: The undersigned, Sandra J. Snow, 9011 Waterstreet Road, Walkersville, Maryland, 21793; Barbara Clopper, 309 Oak Forest Drive, Hagerstown, Maryland, 21740; Shirley C. Conner, 1048 Brinker Drive, Hagerstown, Maryland, 21740; Kathryn Ann Barber, 1030 Brinker Drive #202, Hagerstown, Maryland, 21740; and Mary Lenore Beachley, 9018 Hamburg Road, Frederick, Maryland, 21701, all being at least twenty-one (21) years of age, do hereby act as incorporators with the intention of forming a corporation under and by virtue of the Maryland General Corporation Law, particularly the Maryland Professional Service Corporation Act.

SECOND: The certificate of authorization for use of the corporate name is attached to these Articles. The corporation will have at least four (4) shareholders and the name of the corporation (which is hereinafter called the "Corporation") is:

THE NURSING CONNECTION, P.C.

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

(a) To conduct and carry on the business of coordinating the availability of and providing professional nursing services for hospitals, home care agencies, individual consumers, and other health care institutions or agencies in need of credentialed professional nurses on a temporary short term or long term contract basis, and to provide management, consultation, and educational services for professional nurses.

(b) To purchase, subscribe for or otherwise acquire and hold, own, use, sell, assign, transfer, mortgage, pledge, convey, exchange, or otherwise dispose of and deal in real and personal property of every kind and description, or any interest therein, including, without limitation, shares of stock, bonds, debentures, notes, evidence of indebtedness, and other securities, contracts, or obligations of any corporation or corporations, association or associations, domestic or foreign; and to engage in any other lawful purpose or business.

(c) To do anything permitted by 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 is 82 West Washington Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is Mary Lenore Beachley, 9018 Hamburg Road, Frederick, Maryland, 21701. Said Resident Agent is a resident of the State of Maryland.

3004 0368



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 all of one class.

SIXTH: The number of Directors of the Corporation shall be five (5), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than three (3) (provided, however, 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); and the names of the Directors who shall act until the first annual meeting or until their successor are duly chosen and qualify are:

<u>Name</u>	<u>Address</u>
Sandra J. Snow	9011 Waterstreet Road Walkersville, Maryland 21793
Barbara Clopper	309 Oak Forest Drive Hagerstown, Maryland 21740
Shirley C. Conner	1048 Brinker Drive Hagerstown, Maryland 21740
Kathryn Ann Barber	1030 Brinker Drive, #202 Hagerstown, Maryland 21740
Mary Lenore Beachley	9018 Hamburg Road Fredrick, Maryland 21701

SEVENTH: The names and post office addresses of the original shareholders who are duly licensed under the laws of the State of Maryland to render the professional services of the Corporation are:

<u>Name</u>	<u>Address</u>
Sandra J. Snow	9011 Waterstreet Road Walkersville, Maryland 21793
Barbara Clopper	309 Oak Forest Drive Hagerstown, Maryland 21740
Shirley C. Conner	1048 Brinker Drive Hagerstown, Maryland 21740
Kathryn Ann Barber	1030 Brinker Drive, #202 Hagerstown, Maryland 21740
Mary Lenore Beachley	9018 Hamburg Road Fredrick, Maryland 21701

3004 0369

EIGHTH: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by the Board of Directors to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

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

(a) The Board of Directors 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; and 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 or securities, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of the redemption of, and the conversion rights of such shares or securities.

(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 or officers of this Corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other corporation; and Directors or officers of this Corporation individually, or any firm of which any Director or officer of this Corporation may be a member, may be party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, and any Director or officer of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if she were not such Director or officer of such other corporation or not so interested; provided that there has been full compliance with the provisions of the Maryland General Corporation Law, as amended from time to time.

(c) The Corporation may indemnify directors, officers, employees and agents of the Corporation as and to the extent permitted by the Maryland General Corporation Law.

3004 0370

(d) Except as may otherwise be provided by the Board of Directors from time to time, no holder of any shares of the stock of the Corporation shall have any preemptive right to subscribe for, purchase or otherwise acquire any shares of stock of the Corporation of any class, 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, whether now or hereafter authorized.

(e) Notwithstanding any provision of law now or hereafter in effect requiring a greater proportion than a majority of the votes of all classes or of any class of stock entitled to be cast, to take or authorize any action, such action shall be valid and effective if taken or authorized upon the concurrence of a majority of the aggregate number of votes entitled to be cast thereon.

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.

IN WITNESS WHEREOF, the undersigned incorporators have signed these Articles of Incorporation on this 14 day of December, 1987, acknowledging the same to be their act.

WITNESS:

[Handwritten Signature]
[Handwritten Signature]
[Handwritten Signature]
[Handwritten Signature]
[Handwritten Signature]

Sandra J. Snow
Sandra J. Snow

Barbara Clopper
Barbara Clopper

Shirley C. Conner
Shirley C. Conner

Kathryn Ann Barber
Kathryn Ann Barber

Mary Lenore Beachley
Mary Lenore Beachley



MARYLAND STATE BOARD OF EXAMINERS OF NURSES
201 WEST PRESTON STREET
BALTIMORE, MARYLAND 21201

TELEPHONE: 225-5880

TTY FOR DEAF: 383-7555
D.C. METRO: 565-0451

March 10, 1988

Dr. Francis X. Canale,
Donahue, Ehrmantraut & Montedonico, Chartered
1605 New Hampshire Avenue, N.W.
Washington, D.C. 20009

Dear Dr. Canale:

On March 8, 1988, the Board of Nursing voted to approve the corporate name of "The Nursing Connection, P.C."

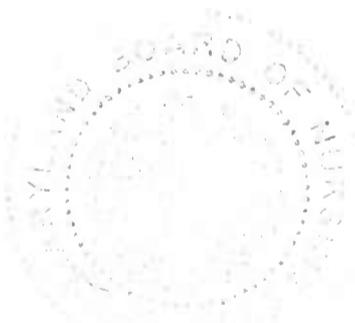
The Board wishes you much success in your venture.

Very truly yours,

Rosemarie E. Liberatore, RN

Rosemarie E. Liberatore, R.N., M.S.,
President

REL/jlh



3004 0372



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	<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	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
73	_____	Certificate of Merger/Transfer
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. Certificate of Status
NA	_____	Foreign Corporation Registration
87	_____	_____ Limited Part. Cert. of Status
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

_____ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS:

Donahue, Chromtraut +
Maribel Donahue
1605 New Hampshire Ave NE
Wash. D.C. 20009

NOTE:

14 days

TOTAL FEES

40 Check _____ Cash

Documents on _____ checks

APPROVED BY: A



ARTICLES OF INCORPORATION
OF
THE NURSING CONNECTION, P.C.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 26, 1988 AT 2:47 O'CLOCK P.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D2518504

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 JUL 12 1988

RETURN TO:
DONAHUE, EHRMANTRAUT, ETAL
1605 NEW HAMPSHIRE AVENUE, N.W.
WASHINGTON DC 20009

175C3011612

A 256320



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

9:29

3-7-88

ARTICLES OF AMENDMENT

PERSONAL CARE REFERRALS, INC.
A Maryland Close Corporation

Personal Care Referrals, Inc., a Maryland close corporation, which has no board of directors and which has its principal offices at 1213 Potomac Avenue, Hagerstown, Maryland 21740 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: The charter of the Corporation is hereby amended by striking in its entirety Article Second and by substituting in lieu thereof the following:

SECOND: The name of the Corporation is Personal Care, Inc.

SECOND: By written unanimous consent, the sole stockholder of the Corporation duly approved the foregoing amendment.

IN WITNESS WHEREOF, Personal Care Referrals, 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 4th day of March, 1988, and its President affirms and swears, under penalties of perjury, that these Articles of Amendment are the act and deed of Personal Care Referrals, 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.

PERSONAL CARE REFERRALS, INC.

ATTEST:

Caree L. Rose ✓
Secretary

By Sue A. McConnell ✓
Sue A. McConnell
President

80078233

3002 2522



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 09A BUSINESS CODE 03 COUNTY 71

D2322063 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	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate 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 Standings
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name)
Personal Care, Inc

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Strite, Schildt & Varner
138 W. Washington St.
Hagerstown, Md. 21740

TOTAL FEES 20
 Check Cash
Documents on _____ checks

NOTE:

APPROVED BY: J. m. T.

ARTICLES OF AMENDMENT
OF
PERSONAL CARE REFERRALS, INC.
CHANGING ITS NAME TO:
PERSONAL CARE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 7, 1988 AT 9:29 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:

\$ _____

D2322063

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 JUL 12 1988

RETURN TO:
STRITE, SCHILDT AND VARNER
138 W. WASHINGTON ST.
HAGERSTOWN MD 21740

172C3011250

A 255995



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER 35110.

2-19-88 9:11

LEONARD P. SNYDER FUND, INC.

7

ARTICLES OF AMENDMENT

Leonard P. Snyder Fund, Inc., a Maryland Corporation hereby certifies to the State Department of Assessment and Taxation of the State of Maryland, that:

1. The Charter of the Corporation is hereby amended by deleting that part of Article Third (a) that reads (TO PERPETUATE THE NAME OF LEONARD P. SNYDER) and add to (b) in accordance with section 501(C)(3) of the Internal Revenue Code.

2. The charter of the corporation is hereby amended by deleting Article Fourth and adding the following as Article Fourth. The post office address of the place at which the principal office of the corporation in this state will be located at 34 Cumberland Street, Clear Spring, Maryland, 21722. The resident agent of the corporation is Margaret A. Snyder, whose address is 34 Cumberland Street, Clear Spring, Maryland, 21722. The said resident agent is a citizen of the State of Maryland and actually resides therein.

3. The charter of the corporation is hereby amended by adding Article Eighth that reads.

EIGHTH: Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation,

1988 FEB 19 AM 9:11

30503081

dispose of all of the assets of the corporation, exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or 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 State Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

4. The Board of Directors of the Corporation at a special meeting duly convened and held adopted a resolution in which was set forth the foregoing Amendments to the Charter, declaring that the said deletions and amendments of the Charter were advisable and directing that they be submitted for action thereon at a special meeting of the members of the Corporation to be held on the *20th* day of *JANUARY* 1988.

5. Notice setting forth a summary of the changes to be effected by said Amendments of the Charter and stating that the purpose of the meeting of the members would be to take action thereon was given to all members entitled to vote thereon.

3003 1707

6. That the Amendments of the Charter of the Corporation as hereinabove set forth was approved by a majority of the members of the Corporation present at said meeting.

WITNESS the name of the Leonard P. Snyder Fund, Inc., by its President and its Corporate Seal affixed and duly attested by its Secretary this *20th* day of *JANUARY* 1988.

LEONARD P. SNYDER FUND,
INCORPORATED

BY *Margaret A. Snyder*
Margaret A. Snyder, President

Jesse L. Hudge
Secretary

I, Margaret A. Snyder hereby acknowledge on behalf of Leonard P. Snyder Fund, Inc. that the foregoing Articles of Amendment are the corporate act of said corporation and further certify under the penalties of perjury to the best of my knowledge, information and belief, the matters and facts set forth in the Articles are true in all material respects.

3003 1708

ARTICLES OF AMENDMENT
OF
LEONARD P. SNYDER FUND, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 19, 1988 AT 9:11 O'CLOCK A. M. AS IN CONEORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 20.00

\$ _____

D0199372

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:
MARGARET A. SNYDER
34 CUMBERLAND ST.
CLEAR SPRINGS

MAILED JUL 12 1988

MD 21722

171C3011138

A 255893



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO
3003 1705

ARTICLES OF INCORPORATIONPRINTERS UNLIMITED, INC.

FIRST: The undersigned, Paul C. Waggoner, whose post office address is 2215 Diane Drive, Hagerstown, Maryland 21740 and John J. Mehrling, whose post office address is 8 Frederick Road, Funkstown, Maryland 21734, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

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

1. To offer for sale and to sell, either retail or wholesale, printing products which are printed either by the corporation or by other businesses.
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

3-7-88

8:20

30075080

02:8 P 1-11-88

3002 1688

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 100 West Franklin Street, Suite 103, The Franklin Center, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is John J. Mehrling, 8 Frederick Road, Funkstown, Maryland 21734. Said Resident Agent is an individual actually residing in Maryland.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares of common stock, having no par value, all of one class.

SIXTH: The number of Directors of the Corporation shall be four (4), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three.

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

Paul C. Waggoner

Norma F. Waggoner

John J. Mehrling

Constance D. Mehrling

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

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

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering

in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged same to by my act this 3rd day of March, 1988.

WITNESS:

<u>Michael J. Schacht</u>	<u>John J. Mehrling</u>
<u>Michael J. Schacht</u>	<u>Paul C. Waggoner</u>

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

I HEREBY CERTIFY, that on this 3rd day of March, 1988, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared John J. Mehrling

and Paul C. Waggoner, parties to the foregoing Articles of Incorporation, known to me personally to be such, and they did acknowledge the said Articles to be their act and deed, and that the facts therein stated are truthfully set forth.

WITNESS my hand and Official Notarial Seal.

Acannette Rinehart
Notary Public

My Commission Expires:
7/1/90



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 1 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 Req.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate 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 Standings
NA	_____	Foreign Corporation Registration
87	_____	_____ Limited Part. Good Standings
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

McGrory And Schaefer
152 West Washington St
Hagerstown, Md. 21740

NOTE: _____

TOTAL FEES 40

Check _____ Cash

Documents on _____ checks

APPROVED BY: J.M.T.

ARTICLES OF INCORPORATION
OF
PRINTERS UNLIMITED, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 7, 1988 AT 8:20 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:

\$

D2514990

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: MAILED JUL 12 1988
MCGRORY AND SCHAEFER
152 WEST WASHINGTON STREET
HAGERSTOWN MD 21740

17003010965

A 255750



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO 1587

2, 16-88 9:27

ARTICLES OF INCORPORATION

FIRST: We, Harold Adkins and Orville Adkins, whose post office address is 120 West Church Street, 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 Rapid-Lube, Inc.

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

(1) To act as a general maintenance of automobiles, and the doing of any and all other business in contracting incidental thereto, or connected therewith, and the doing and performing of any and all acts or things necessary, proper, or convenient for or incidental to the furtherance or the carrying out of the powers or purposes herein mentioned.

(2) To engage in the general repair and maintenance of motor vehicles including but not limited to the changing of oil, lubrication of chassis, general tune-up work, body and engine work, and any other repair and maintenance of motor vehicles of whatsoever nature; and to engage in any other lawful purpose and/or business.

(3) 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 120 West Church Street, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is Orville Adkins, 120 West Church 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 (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, provided that:

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

3000 3354

(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 until the first annual meeting or until his successor is duly chosen and qualified is: Harold Adkins and Orville Adkins.

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 1 day of 4, 1988, and I acknowledge the same to be my act.

Harold D. Adkins
Harold Adkins

Orville E. Adkins
Orville Adkins



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02-8 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)	_____
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	_____	Certified Copy _____	_____ Change of Resident Agent
56	_____	Penalty	_____ Change of Resident Agent
54	_____	For. Supplemental Cert.	_____ Address
53	_____	Foreign Resolution	_____ Resignation of Resident Agent
73	_____	Certificate 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 Standings	_____
NA	_____	Foreign Corporation Registration	_____
87	_____	Limited Part. Good Standings	MAIL TO ADDRESS: _____
71	_____	Financial	<u>Lewis C. Metzner, P.A.</u>
600	_____	Personal Property Reports and late filing penalties	<u>49 North Potomac St.</u>
	_____	Other _____	<u>Hagerstown, md 21740</u>
	_____	Other _____	_____

TOTAL FEES 40

Check _____ Cash

Documents on _____ checks

APPROVED BY: J. m. T.

NOTE: _____

ARTICLES OF INCORPORATION
OF
RAPID-LUBE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 16, 1988 AT 9:27 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:

\$

D2514164

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 JUL 12 1988

RETURN TO:
LEWIS C. METZNER, P.A.
49 NORTH POTOMAC STREET
HAGERSTOWN MD 21740

169C3010718

A 255545



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 3010 2553

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

U.C.M.S., INC.

ARTICLES OF INCORPORATION

3-3-88

9:34A

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

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

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

1. To erect, construct, establish, purchase, lease, and otherwise acquire, and to hold, use, equip, outfit, supply service, maintain, operate, sell, and otherwise dispose of, restaurants, taverns, cafes, grills, shops, luncheonettes, cocktail lounges, banquet halls, catering establishments, concessions, and other eating and drinking places and establishments of every kind and description, and checkrooms, newstands, and cigar, cigarette, and tobacco stands, and generally to conduct the business of restaurateurs, caterers, and suppliers, preparers, servers, and dispensers of food and drink; and to engage in all activities, to render all services, and to buy, sell, use, handle, and deal in all fixtures, machinery, apparatus, equipment, accessories, tools, materials, products, and merchandise incidental or related thereto used therein.

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.

80686284

3000 2200

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 54 South Potomac Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is Gotthard G. Sekula, Route 10, Box 87, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in Maryland.

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

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

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

Ursula Sekula
Gotthard G. Sekula
Michelle Renay Sekula

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 24th day of February, 1988.

WITNESS:

Kenny C. Boyer

Lynn J. Meyers

3000 2001

WESTERN
LAWYERS ASSOCIATION



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	_____ Change of Principal Office
50	_____	Cert. of Qual. or Req.	_____ Change of Resident Agent
51	_____	Foreign Name Registration	_____ Change of Resident Agent Address
13	_____	_____ Certified Copy _____	_____ Resignation of Resident Agent
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate 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 Standings	_____
NA	_____	Foreign Corporation Registration	MAIL TO ADDRESS: _____
87	_____	_____ Limited Part. Good Standings	<u>Nancy Boyer</u>
71	_____	Financial	<u>Meiners + Young</u>
600	_____	_____ Personal Property Reports and _____ late filing penalties	<u>PO BOX 12671</u>
_____	_____	Other _____	<u>Hagerstown, Md</u>
_____	_____	Other _____	NOTE: <u>(012)</u>

TOTAL FEES

40

Check _____ Cash
Documents on _____ checks

APPROVED BY: JWS

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

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 3, 1988 AT 9:43 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
FFF PAID:

\$

02513844

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: MAILED JUL 12 1988
NANCY BOYER
MEYERS & YOUNG
P.O. BOX 1267
HAVERSTOWN

MD 21741 1267

169C3010686

A 255525



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN-LIBER. FOLIO.
2159

9

ARTICLES OF INCORPORATION

OF STATE DEPARTMENT OF ASSESSMENT AND TAXATION
QUINTO ACRES, INC.

APPROVED FOR RECORD

3/2/88 at 9:06

THIS IS TO CERTIFY:

FIRST: That, We, the subscribers, Wong See Quinto, whose address is Route 3, Box 32, Smithsburg, Maryland, 21783, and Lena Quinto Cline, whose address is 325 Oak Forest Drive, Hagerstown, Maryland, 21740, both being of legal age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereafter called the Corporation) is: "QUINTO ACRES, INC."

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

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

POOLE & POOLE, P.A.
ATTORNEYS AT LAW
HAGERSTOWN TRUST BUILDING
WEST WASHINGTON STREET
HAGERSTOWN, MD 21740

1988 MAR - 2 P 9:06

80528004
30000 2130

Professional
Office Bldg.
Public Sq.
Suite 511

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

thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

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

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

(d) 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.

(e) 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

Section 2-103 of Corporations and Associations Article of the Annotated Code of Maryland, and to have and to exercise all powers conferred by the laws of the State of Maryland on corporations formed under the laws pursuant to which and under which this Corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations and in any part of the world.

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

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located at is Route 3, Box 32, Smithsburg, MD, 21783. The Resident Agent of the Corporation is Lena Quinto Cline, whose address is 325 Oak Forest Drive, Hagerstown, Maryland, 21740. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have a minimum of two (2) directors and a maximum of four (4) directors, and Wong See Quinto, Lena Quinto Cline, William Quinto and Manuel Quinto shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The Corporation is authorized to issue only one class of stock, the total amount of which shall be 10,000 without par value. Stock shall be issued and transferable only to natural persons who are not nonresident aliens.

SEVENTH: The Corporation shall indemnify its directors, officers, employees, and agents to the maximum extent possible in accordance with the provisions of Section 2-418 Corporations and Associations, Maryland Annotated Code; and the Corporation may, in its By-Laws, extend or restrict the power of its directors and/or stockholders to indemnify such directors, officers, employees, and agents provided nothing in said By-Laws

is inconsistent with the terms of Section 2-418, Corporations and Associations, Annotated Code of Maryland.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We do hereby acknowledge these Articles of Incorporation to be our act this 29th day of February, 1988.

WITNESS:

[Signature]

Wong See Quinto (SEAL)
WONG SEE QUINTO

[Signature]

Lena Quinto Cline (SEAL)
LENA QUINTO CLINE

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 29th day of Feb, 1988, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Wong See Quinto, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that she executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

[Signature]
Notary Public



My Commission Expires:
July 1, 1990

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 27th day of Feb, 1988, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared LENA QUINTO CLINE, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that she executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

Dena Jones
Notary Public

My Commission Expires:
July 1, 1990.





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	40	Organ. & Capitalization
61	24	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 Req.
51		Foreign Name Registration
13		Certified Copy
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
3		Certificate 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 Standings
NA		Foreign Corporation Registration
87		Limited Part. Good Standings
71		Financial
600		Personal Property Reports and late filing penalties
		Other
		Other

Name Change (New Name) _____

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Pooler + Pooler
5 Public Square
511
Hagerstown, Md 21740

NOTE: _____

TOTAL FEES

64



Check

Cash

Documents on _____ checks

APPROVED BY:

PCM

ARTICLES OF INCORPORATION
OF
QUINTO ACRES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 2, 1988 AT 9:06 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 40.00

RECORDING
FEE PAID:

\$ 24.00

SPECIAL
FEE PAID:

\$

02513745

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: MAILED JUL 12 1988
POOLE & POOLE
5 PUBLIC SQUARE, #511
HAGERSTOWN MD 21740

169C3010676

A 255515



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

3-4-88

8:11

ARTICLES OF INCORPORATION

OF

J

HUNG FAT, INCORPORATED

1988 MAR -4 P 8:11

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Howard W. Gilbert, Jr. whose post office address is 35 East Washington Street, Hagerstown, Maryland 21740, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is HUNG FAT, INCORPORATED.

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

To own, lease, and/or operate a commercial restaurant facility.

To own and lease real estate.

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

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

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

✓ FOURTH: The post office of the principal office of the Corporation in this State is 1415 Kensington Drive, Apartment #1, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are Iao Hong Cheng, 1415 Kensington Drive, Apartment 101, Hagerstown, Maryland, 21740. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the

30,000 shares

Corporation has authority to issue is ten thousand (10,000) shares, of the par value of \$10.00 per share, all of one class, and having an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three; and the name of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are: Hung Yuen Lam, Chan Man Lam and Iao Hong Cheng.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 2 day of March, 1988.

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 2 day of March, 1988, 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

DOCUMENT CODE 02 D 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 Req.
51	_____	Foreign Name Registration
13	<u>9</u>	<u>1</u> Certified Copy <u>2</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate 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 Standings
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

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

Code _____
ATTENTION: _____

MAIL TO ADDRESS: _____
Mackley, Gilbert & Marks
35 E. Washington St.
Hagerstown, Md. 21740

NOTE: _____

TOTAL FEES 49
 Check _____ Cash _____
Documents on _____ checks

APPROVED BY: J. M. T.

ARTICLES OF INCORPORATION
OF
HUNG FAT, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 4, 1988 AT 8:11 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	\$ 20.00	\$
	D2513554	

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:
MACKLEY, GILBERT & MARKS
35 E. WASHINGTON ST.
HAGERSTOWN MD 21740

MAILED JUL 12 1988

169C3010657

A 255497



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO. 7

ARTICLES OF INCORPORATION

9.

COUNTY EQUIPMENT COMPANY

FIRST: I, Richard W. Lauricella, whose post office address is 498 North Potomac Street, Hagerstown, Maryland 21740 being over eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

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

(1) To engage in the sale and service of agricultural machinery; and to engage in any other lawful purpose and/or business.

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

✓

FOURTH: The post office address of the principal office of the Corporation in this State is Route 3, Box 6, Boonsboro, Maryland 21713. The name and post office address of the Resident Agent of the Corporation in this State is George A. Deatrich, Route 3, Box 6, 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 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: James G. Gohwarz and George A. Deatrich.

3-2-88

10:41

3001 1610

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

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

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

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

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

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

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

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 1st day of March, 1988, and I acknowledge the same to be my act.

WITNESS:

Bonnie L. Dougherty Richard W. Lauricella
Richard W. Lauricella

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

I HEREBY CERTIFY, That on this 1st day of March, 1988, 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.



Bonnie L. Dougherty
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	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)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	_____ Change of Principal Office
66	_____	Rec. Fee (Revival)	_____ Change of Resident Agent
52	_____	Foreign Qualification	_____ Change of Resident Agent Address
50	_____	Cert. of Qual. or Req.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____
13	_____	Certified Copy	_____
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate 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 Standings	_____
NA	_____	Foreign Corporation Registration	_____
87	_____	Limited Part. Good Standings	MAIL TO ADDRESS: _____
71	_____	Financial	<u>Miller, Oliver, Lauricella, etal</u>
600	_____	Personal Property Reports and late filing penalties	<u>P.O. Box 1269</u>
_____	_____	Other	<u>Hagerstown, Md. 21741</u>
_____	_____	Other	_____

TOTAL FEES 40

Check _____ Cash

Documents on _____ checks

APPROVED BY: J.M.T.

NOTE: _____

ARTICLES OF INCORPORATION
OF
COUNTY EQUIPMENT COMPANY

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 2, 1988 AT 10:41 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:

\$

D2512887

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 JUL 12 1988

RETURN TO:
MILLER, OLIVER, LAURICELLA, ETAL.
P.O. BOX 1269
HAGERSTOWN MD 21741

168C3010526

A 255374



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO
2001 1609

2-26-88

8:27
ANTIETAM BUYING SERVICES, INC.

1988 FEB 26 P 8:27

gv
A Maryland close corporation, organized pursuant to Title Four of the Corporations and Associations Article of the Annotated Code of Maryland.

ARTICLES OF INCORPORATION

First: I, David M. Kennick, whose post office address is Suite 401, Heaver Plaza, 1301 York Road, Lutherville, Maryland 21093, being at least 18 years of age, hereby form a corporation under and by virtue of the general laws of the State of Maryland.

Second: The name of the corporation (which is hereinafter called "The Corporation") is Antietam Buying Services, 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 buy, sell, and otherwise deal generally in film, chemistry, and related X-ray supplies, and to otherwise purchase, sell and/or broker office supplies, office equipment, medical and surgical supplies and otherwise deal generally in any items, equipment and/or supplies of a tangible nature which can lawfully be bought and sold;
2. To carry on any lawful activity.

✓ Fifth: The post office address of the principal office of The Corporation in this State is 1615 Wabash Avenue, Hagerstown, Maryland 21740. The name and post office address of the resident agent for the Corporation in this state is David

80578050

3000 0769

M. Kennick, Suite 401, Heaver Plaza, 1301 York Road. Said resident agent is an individual actually residing in this State.

Sixth: The total number of shares of capital stock which The Corporation is authorized to issue is two thousand (2,000) shares of common stock without par value.

Seventh: The number of directors shall be four, 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: Edward M. Polakoff, Mark Mann, Gene Hoffman and Edmond Rauchhaus.

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

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

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any

proceedings referred to in Subsections (b) or (c) of the Indemnification Section; or any claim, issue or matter raised in such proceedings, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who are 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 24th day of FEBRUARY, 1988, and I acknowledge the same to be my act.


WITNESS


DAVID M. KENNICK



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

120

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 Penalty
54 For. Supplemental Cert.
53 Foreign Resolution
3 Certificate of Conveyance

Name Change (New Name)
Change of Name
Change of Principal Office
Change of Resident Agent
Change of Resident Agent Address
Resignation of Resident Agent

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 Standings
NA Foreign Corporation Registration
87 Limited Part. Good Standings
71 Financial
600 Personal Property Reports and late filing penalties
Other
Other

Code _____

ATTENTION: _____

MAIL TO ADDRESS:
David Kennick
1301 York Rd # 401
Lutherville Md
21093

TOTAL FEES 40

Check Cash

Documents on checks

APPROVED BY: [Signature]

NOTE:

ARTICLES OF INCORPORATION
OF
ANTIETAM BUYING SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 26, 1988 AT 8:27 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:

\$

D2511286

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 JUL 12 1988

RETURN TO:
DAVID KENNICK
1301 YORK ROAD, #401
LUTHERVILLE

HD 21093

167C3010366

A 255236



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND. IN LIBER. FOLIO.
3909 0758

ARTICLES OF INCORPORATION

OF

INTERSTATE BUILDERS, INC.

STATE OF MARYLAND

APPROVED FOR RECORD

THIS IS TO CERTIFY:

3/1/88 at 9:42

FIRST: I, the undersigned, G. Jeffery Kerns, whose address is 449 N. Potomac Street, Maryland 21740, being at least twenty-one (21) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is Interstate Builders, Inc.

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

Construction of residential and commercial structures.

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.

1988 MAR -1 A 9:42

80018329

3000 1153

SNYDER AND BENJAMIN, P.A.
ATTORNEYS AT LAW
HAGERSTOWN, 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 449 N. Potomac Street, Hagerstown, Maryland 21740. The name and address of the Resident Agent of the Corporation in this State is G. Jeffery Kerns, 449 N. Potomac 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 1000 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 his successors are duly chosen and qualified are: G. Jeffery Kerns and James M. Sellgren.

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 February, 1988.

WITNESS:

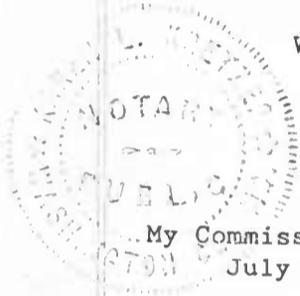
[Signature]

[Signature]
G. Jeffery Kerns

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

I HEREBY CERTIFY, that on this 29th day of February, 1988, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared G. Jeffery Kerns, and severally acknowledged the execution of the foregoing Articles of Incorporation to be his voluntary acts and deeds.

WITNESS my hand and Official Notarial Seal.



[Signature]
Notary Public



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)

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 Req., Foreign Name Registration, Certified Copy, Penalty, For. Supplemental Cert., Foreign Resolution, Certificate 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 Standings, Foreign Corporation Registration, Limited Part. Good Standings, Financial, Personal Property Reports and late filing penalties, Other.

Name Change (New Name)
Change of Name
Change of Principal Office
Change of Resident Agent
Change of Resident Agent Address
Resignation of Resident Agent

Code

ATTENTION:

MAIL TO ADDRESS:

Jeffrey Lyons
449 N. Potomac St.

Hagerstown, Md 21740

NOTE:

TOTAL FEES

49 Check Cash

Documents on checks

APPROVED BY: A

ARTICLES OF INCORPORATION
OF
INTERSTATE BUILDERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 1, 1988 AT 9:42 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:

\$

02510832

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 JUL 12 1988

RETURN TO:
G. JEFFREY KERNS
449 N. POTOMAC STREET
HAGERSTOWN MD 21740

167C3010321

A 255191



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3000 1452

174

ARTICLES OF INCORPORATION

OF

J. TERRENCE THOMPSON, INC.

3/1/88

10:51 A

(a close corporation under Title IV of the Corporations and Associations Article of the Annotated Code of Maryland)

FIRST: I, Mark M. Tomaino, whose post office address is 10 Light Street, Baltimore, Maryland 21202, being at least 18 years of age, hereby form a corporation under the Maryland General Corporation law.

SECOND: The name of the Corporation (the "Corporation") is J. Terrence Thompson, Inc.

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

FOURTH: The purpose for which the Corporation is formed is to engage in any lawful business. The Corporation shall also have all the general powers granted by law to Maryland corporations and all other power not inconsistent with laws which are appropriate to promote and attain its purposes.

FIFTH: The address of the principal office of the Corporation is 1916 Applewood Circle, Hagerstown, Maryland 21740. The name and address of the resident agent of the Corporation are J. Terrence Thompson, 1916 Applewood Circle, Hagerstown, Maryland 21740.

1988 MAR - 11 A 10:51

3000 1116

SIXTH: The total number of shares of Capital Stock which the Corporation has authority to issue is 1,000, all of one class called Common Stock. The par value of each share of Common Stock is \$.01 and the aggregate par value of all the shares of the Common Stock is \$10.00.

SEVENTH: After the completion of the organizational meeting of the Directors and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no Board of Directors. Until such time, the Corporation shall have two Directors who shall be J. Terrence Thompson and Susan Jean Thompson.

I acknowledge these Articles of Incorporation to be my act this *last* day of March, 1988.



Mark M. Tomaino



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 026 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 Req.
51	_____	Foreign Name Registration
13	<u>8</u>	<u>1</u> Certified Copy <u>20</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate 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 Standings
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

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

Code 045

ATTENTION: _____

MAIL TO ADDRESS: _____

TOTAL FEES 48.00

Check _____ Cash

Documents on _____ checks

APPROVED BY: [Signature]

CERTIFIED COPY MADE

ARTICLES OF INCORPORATION
OF
J. TERRENCE THOMPSON, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 1, 1988 AT 10:51 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:

\$

02510774

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: MAILED JUL 12 1988
MILES & STOCKBRIDGE
10 LIGHT STREET
BALTIMORE MD 21202

167C3010315

A 255186



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.
3000 1115

81 TANK TESTING, INC.

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

ARTICLES OF INCORPORATION

FIRST: I, Michael L. Spickler, whose post office address is Route 2, Box 376C, 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:

81 TANK TESTING, INC.

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

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

1. To own and carry on the business of testing storage tanks; 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 2, Box 376C, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Michael L. Spickler, Route 2, Box 376C, 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 five thousand (5,000) shares of common stock, without par value.

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

Michael L. Spickler

1988 FEB 29 P 9:42

80608393

2/29/88 9:45

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

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 24 day of February, 1988, and I acknowledge the same to be my act.

WITNESS:

S. Clair Baly

Michael L. Spickler (SEAL)
Michael L. Spickler



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>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 Req.
51	_____	Foreign Name Registration
13	<u>8</u>	<u>1</u> Certified Copy <u>20</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate 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 Standings
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

_____ Resignation of Resident Agent

Code _____

ATTENTION: J. Clair Baker, Jr., Esq.

MAIL TO ADDRESS: Day and Schneidly, P.A. Suite 300 120 West Washington Street

NOTE: Hagerstown, MD 21740

TOTAL FEES 48.40

Check _____ Cash

Documents on _____ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
81 TANK TESTING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 29, 1988 AT 9:45 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:

\$

02509032

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 JUL 12 1988

RETURN TO:
DAY AND SCHNEIDER, P.A.
ATTN: G. CLAIR BAKER, JR., ESQ.
120 WEST WASHINGTON STREET,
SUITE 300
HAGERSTOWN MD 21740

166C3010073

A 254960



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

ARTICLES OF INCORPORATION

OF

AMBERVEST, INC.

THIS IS TO CERTIFY:

2/26/88 9:23

FIRST: That, I, the subscriber, George E. Robinson, whose address is 1300-B, Dual Highway, Hagerstown, Maryland, 21740, being of legal 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: "AMBERVEST, INC."

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

(a) To take, buy, exchange, lease, or otherwise acquire real property and any interest or right therein, and to hold, own, operate, control, maintain, manage, and develop such property and interests in any manner that may be necessary, useful, or advantageous for the purposes of this corporation.

(b) To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways, acquire, import, lease, possess, maintain, handle on consignment, own,

1988 FEB 26 AM 9:23

LE & POOLE, P.A.
ATTORNEYS AT LAW
STOWN TRUST BUILDING
ST WASHINGTON STREET
RSTOWN, MD 21740

Professional
ts Bldg.
Public Sq.
ite 511

80578209

2998 0724

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

charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

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

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

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

(f) To carry on any business whatsoever that this Corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may

deem calculated, directly or indirectly, to improve the interests of this Corporation, and to do all things specified in Section 2-103 of Corporations and Associations Article of the Annotated Code of Maryland, and to have and to exercise all powers conferred by the laws of the State of Maryland on corporations formed under the laws pursuant to which and under which this Corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations and in any part of the world.

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

limitation of said general powers.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located at is 1300-B, Dual Highway, Hagerstown, Maryland, 21740. The Resident Agent of the Corporation is George E. Robinson, whose address is 1300-B, Dual Highway, Hagerstown, Maryland, 21740. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have a minimum of two (2) directors and George E. Robinson and Kevin E. Robinson, shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total number of shares of Capital Stock which the Corporation has authority to issue is Five Hundred (500) shares of Common Stock, without par value.

SEVENTH: The Corporation shall have two (2) shareholders, namely George E. Robinson and Kevin E. Robinson.

EIGHTH: The Corporation shall indemnify its directors, officers, employees, and agents to the maximum extent possible in accordance with the provisions of Section 2-418 Corporations and Associations, Maryland Annotated Code; and the Corporation may, in its By-Laws, extend or restrict the power of its directors and/or stockholders to indemnify such directors, officers, employees, and agents provided nothing in said By-Laws

is inconsistent with the terms of Section 2-418, Corporations and Associations, Annotated Code of Maryland.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We do hereby acknowledge these Articles of Incorporation to be our act this 24 day of February, 1988.

WITNESS:

[Signature]

[Signature] (SEAL)
GEORGE E. ROBINSON

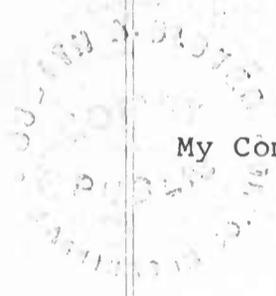
STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 24th day of February, 1988, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared GEORGE E. ROBINSON, 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, 1990





STATE OF MARYLAND

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	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 Req.
51		Foreign Name Registration
13		Certified Copy
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate 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 Standings
NA		Foreign Corporation Registration
87		Limited Part. Good Standings
71		Financial
600		Personal Property Reports and late filing penalties
		Other
		Other

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS:

Paole + Paole
5 Public Square Bldg
#511
Hagerstown, Md 21740

NOTE: _____

TOTAL FEES

_____ Check 42 Cash

Documents on _____ checks

APPROVED BY: A

ARTICLES OF INCORPORATION
OF
AMBERVEST, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 26, 1988 AT 9:23 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 22.00

SPECIAL
FEE PAID:

\$

D2508042

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: MAILED JUL 12 1988
POOLE & POOLE
5 PUBLIC SQUARE BLDG., #511
HAGERSTOWN MD 21740

164C3010394

A 254819



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 2998 0723

ARTICLES OF INCORPORATION
OF
FAMILY RECREATION, INC.

THIS IS TO CERTIFY:

2/21/88

9:31 A

FIRST: That I, the undersigned, Howard W. Gilbert, Jr. whose post office address is 35 East Washington Street, Hagerstown, Maryland 21740, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

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

To own, lease, and/or operate recreational facilities consisting of miniature golf facilities, batting cages, par-three golf, golf driving ranges, and other allied family type recreational sporting activities.

To own and lease real estate.

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

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

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

FOURTH: The post office of the principal office of the Corporation in this State is Route # 1, Box 179, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are Jair Edwin Barr, Route # 1, Box 179, Hagerstown, Maryland, 21740. Said resident agent is a citizen actually residing in this State.

1988 FEB 18 P 8:39

[Redacted] 148

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

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three; and the name of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are: Jack E. Barr, Jair Edwin Barr and Jane E. Angle.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 11th day of February, 1988.

WITNESS:

Jane E. Angle

Howard W. Gilbert, Jr. (SEAL)
Howard W. Gilbert, Jr.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 11th day of February, 1988, 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.

Jane E. Angle
Notary Public

My Commission Expires:
July 1, 1990

2998 0149



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 021 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 Req., Foreign Name Registration, Certified Copy, Penalty, For. Supplemental Cert., Foreign Resolution, Certificate 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 Standings, Foreign Corporation Registration, Limited Part. Good Standings, Financial, Personal Property Reports and late filing penalties, Other.

- Name Change (New Name)
Change of Name
Change of Principal Office
Change of Resident Agent
Change of Resident Agent Address
Resignation of Resident Agent

Code

ATTENTION: H. W. Gilbert

MAIL TO ADDRESS: Mackley, Gilbert + Marks, Attorneys at Law, 35 East Washington St, Hagerstown, Md 21740

NOTE:

TOTAL FEES

49.00

Check Cash

Documents on checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
FAMILY RECREATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 21, 1988 AT 9:31 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:

\$

D2507267

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: MAILED JUL 12 1988
MACKLEY, GILBERT & MARKS
ATTN: H. W. GILBERT
35 EAST WASHINGTON ST.
HAGERSTOWN MD 21740

164C3010316

A 254759



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. EOL 0147

MARK 20 MARKETING, INC.

ARTICLES OF INCORPORATION

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 Mark 20 Marketing, Inc.

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

(1) To act as public relations, promotion, merchandising, and industrial counselors and marketing consultants.

To design, write, prepare, place, publish, and display, in any manner, advertisements and publicity devices and innovations of all kinds for itself or for others; to print, publish, and distribute newspapers, books, pamphlets, magazines, periodicals, handbills, pictures, cartoons, posters, display cards; to arrange for the placing of advertisements in publications of all kinds; to give or arrange for the giving of demonstrations and exhibitions for advertising purposes; to supervise the preparation and production of moving picture advertisements and publicity devices; to supervise the preparation of radio and television advertisements and publicity devices; and to make all contracts and do all things proper, incidental, and conducive to the complete attainment of such purposes.

EDWARD N. BUTTON
ATTORNEY AT LAW
635 OAK HILL AVENUE
HAGERSTOWN, MD 21740

(301) 739-4860

1988 FEB 23 P 8:36

2997 1839

2/23/88

8:36

80548077

(2) To purchase, lease and otherwise acquire, hold, own, mortgage, pledge, encumber and dispose of all kinds of property, real, personal, tangible and intangible, and mixed, both in this State and in any part of the world; and

(3) To do all and everything necessary, suitable, convenient and proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or incidental to the powers herein named, and carry on any other business which shall at any time appear conducive or expedient for the protection or benefit of the Corporation, either as holders of or interested in, any property or otherwise; with all the powers now or hereafter conferred by the laws of Maryland upon corporations under the act hereinbefore above referred to.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 209 Robert Lane, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this state is Edward N. Button, 635 Oak Hill Ave., Hagerstown, MD 21740. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of Directors of the Corporation shall be three (3), which 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 of the director who shall act until the first annual meeting or until his successor is duly chosen and qualified is: James R. Twentey.

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 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 subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 14th day of February, 1988, and I acknowledge the same to be my act.

Deborah R. Pugh

WITNESS

Edward N. Button

Edward N. Button

EDWARD N. BUTTON
ATTORNEY AT LAW
635 OAK HILL AVENUE
HAGERSTOWN, MD 21740

(301) 739-4860

2997 1842



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 Req.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate 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 Standings
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

_____ Resignation of Resident Agent

Code _____

ATTENTION: Edward
N. Button, Esq.

MAIL TO ADDRESS: 635
Oak Hill Avenue
Hagerstown, MD
21740

TOTAL FEES

40.00

Check _____ Cash
Documents on _____ checks

APPROVED BY: [Signature]

NOTE:

ARTICLES OF INCORPORATION
OF
MARK 20 MARKETING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 23, 1988 AT 8:36 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:

\$

D2506707

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: MAILED JUL 12 1988
ATTN: EDWARD N. BUTTON, ESQUIRE
635 OAK HILL AVE.
HAGERSTOWN MD 21740

163C3010130

A 254607



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 2997 1838

200

ARTICLES OF INCORPORATIONOFAMVETS CHARLES A. KING MEMORIAL POST #163; INCORPORATED
AND VARIATION

THIS IS TO CERTIFY:

APPROVED FOR RECORD

2-24-88 8:54a.m.

FIRST: That WE, the subscribers, ~~Ronald Lee~~ Socks, whose post office address is 806 Washington Avenue, Hagerstown, Maryland 21740; and Leo W. Socks, whose post office address is 9 East Lincoln Avenue, Hagerstown, Maryland 21740; and Ernest J. Socks, whose address is 231 West Lincoln Avenue, Hagerstown, Maryland 21740; all being of full legal age, do, under and by virtue of the General Public Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: That the name of the corporation (which is hereinafter called the Corporation), shall be AMVETS CHARLES A. KING MEMORIAL POST # 163; INCORPORATED.

THIRD: Said Corporation is organized exclusively for charitable, religious, educational, and scientific purposes; including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code (or corresponding provisions of any future United States Internal Revenue Law). That the purpose for which the Corporation is formed and the business or objects to be carried on and promoted by it in whole or in part are as follows:

1. To promote patriotism and encourage the demonstration of respect and honor to those who have contributed to the upbuilding of preservation of the United States, its institutions and ideals; to erect and maintain monuments and memorials to patriots in American history and to publish and disseminate information concerning their lives and their patriotic activities; to symbolize patriotism in our nation as a virtue gloriously shared by American citizens of all races and creeds, and to permanently establish as a motto of the organization, "WE Fought Together---Now Let's Build Together---For A Better America."
2. To advocate, promote, and maintain true allegiance to the government of the United States of America and fidelity to its constitution and laws.
3. To perpetuate those principles of liberty, freedom, and justice from which was created the greatness that is the United States of America.
4. To inculcate in our citizenry a loyal appreciation of the heritage of American citizenship, with its responsibilities, rights, and privileges.
5. To preserve the United States of America from all enemies whatsoever.

80558001

1988 FEB 24 AM 8:54

80558123

6. To foster and perpetuate friendly relations among and advance the interest and welfare of veterans and active duty personnel of the Armed Forces of the United States of America who are living in the section of the State of Maryland serviced by this Corporation.

7. To formulate, to establish, and to maintain high moral and spiritual ideals and standards among its members, the citizenry of the State of Maryland and the United States of America; to provide a forum for the discussion of problems and programs which are of benefit and interest to members and active duty personnel of the Armed Forces of the United States of America, and other citizens of our State and Nation; and to promote the dissemination of such ideas and information deemed appropriate.

8. To keep alive the memory of exploits and heroism of the members of our Armed Forces and to instill their spirit and ideal of service to God, country, and home in our youth, and to promote the realization that the family is the basic unit of society.

9. To preserve and strengthen comradeship and patriotism among its members and to assist, comfort, and aid all needy and distressed members and their dependents.

10. To join with, cooperate with and collaborate with other similar associations, incorporated or un-incorporated, to attain any of the aforesaid objects, intents, or purposes.

11. To encourage a more vivid understanding of the Constitution of the United States of America and to promote active participation in the teaching of its ideals of life, liberty, and the pursuit of happiness; to develop a more zealous citizenship; to encourage morality in government, labor, management, economic, social, fraternal, and all other phases of American life; and to combat aggressively the forces which tend to impair the efficiency and permanency of our free institutions.

12. To secure legislation safeguarding the religious, economic, and social welfare and security of its members.

13. To purchase, lease, hire, or otherwise acquire, hold, own, use, develop improve, mortgage, pledge, sell and in any manner dispose of, and to aid and subscribe toward the acquisition, development, both within and without the State of Maryland, property, real or personal, and all rights and privileges therein suitable or convenient to any of the businesses of the Corporation, without limits.

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

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

16. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange and other negotiable instruments; and to redeem any debt or other obligation of the Corporation before the same shall fall due, on any terms and on any advance or premium.

17. To solicit, collect, raise and disburse money for the carrying out and accomplishment of any or all of the a-foregoing objects and purposes of the Corporation.

18. And, in general, to have and exercise all powers conferred by the General Laws of the State of Maryland, upon corporations without capital stock formed thereunder, as fully and to the same extent as if each and all of said powers were enumerated and set forth at length herein.

The objects and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any clause in these Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this Article shall be regarded as independent objects and purposes.

✓ FOURTH: The post office address of the principal office of the Corporation in Maryland is 163 North Conococheague Street, Williamsport, Maryland 21795; the resident agent of the Corporation is Ronald Lee Socks, Sr.; whose post office address is 806 Washington Avenue, Hagerstown, Maryland 21740, and said resident agent is a citizen of the State of Maryland, and actually resides therein.

FIFTH: The Corporation shall not be authorized to issue capital stocks. No part of the net earnings of the Corporation shall insure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of Section 501 (c) (3) purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidates 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 provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code (or corresponding provisions of any future United States Internal Revenue Law).

SIXTH: The Corporation shall have not less than five (5) and not more than ten (10) Directors, who shall be the Officers of the Corporation. Ronald Lee Socks, Sr; Thomas W. Herbert; Leo W. Socks; Laura Lyn Miller; David F. Shifflett, Sr.; Robert F. Reed, Sr.; Bernard C. Kefauver; and Ernest J. Socks; shall act as such Directors until the first annual meeting or until their successors shall have been duly chosen and qualified. The exact number of Directors may be varied from time to time by appropriate action taken in accordance with the provisions of the By-Laws.

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such a manner, or to such organization (s) organized and operated exclusively for charitable, educational, religious or scientific purposes as at the time shall qualify as an exempt organization (s) under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of Record of the County in which the principal office of the Corporation is then located, exclusively for such organization (s), as said Court shall determine, which are organized and operated exclusively for such purposes. If the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept distribution, then the assets of this Corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501 (c) (3) of the Internal Revenue Code (or corresponding provisions of any future United States Internal Revenue Law).

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

1. This Corporation is not organized and shall not be conducted for profit. It is expressly declared that the purpose and essence of this Corporation is purely benevolent, charitable and philanthropic and that no dividend shall ever be declared or paid to any of its members and that none of its property, real, personal, or mixed, shall ever be used or expended except in carrying into effect the legitimate ends and aims of its being.

2. The conditions, method of admission, qualifications and classifications of membership and limitations, rights, powers and duties of members, and dues, assessments and contributions of members; the method of expulsion from and termination of membership, limitation upon or qualifications of voting power and all other matters pertaining to the membership and the conduct, management and control of the business property and affairs of the Corporation shall be as provided, from time to time, in the By-Laws of the Corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The members of the Corporation shall be such individuals that may be elected to membership, from time to time, in accordance with the provisions of the By-Laws.

TENTH: The Corporation shall be managed by a Board of Directors, as provided by Article Six thereof, but the exact number, the qualifications, powers and duties of the Directors shall be provided for by the By-Laws; and the By-Laws shall also provide for assistants to the Directors, Officers, agents and employees as may be desirable. The members, gathered in regular and special meetings, duly convened and conducted in accordance with the provisions of the By-Laws, shall be the governing body of the Corporation in all matters.

ELEVENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by the statute upon the affirmative vote of two-thirds (2/3) of the members of the Corporation and all the rights upon Officers, Directors, and members are herein granted subject to this reservation, provided that no such ammendment shall permit this Corporation to engage in business for profit.

IN WITNESS WHEREOF, WE have signed these Articles of Incorporation, this 22nd day of February, 1988.

Witness:

Charles M. Jones
As to all three.

Ronald Lee Socks, Sr.
Ronald Lee Socks, Sr.

Ernest J. Socks
Ernest J. Socks

Leo W. Socks
Leo W. Socks

State of Maryland
County of

I HEREBY CERTIFY that on this 23 day of February 1988, before me, the subscriber, a Notary Public of the State of Maryland, personally appeared Ronald Lee Socks, Sr.; Ernest J. Socks, and Leo W. Socks, and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal.

My Commission Expires: 7-1-90

Charles M. Jones
Notary Public



STATE OF MARYLAND

State Department of Assessments and Taxation

Genie L. Burner, Director

205

DOCUMENT CODE 02 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 Req.
51	_____	Foreign Name Registration
13	<u>11</u>	<u>1</u> Certified Copy <u>SP</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate 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 Standings
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Ronald Sodes Sr
806 Wash. Av
Hagerstown, Md
21740

NOTE: _____

TOTAL FEES 51.00 40

Check _____ Cash
1 Documents on 2 checks

APPROVED BY: [Signature]

CERTIFIED COPY MADE

ARTICLES OF INCORPORATION
OF
AMVETS CHARLES A. KING MEMORIAL POST # 163;
INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 24, 1988 AT 8:54 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:

\$

D2506640

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 JUL 12 1988

RETURN TO:
RONALD LEE SOCKS, SR.
806 WASHINGTON AVENUE
HAGERSTOWN

MD 21740

163C3010124

A 254601



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

2997 1801

RECEIVED FOR RECORD
2/23/88 at 8:39 a.m.

BEVERLY HILLS WEIGHT LOSS CLINIC OF HAGERSTOWN, INC.

ARTICLES OF INCORPORATION

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 Beverly Hills Weight Loss Clinic Of Hagerstown, Inc.

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

(1) To operate and maintain a clinic for the purpose of evaluating, treating and counseling individuals with regard to reducing, regulating or maintaining weight in a healthy manner.

(2) To purchase, lease and otherwise acquire, hold, own, mortgage, pledge, encumber and dispose of all kinds of property, real, personal, tangible and intangible, and mixed, both in this State and in any part of the world; and

(3) To do all and everything necessary, suitable, convenient and proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or incidental to the powers herein named, and carry on any other business which shall at any time appear conducive or expedient for the protection or benefit of the

EDWARD N. BUTTON
ATTORNEY AT LAW
635 OAK HILL AVENUE
HAGERSTOWN, MD 21740

(301) 739-4860

80548082 2997 1775

Corporation, either as holders of or interested in, any property or otherwise; with all the powers now or hereafter conferred by the laws of Maryland upon corporations under the act hereinbefore above referred to.

(4) To do anything permitted by 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 623 Dual Highway, 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 Ave., Hagerstown, MD 21740. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of Directors of the Corporation shall be three (3), which 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 of the director who shall act until the first annual meeting or until his successor is duly chosen and qualified is: John Martin.

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 face value of his stock.

EDWARD N. BUTTON
ATTORNEY AT LAW
635 OAK HILL AVENUE
HAGERSTOWN, MD 21740

(301) 739-4860

2997 1777

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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 16th day of February, 1988, and I acknowledge the same to be my act.



WITNESS



Edward N. Button

EDWARD N. BUTTON
ATTORNEY AT LAW
35 OAK HILL AVENUE
ROCKERSVILLE, MD 21740

(301) 739-4860

2997 1778



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

020

BUSINESS CODE

13

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 Certified Copy
56 Penalty
54 For. Supplemental Cert.
53 Foreign Resolution
3 Certificate of Conveyance

Name Change (New Name) _____

Change of Name
Change of Principal Office
Change of Resident Agent
Change of Resident Agent Address
Resignation of Resident Agent

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 Standings
NA Foreign Corporation Registration
87 Limited Part. Good Standings
71 Financial
600 Personal Property Reports and late filing penalties
Other
Other

Code _____

ATTENTION: Edward M. Button, Esq.

MAIL TO ADDRESS: 685 Oak Hill Avenue, Hagerstown, MD 21740

TOTAL FEES

46.00

NOTE:

Check _____ Cash _____
Documents on _____ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
BEVERLY HILLS WEIGHT LOSS CLINIC OF HAGERSTOWN,
INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 23, 1988 AT 8:39 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:

\$

D2506608

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 JUL 12 1988

RETURN TO:
ATTN: EDWARD N. BUTTON, ESQUIRE
635 OAK HILL AVE.
HAGERSTOWN MD 21740

163C3010120

A 254597



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO 1774

ARTICLES OF INCORPORATION
OF
COLLISION PARTS DISTRIBUTORS, INC.

FIRST: The undersigned, Neil Gurvitch, whose post office address is 4550 Montgomery Avenue, Suite 900N, Bethesda, Maryland 20814, being at least eighteen (18) years of age, does hereby act as Incorporator for the intent 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: COLLISION PARTS DISTRIBUTORS, INC.

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

A. To conduct and carry on a general wholesale and retail auto parts sales business, and all other undertakings relative or incidental thereto.

B. To take, own, hold, deal in, mortgage or otherwise lien, and to lease, sell, exchange, transfer, or in any manner whatever dispose of real and personal property within or without the State of Maryland, wherever situated.

C. To manufacture, purchase or acquire in any lawful manner and to hold, own, mortgage, pledge, sell, transfer, or in any manner dispose of and to deal in trading goods, wares, merchandise and property of any and every class and description, and in any part of the world.

97:8 NY 42 83J 8861 30558083

2/24/88

8.46

2997 1697

D. To acquire the goodwill, rights and property, and to undertake the whole or any part of the assets or liabilities of any person, firm, association or corporation; to pay for the same in cash, in the stock of this Corporation, bonds or otherwise; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner all or any part of any business so acquired, and to exercise all the powers necessary or convenient in or about the conduct and management of such business.

E. To apply for, purchase or in any manner to acquire, and to hold, own, use and operate, and to sell or in any manner dispose of, and to grant licenses, or other rights in respect of, and in any manner deal with any and all rights, inventions, improvements and processes used in connection with or secured under letters, patent or copyrights of the United States or other countries, or otherwise, and to work, operate or develop the same and to carry on any business, which may directly or indirectly effectuate these objects or any of them.

F. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of or any bonds, securities or evidences of any indebtedness created by any other corporation or corporations or any other state, country, nation or government, and while the owner of said stock may exercise all the rights, powers and privileges of ownership, including the right to vote thereon, to the same extent as natural persons might or could do.

G. To enter into, make and perform contracts of every kind with any person, firm, association or corporation, municipality, body politic,

county, territory, state, government or colony or dependency thereof, and without limit as to amount to draw, make, accept, endorse, discount, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments and evidence of indebtedness whether secured by mortgage or otherwise, so far as may be permitted by the laws of the State of Maryland.

H. To have offices, conduct its business, and promote its objects within and without the State of Maryland, in other states, the District of Columbia, the territories and colonies of the United States and in foreign countries, without restriction as to place or amount.

I. To do any and all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world, as principals, agents, contractors, or otherwise, and either alone or in conjunction with others, to the extent not prohibited to corporations by law.

J. The foregoing enumeration of the purposes, objects and businesses of the Corporation is made in furtherance of and not in limitation of the powers conferred upon the Corporation by law, and is not intended by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any purpose, object or business mentioned or to limit or restrict any of the powers of the Corporation, the Corporation having the right to engage in any other businesses for which it shall be lawful for corporations of the State of Maryland to engage in, including the performance of all lawful and appropriate actions and things with respect thereto from time to time.

FOURTH: The post office address of the principal office of the Corporation is 47 East Washington Street, Hagerstown, Maryland 21740.

The name and post office address of the Resident Agent of the Corporation is Helen A. Galich, 47 East Washington Street, Hagerstown, Maryland 21740.

Said Resident Agent is a citizen of this State and actually resides herein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 1000 shares with no par value, all of one class and designated as Common Stock.

SIXTH: The Corporation shall have two (2) directors until otherwise changed by the By-Laws of the Corporation. Until the first annual meeting of stockholders or until their successors are duly chosen and qualify, Helen A. Galich and Kathryn R. Rozansky shall act as directors of the Corporation.

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

A. The Corporation shall have all the powers and rights provided for corporations by the laws of the State of Maryland and all other rights and privileges not specifically forbidden by said laws.

B. The private property of the stockholders, directors and officers shall not be subject to the payment of the Corporation's debts to any extent whatsoever.

C. No contract or other transaction between the Corporation and any person, firm, association or other corporation shall, in the absence of fraud, be invalidated or in any way affected by the fact that any of the stockholders or directors of this Corporation are pecuniarily or otherwise

2997 1700

interested, directly or indirectly, in such contract or transaction, or are related to or otherwise interested in as a Director, Stockholder, officer, employee, member, or otherwise, of such other person, firm association or corporation. Any Stockholder so interested or related, as aforesaid, who is present at any meeting at which action on any such contract or transaction is taken, may be counted in determining the presence of a quorum at such meeting and vote thereat with respect to such contract or transaction. No Stockholder interested or related shall, because of such interest or relationship, be disqualified from holding his office or be liable to the Corporation or any Stockholder or creditor thereof for any loss incurred by this Corporation under or by reason of such contract or transaction, or be accountable for any personal gains or profits he may have realized thereby, in the absence of fraud.

D. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the statutes of the State of Maryland. All rights conferred on directors, stockholders and officers herein are granted subject to this reservation. The directors shall adopt such rules, appoint such officers, designate responsibilities and do all other things necessary in the conduct of the business of the Corporation.

EIGHTH: The duration of this Corporation shall be perpetual.

IN WITNESS WHEREOF, I do hereby declare and affirm under the penalties of perjury that the contents of the foregoing Articles of Incorporation are true and correct to the best of my knowledge, information and belief, and I have hereunto affixed my signature as my free and voluntary act, all on the 22nd day of February, 1988.

Shirley M. Wallace
Witness

Neil Gurvitch
Neil Gurvitch, Incorporator

2997 1701

BETHUN
WESTON CO



STATE OF MARYLAND

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	70	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 Req.
51		Foreign Name Registration
13	11	Certified Copy 5p
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
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NA		Foreign Corporation Registration
87		Limited Part. Good Standings
71		Financial
600		Personal Property Reports and late filing penalties
		Other
		Other

Name Change (New Name) _____

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

Code _____

ATTENTION: Sheni
Mr. Wallace

MAIL TO ADDRESS: Caplan
Wechsler, Seligert
Buckner chartered
Suite 900 N
4550 Montgomery
avenue

NOTE: Bethesda, MD
20814

TOTAL FEES

51.00

Check _____ Cash

Documents on _____ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
COLLISION PARTS DISTRIBUTORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 24, 1988 AT 8:46 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:

\$

D2506459

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: MAILED JUL 12 1988
CAPLAN, WECHSLER, SELZER &
BUCKNER, CHTD.-ATTN: S.M. WALLACE
4550 MONTGOMERY AVENUE, STE. 900N
BETHESDA MD 20814

163C3010105

A 254585



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO 297 163

220

CERTIFICATE OF RESOLUTION OF BOARD OF DIRECTORS

I HEREBY CERTIFY that I am the duly elected and qualified Secretary of Seminar Group of America, Inc., and the keeper of the records and corporate seal of said corporation and that the attached is a true and correct copy of a resolution duly adopted by informal action of the board of directors of said corporation on the 2nd day of February, 1988.

IN WITNESS WHEREOF, I have hereunto affixed my name as Secretary of said corporation and have caused the corporate seal of said corporation to be hereto affixed this 2nd day of February, 1988.

Jim H. Martin
Jim H. Martin, Secretary/Treasurer



STATE DEPARTMENT OF CORPORATIONS
AND COMMERCE

APPROVED FOR RECORD
3/14/88 at 9:26 A.M.

1988 MAR 14 A 9 26

3002 1415

SEMINAR GROUP OF AMERICA, INC.
STATEMENT OF CHANGE OF ADDRESS
OF RESIDENT AGENT

I HEREBY CERTIFY that I am the duly elected and qualified President of Seminar Group of America, Inc. and that the address of the Resident Agent of the Corporation, Jim H. Martin, is changed from 9721 Duffer Way, Gaithersburg, Maryland 20879 to:

125 West Washington Street
Hagerstown, Maryland 21740

IN WITNESS WHEREOF, I have hereunto affixed my name as President of said corporation this 2 day of FEBRUARY, 1988.

Joyce A. Martin
Joyce A. Martin, President

sgsc
01288/1

3002 1416



DOCUMENT CODE _____

BUSINESS CODE _____

COUNTY 21

D2481124

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 Req.
51	_____	Foreign Name Registration
13	_____	(Certified Copy _____)
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
70	<u>6.00</u> 15.00	Recording Fee
55	_____	Foreign Corporation
75	<u>15.00</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 Standings
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
_____	_____	Other _____
_____	_____	Other _____

- Name Change (New Name) _____
- _____
- _____
- Change of Name
- Change of Principal Office
- Change of Resident Agent
- Change of Resident Agent Address
- Resignation of Resident Agent
- Designation of Resident agent and Agent's Address

Code _____

ATTENTION: _____

MAILED JUL 12 1988

MAIL TO ADDRESS: _____

Lundy, Early, Brown & Vianchi
313 Bethesda Metro Center
Bethesda, Md 20814

NOTE: _____

TOTAL FEES \$1100
~~15.00~~

1 Check _____ Cash

1 Documents on 1 checks

APPROVED BY: RWC

NOTICE OF CHANGE OF RESIDENT AGENT'S ADDRESS

OF

SEMINAR GROUP OF AMERICA, INC.

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

OF MARYLAND March 14, 1988 AT 9:26 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

\$ _____

RECORDING FEE PAID:

\$ 6.00

SPECIAL FEE PAID:

\$ 5.00

TO THE CLERK OF THE COURT OF Washington County 71

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

rnc



A 242313

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3002 1414

224

INFORMAL ACTION OF BOARD OF DIRECTORS
Date: *FEBRUARY 2,* 1988

The undersigned, constituting all of the members of the board of directors of Seminar Group of America, Inc., a Maryland corporation (the "Corporation"), in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland do hereby take the actions below set forth, and to evidence their waiver of any right to dissent from such actions do hereby consent as follows:

RESOLVED: That the principal office of the Corporation shall be 125 West Washington Street, Hagerstown, Maryland 21740.

WITNESS the execution hereof the day and year first above written.

BOARD OF DIRECTORS:

Joyce A. Martin

Joyce A. Martin

Jim H. Martin

Jim H. Martin

sgia
01288/1

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
3/14/88 at 9:26 a.m.

3002 1419



DOCUMENT CODE _____

BUSINESS CODE _____

COUNTY 71

02481174

 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 Req.
51	_____	Foreign Name Registration
13	_____	_____ (Certified Copy _____)
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
70	<u>15.00</u>	Recording Fee
53	_____	Foreign Corporation
75	<u>15.00</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 Standings
NA	_____	Foreign Corporation Registration
87	_____	_____ Limited Part. Good Standings
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
_____	_____	Other _____
_____	_____	Other _____

- _____ Name Change (New Name) _____
- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address
- _____ Resignation of Resident Agent
- _____ Designation of Resident Agent and Agent's Address

Code 0

ATTENTION: _____

MAILED JUL 12 1986

MAIL TO ADDRESS: _____
Lynch, Early Rosemont Bank
3. Bethesda Metro Center
Washington, Md 20814

NOTE: _____

TOTAL FEES 30.00

1 Check _____ Cash

1 Documents on 1 checks

APPROVED BY: *RUC*

NOTICE OF CHANGE OF PRINCIPAL OFFICE
OF
SEMINAR GROUP OF AMERICA, INC..

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND March 14, 1988 AT 9:26 O'CLOCK A.M AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID

\$ 3.00

SPECIAL
FEE PAID:

\$ 5.00

TO THE CLERK OF THE COURT OF Washington County 71

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

RMC



A 242312

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO
3002 1418

227

Personal Care Referrals, Inc.
1213 Potomac Avenue
Hagerstown, Maryland 21740
March 3, 1988

State Department of Assessments
and Taxation of Maryland
Charter Division
301 West Preston Street
Baltimore, Maryland 21201

RE: Change of Address of Resident Agent of Personal
Care Referrals, Inc.

Gentlemen:

Notice is hereby given by the undersigned of the change of her post office address from Route 2, Box 445, Smithsburg, Maryland 21783, to 1213 Potomac Avenue, Hagerstown, Maryland 21740 as Resident Agent of Personal Care Referrals, Inc. to take effect on March 1, 1988.

Very truly yours,

Sue A. McConnell

Sue A. McConnell

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
3/7/88 at 9:26 A.M.

3002 1412



State Department of Assessments and Taxation

Gen L. Burner, Director

DOCUMENT CODE _____

BUSINESS CODE _____

COUNTY 71

D2322063

___ 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 Req.
51	_____	Foreign Name Registration
13	_____	___ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
70	<u>85.00</u>	Recording Fee
53	_____	Foreign Corporation
75	<u>15.00</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 Standings
NA	_____	Foreign Corporation Registration
87	_____	___ Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
_____	_____	Other _____
_____	_____	Other _____

- ___ Name Change (New Name) _____
- ___ Change of Name
- ___ Change of Principal Office
- ___ Change of Resident Agent
- ___ Change of Resident Agent Address
- ___ Resignation of Resident Agent
- ___ Designation of Resident agent and Agent's Address

Code _____

ATTENTION: _____

MAILED JUL 12 1988

MAIL TO ADDRESS:
State, Schick & Varney
138 West Washington St
Hagerstown, Md 21740

TOTAL FEES 88.00

NOTE:

1 Check _____ Cash

2 Documents on 1 checks

APPROVED BY: [Signature]

NOTICE OF CHANGE OF RESIDENT AGENT'S ADDRESS

OF

PERSONAL CARE REFERRALS, INC.

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

OF MARYLAND March 7, 1988 AT 9:26 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

\$ _____

RECORDING FEE PAID:

\$ 3.00

SPECIAL FEE PAID:

\$ 5.00

TO THE CLERK OF THE COURT OF Washington County 71

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

RMC



A 242311

RECORDED IN THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3002 1411

CERTIFIED COPY
OF
CORPORATE RESOLUTIONS

I, Carol Rose, Secretary of Personal Care Referrals, Inc., a Maryland close corporation (the "Corporation"), which has no board of directors, do hereby certify that by action of the sole stockholder of Corporation as of March 1, 1988, the resolutions a copy of which is attached hereto were adopted and recorded in the minute book of the Corporation authorizing the change of address of the principal office as stated therein and that such resolutions are now in full force and effect and have not been revoked or amended in any manner.

IN WITNESS WHEREOF, I have hereunto subscribed my name and the seal of the Corporation this 4th day of March, 1988.



(SEAL)

Carol Rose
Carol Rose
Secretary

1988 MAR - 7 P 9 26

3002 1408

PERSONAL CARE REFERRALS, INC.

ACTION OF SALE STOCKHOLDER BY WRITTEN UNANIMOUS CONSENT

The undersigned, being the sole stockholder of Personal Care Referrals, Inc., a Maryland close corporation (the "Corporation"), which has no board of directors, does hereby waive notice of and the holding of a meeting and consents to the adoption of the following resolutions and the recording of these resolutions among the minutes of proceedings of the stockholders:

RESOLVED: That the principal office of the Corporation be and it is hereby changed from Route 2, Box 445, Smithsburg, Maryland 21783, to 1213 Potomac Avenue, Hagerstown, Maryland 21740, and that the proper officers of the Corporation be and they are hereby authorized and directed for and on behalf of the Corporation to file an appropriate certified copy of this resolution with the State Department of Assessments and Taxation of Maryland and to do and perform any and all other necessary and proper acts incident thereto.

RESOLVED: That Carol Rose be and she hereby is elected to serve as Secretary of the Corporation until her successor is duly elected and qualifies.

WITNESS the signature of the undersigned as of this 1st day of March, 1988.

WITNESS:

William J. Phelan

Sue A. McConnell
Sue A. McConnell

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
3/7/88 at 9:26 A.M.

3002 1409



DOCUMENT CODE _____

BUSINESS CODE _____

COUNTY 71

02322063

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 Req.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
70	<u>6.00</u>	Recording Fee
53	_____	Foreign Corporation
75	<u>15.00</u>	Special Fee
80	_____	For. Limited Partnership
81	_____	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 Standings
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
_____	_____	Other _____
_____	_____	Other _____

- Name Change (New Name) _____
- Change of Name
- Change of Principal Office
- Change of Resident Agent
- Change of Resident Agent Address
- Resignation of Resident Agent
- Designation of Resident agent and Agent's Address

Code _____

ATTENTION: _____

MAILED JUL 12 1988

MAIL TO ADDRESS:
State Schildp & Varney
 138 West Washington St
 Hagerstown MD 21740

NOTE: _____

TOTAL FEES 18.00

1 Check _____ Cash

2 Documents on 1 checks

APPROVED BY: *[Signature]*

NOTICE OF CHANGE OF PRINCIPAL OFFICE

OF

PERSONAL CARE REFERRALS, INC.

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

OF MARYLAND March 7, 1988 AT 9:26 O'CLOCK A.M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:

\$ _____

RECORDING FEE PAID:

\$ 6.00

SPECIAL FEE PAID:

\$ 5.00

TO THE CLERK OF THE COURT OF Washington County 71

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

RMC



A 242310

RECORDED IN THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER FOLIO. 7002 1407

234

4-25-88 9:32

ECS ELECTRICAL CONSTRUCTION, INC.

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 **ECS Electrical Construction, Inc.**

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

- (1) To operate an electrical contracting company.
- (2) To do anything permitting by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is Route 1, Box 82, Big Spring, Maryland 21722. The name and post office address of the Resident Agent of the Corporation in this State is Charles Somerville Cline, Route 1, Box 82, Big Spring, Maryland 21722. Said Resident Agent is an individual actually residing in this State.

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

61158971

3016 0787

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

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

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Charles Somerville Cline, Bernard Douglas Sasser, and Charles Calvin Evarrtt.

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

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

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

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

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

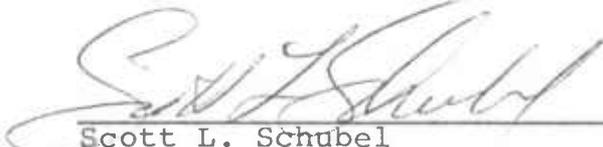
EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any 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 proceedings; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 21st day of April, 1988, and I acknowledge the same to be my act.

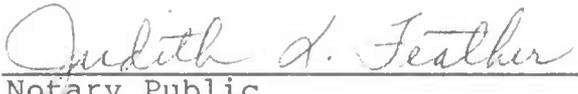


Scott L. Schubel
Incorporator

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

I HEREBY CERTIFY, that on this 21st day of April, 1988, 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 D. Feather
Notary Public

My Commission Expires:
7-1-90





DOCUMENT CODE

02

BUSINESS CODE

03

COUNTY

71

_____ P.A. _____ Religious _____ Close Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

20	<u>30</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	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

_____ Resignation of Resident Agent

73 _____ Certificate of Merger/Transfer

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. Certificate of Status
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Cert. of Status
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Wachs, Boone And Bannon, P.A.
138 W. Washington St.
Hagerstown, Md. 21740-476

NOTE: _____

TOTAL FEES

51

Check _____ Cash

Documents on _____ checks

APPROVED BY: J. M. T.

CERTIFIED COPY MADE

ARTICLES OF INCORPORATION
OF
ECS ELECTRICAL CONSTRUCTION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **APRIL 25, 1988** AT **9:32** 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:

\$ _____

D2547891

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 JUL 26 1988

RETURN TO:
WACHS, BOONE AND BANNON, P.A.
138 W. WASHINGTON ST.
HAGERSTOWN MD 21740 4769

204C3012807

A 260378



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3016 0766

DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
4/15/88 at 9:33
241

**ARTICLES OF AMENDMENT
FOR
HAXTON AND COMPANY, INC.
To Elect Maryland Close Corporation Status**

Haxton and Company, Inc., a Maryland corporation, having its principal office at 718 Forest Street, Hagerstown, Maryland 21740, hereinafter referred to as "Corporation", hereby certifies to the State Department of Assessments and Taxation of Maryland, hereinafter referred to as the "Department" that:

FIRST: The Charter of the Corporation is hereby amended to elect Maryland Close Corporation status and the Articles of Incorporation are hereby amended by adding Paragraph TENTH to read as follows:

TENTH: The Corporation shall be a closed corporation as authorized by Title 4 in the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

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

IN WITNESS WHEREOF, Haxton and Company, 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 29th day of February, 1988, and its President acknowledges that these Articles of Amendment are the act and deed of Haxton and Company, 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:

HAXTON AND COMPANY, INC.

Margie Kriner
Secretary

Walter A. Haxton
President



81068147

3016 0460



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

DOCUMENT CODE 094 BUSINESS CODE _____ COUNTY 71

D 2084549 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>20</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.	_____ Change of Resident Agent
51	_____	Foreign Name Registration	_____ Change of Resident Agent Address
13	_____	Certified Copy _____	_____ Resignation of Resident Agent
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
73	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	ATTENTION: _____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	Corp. Certificate of Status	MAIL TO ADDRESS: _____
NA	_____	Foreign Corporation Registration	<u>William Navin</u>
87	_____	Limited Part. Cert. of Status	<u>100 West Washington St</u>
71	_____	Financial	<u>Agestown, Md 21740</u>
600	_____	Personal Property Reports and late filing penalties	
70	_____	Change of P.O., R.A. or R.A.A.	NOTE: _____
	_____	Other _____	<u>Change to a close corp</u>
	_____	Other _____	

TOTAL FEES 20
 Check _____ Cash _____
Documents on _____ checks

APPROVED BY: PCM

ARTICLES OF AMENDMENT
OF
HAXTON AND COMPANY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 15, 1988 AT 9:33 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

\$ _____

D2084549

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 JUL 26 1988

RETURN TO:
WILLIAM NAIRN
100 WEST WASHINGTON STREET
HAGERSTOWN MD 21740

203C3012749

A 260341



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

3016 0459

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD
4/4/88 at 10:02 .m.

ARTICLES OF INCORPORATION
OF
K & C PROPERTIES, INC.

FIRST: We, the undersigned, Cherie M. Tyler, whose post office address is 510 Oriole Drive, Hagerstown, Maryland 21740; Kevin N. Tyler, Sr., whose post office address is 510 Oriole Drive, Hagerstown, Maryland 21740; Cheryl M. Pulley, whose post office address is 4718 Shamrock Avenue, Baltimore, Maryland 21206; and Kevin L. Pulley, Sr., whose post office address is 4718 Shamrock Avenue, Baltimore, Maryland 21206, 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 K & C Properties, Inc.

THIRD: The purposes for which the corporation is formed are as follows: To take, buy, purchase, exchange, hire, lease or otherwise acquire real estate and property, either improved or unimproved, and any interest or right therein, and to own, hold, control, maintain, manage and develop the same in any state of the United States.

To purchase, exchange, hire or otherwise acquire such personal property, chattels, rights, easements, permits, privileges, and franchises as may lawfully be purchased, exchanged, hired or acquired under the General Corporation Law of the State Of Maryland.

To erect, construct, maintain, improve, rebuild, enlarge, alter, manage and control, directly or through ownership of stock in any corporation, any and all kinds of buildings, houses, hotels, breweries, stores, offices, warehouses, mills, shops, factories, machinery and plants, and any and all other structures and erections which may at any time be necessary, useful or advantageous in the judgement of the Board Of Directors for the purposes of the corporation and which can lawfully be done said General Corporation Law.

To sell, manage, improve, develop, assign, transfer, convey, lease, sublease, pledge or otherwise alienate or dispose of, and to mortgage or otherwise encumber the lands, buildings, real property, chattels real, and other property of the company, real and personal, and wheresoever situate, and any and all legal and equitable rights therein.

To transact the business of buying and selling dealing in, leasing, renting and managing real estate and any interest therein for its own account as agent or broker, or upon commission.

To purchase, sell and manufacture, and deal in building materials and goods, wares, merchandise, and to carry on any other lawful trade or business incident to or proper or useful in connection with the purchase, a sale, ownership, construction, maintenance and management of a general construction business.

To borrow money, with or without interest to pledge of or mortgage upon all of any of its property, real or personal, as security and to loan and advance money upon mortgages on personal and real property or on either of them.

To buy, sell and deal in, with or without guaranty of payment thereof, bonds and mortgages and other like securities and other kinds of properties whether real or personal, not prohibited or specially excepted by any law, and to do and prosecute any acts and things incident to or proper in connection with the carrying on of the business of this company.

To purchase, acquire, hold, sell, assign, and transfer, mortgage, pledge, and otherwise dispose of the shares of the capital stock, bonds, debentures or other evidences of indebtedness of any corporation domestic or foreign, and while the holder thereof, to exercise all the rights and privileges of ownership, including the right to vote thereon.

To purchase or otherwise acquire, undertake, carry on, improve and develop all of any of the business, good will, rights, assets or liabilities of any person, firm,

association or corporation carrying on any kind of business the same as or of a similar nature to that which this corporation is authorized to carry on pursuant to the provisions of this certificate.

To do all such acts and things as are conducive to the premises. And this corporation shall have the power to conduct its business in all its branches in the State Of Maryland and any other state or states of the United States and ultimately to hold, purchase, mortgage, lease, convey, manage and control, real and personal property therein as above provided and generally to do all acts and things and to exercise all the powers now or hereafter authorized by law necessary to carry on the business of the said corporation, or to promote any of the objects for which the company is formed.

The objects and purposes specified in the foregoing clauses shall, except where it otherwise expresses, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

FOURTH: The post office address of the principal office of the corporation in Maryland is 510 Oriole Drive, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the corporation is Cherie M. Tyler, 510 Oriole 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 one hundred thousand shares of the par value of one dollar (\$1.00) a share all of one class, and having an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The number of the directors of the corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the corporation, but

shall never be less than (3); and the names of directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Cherie M. Tyler, Kevin N. Tyler, Sr., and Cheryl M. Pulley.

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 here by empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation is hereby empowered to authorize the issuance of one hundred thousand thousand (100,000) full paid and non-assessable shares of the par value of One Dollar (\$1.00) a share for the following consideration, it is hereby stated to be not less than one Dollar (\$1.00) per share.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF WE HAVE SIGNED THESE ARTICLES OF INCORPORATION ON THE 31st DAY OF March AND SEVERALLY ACKNOWLEDGE SAME TO BE OUR ACT.

Cherie M. Tyler
Cherie M. Tyler

Kevin N. Tyler, Sr.
Kevin N. Tyler, Sr.

Cheryl M. Pulley
Cheryl M. Pulley

Kevin L. Pulley, Sr.
Kevin L. Pulley, Sr.



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)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	_____ Change of Principal Office
66	_____	Rec. Fee (Revival)	_____ Change of Resident Agent
52	_____	Foreign Qualification	_____ Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	
13	_____	Certified Copy _____	
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
73	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	ATTENTION: _____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	Corp. Certificate of Status	MAIL TO ADDRESS: _____
NA	_____	Foreign Corporation Registration	<u>Cherie Tyler</u>
87	_____	Limited Part. Cert. of Status	<u>510 Oriole Dr</u>
71	_____	Financial	<u>Hagerstown, Md</u>
600	_____	Personal Property Reports and late filing penalties	<u>21740</u>
70	_____	Change of P.O., R.A. or R.A.A.	NOTE: _____
_____	_____	Other _____	
_____	_____	Other _____	

TOTAL FEES 40
 Check _____ Cash _____
Documents on _____ checks _____

APPROVED BY: Pcm

ARTICLES OF INCORPORATION
OF
K & C PROPERTIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 4, 1988 AT 10:02 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:

\$

D2547271

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 JUL 26 1988

RETURN TO:
CHERIE TYLER
510 ORIDLE DR.
HAGERSTOWN

MD 21740

203C3012701

A 260295



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.
3016 0195

250

ANTIETAM TAVERN, INC. DEPARTMENT OF ASSESSMENTS AND TAXATION
ARTICLES OF AMENDMENT

APPROVED AND FORWARDED

4-15-88 at 12:25p

90

ANTIETAM TAVERN, INC., a Maryland corporation, having its principal office at 156 South Mulberry Street, Hagerstown, Maryland (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 adding the Statement of Election to be a close corporation, as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

SECOND: The Charter of the Corporation is hereby amended by striking in their entirety Articles FOURTH, SIXTH and SEVENTH and by substituting in lieu thereof the following:

✓

FOURTH: The post office address of the principal office of the Corporation in this State is 156 South Mulberry Street, Hagerstown, Maryland. The name and post office address of the resident agent of the Corporation in this State is Vernon Lee Sword, 156 South Mulberry Street, Hagerstown, Maryland. Said resident agent is an individual actually residing in this State.

SIXTH: The number of Directors shall be one, 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 or qualified is Vernon Lee Sword.

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

1988 APR 15 P 12:25

81068452
3015 2273

IN WITNESS WHEREOF, Antietam Tavern, 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 12 day of April, 1988, and its President acknowledges that these Articles of Amendment are the act and deed of Antietam Tavern, 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:

ANTIETAM TAVERN, INC.

Kevin Swann

BY: Kevin Swann

Secretary

President





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

DOCUMENT CODE

090

BUSINESS CODE

COUNTY

11

D-1126150 P.A. Religious Close Stock Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

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 Req.
 51 _____ Foreign Name Registration
 13 _____ Certified Copy
 56 _____ Penalty
 54 _____ For. Supplemental Cert.
 53 _____ Foreign Resolution
 73 _____ Certificate of Conveyance

 73 _____ Certificate of Merger/Transfer

 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. Certificate of Status
 NA _____ Foreign Corporation Registration
 87 _____ Limited Part. Cert. of Status
 71 _____ Financial
 600 _____ Personal Property Reports and late filing penalties

 70 _____ Change of P.O., R.A. or R.A.A.
 _____ Other _____
 _____ Other _____

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Kent Oliver
PO Box 1269
Hagerstown Md 21741-
1269

NOTE: _____

TOTAL FEES 20

Check Cash

Documents on _____ checks

APPROVED BY: [Signature]

ARTICLES OF AMENDMENT
OF
ANTIETAM TAVERN, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 15, 1988 AT 12:25 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 20.00

\$ _____

D1126150

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 JUL 26 1988

RETURN TO:
KENT OLIVER
P.O. BOX 1269
HAGERSTOWN

MD 21741 1269

202C3012607

A 260194



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

3015 2272

254

APPROVED FOR RECORD

4/8/88 at 9:59 a.m.

ARTICLES OF INCORPORATION
OF
COLUMBIA ELECTRIC, INC.

amb

THIS IS TO CERTIFY:

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 corporation.

SECOND: The name of this Corporation, which is hereinafter referred to as the "Corporation", is COLUMBIA ELECTRIC, 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, installation, service, development, manufacture, and sale of parts, equipment, and related electrical systems and 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.

31108447



3015 1899

c. To do everything necessary or proper for the accomplishment of the purposes or the furtherance of the powers 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
Rt. 2 Box 376-2
Hagerstown, Maryland 21740

SIXTH: The Post Office address of the principal office of the Corporation in this State is: Rt. 2 Box 376-2, Hagerstown, Maryland 21740.

SEVENTH: The maximum amount of capital stock of this Corporation is to be 10,000 shares of common stock, bearing no par value, all of common class.

1988 APR -7 P 10:00

3015 1900

EIGHTH: The Corporation shall have three (3) director(s). The names and addresses of the initial directors are as follows:

Douglas M. Mills
Rt. 2 Box 376-2
Hagerstown, Maryland 21740

Hugh H. Graff, Jr.
Rt. 2 Box 376-2
Williamsport, Maryland 21795

Stephen C. Palmer
5014 Red Hill Road
Keedysville, Maryland 21756

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 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 6th day of April, 1988.

Colette R. Mills
 Colette R. Mills, Incorporator

DISTRICT OF COLUMBIA) ss:

THIS IS TO CERTIFY that on the 6th day of April, 1988, 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 6th day of April, 1988.

Maura V. Adair
 Notary Public
 My Commission Expires: June 14, 1988

3015 1902



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>420</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 Req.	_____ Change of Principal Office
51	_____	Foreign Name Registration	_____ Change of Resident Agent
13	<u>10</u>	<u>1</u> Certified Copy <u>4</u>	_____ Change of Resident Agent Address
56	_____	Penalty	_____ Resignation of Resident Agent
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
73	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	ATTENTION: _____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	MAIL TO ADDRESS: _____
22	_____	State Transfer Tax	<u>Collette Mills</u>
23	_____	Local Transfer Tax	<u>PO Box 51</u>
31	_____	Corp. Certificate of Status	<u>Chesville, Ind 47221</u>
NA	_____	Foreign Corporation Registration	NOTE: _____
87	_____	Limited Part. Cert. of Status	<u>14 days</u>
71	_____	Financial	_____
600	_____	Personal Property Reports and late filing penalties	_____
70	_____	Change of P.O., R.A. or R.A.A.	_____
_____	_____	Other _____	_____
_____	_____	Other _____	_____

TOTAL FEES 70 Check _____ Cash _____
Documents on _____ checks

APPROVED BY: A

CERTIFIED COPY MADE 3015 1903

ARTICLES OF INCORPORATION
OF
COLUMBIA ELECTRIC, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 8, 1988 AT 8:59 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 40.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D2546794

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 JUL 26 1988

RETURN TO:
COLETTE MILLS
P.O. BOX 51
CHEWSVILLE

MD 21721

202C3012555

A 260153



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3015 1898

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

LYCHER, INC.

4/21/88 at 10:00 .m.

ARTICLES OF INCORPORATION

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

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

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

1. To provide professional services to disabled and handicapped persons in individual and group settings and to render all appropriate supportive services.

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

3. To purchase, acquire, dispose of, lease and sell all or any part of the property, rights, business, contracts, goodwill, franchise and assets of any corporation, partnership or individual engaged in an enterprise authorized or permitted to be conducted by the Corporation and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof.

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

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

FOURTH: The post office address of the principal office of the Corporation in Maryland is Route 2, Box 232-A, Clear Spring, Maryland 21722. The name and post office address of the Resident Agent of the Corporation in Maryland is Guy F. Collins, Route 2, Box 232-A, Clear Spring, Maryland 21722.

81108311 3014 0646

Said Resident Agent is an individual actually residing in Maryland.

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

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

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

Guy F. Collins
Jeffrey L. Lensbower

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.

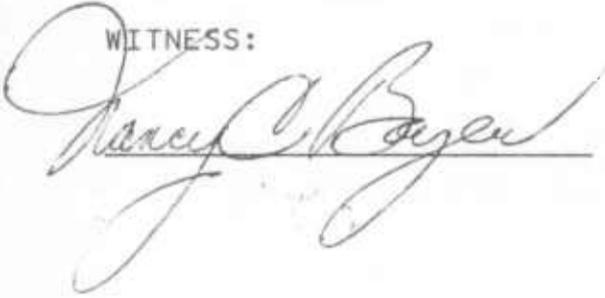
EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized,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

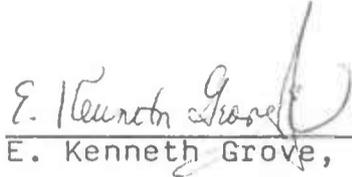
3014 0647

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 April, 1988.

WITNESS:





E. Kenneth Grove, Jr.



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 8 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)	_____
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	_____	Certified Copy	_____ Change of Resident Agent
56	_____	Penalty	_____ Change of Resident Agent
54	_____	For. Supplemental Cert.	Address
53	_____	Foreign Resolution	_____ Resignation of Resident Agent
73	_____	Certificate of Conveyance	_____
73	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	ATTENTION: <u>MB</u>
83	_____	Cert. Limited Partnership	<u>Nancy C. Boyer</u>
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	MAIL TO ADDRESS: <u>Meyers</u>
21	_____	Recordation Tax	<u>Young + Grove</u>
22	_____	State Transfer Tax	<u>P.A.</u>
23	_____	Local Transfer Tax	<u>P.O. Box 1367</u>
31	_____	Corp. Certificate of Status	<u>Hagerstown, Md 21741-</u>
NA	_____	Foreign Corporation Registration	<u>1367</u>
87	_____	Limited Part. Cert. of Status	NOTE: _____
71	_____	Financial	_____
600	_____	Personal Property Reports and late filing penalties	_____
70	_____	Change of P.O., R.A. or R.A.A.	_____
_____	_____	Other	_____
_____	_____	Other	_____

TOTAL FEES 40.00

_____ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: MB

ARTICLES OF INCORPORATION
OF
LYCHER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 21, 1988 AT 10:00 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D2545564

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 JUL 26 1988

RETURN TO:
MEYERS, YOUNG & GROVE
P.O. BOX 1267
HAGERSTOWN

MD 21741 1267

201C3012424

A 260047



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

3014 0645

DE LOUNEYS' PAINTING & HOME IMPROVEMENTS, INC.
ARTICLES OF INCORPORATION

FIRST: I, Ralph H. France, II, whose post office address is France and Robinson, P. A., 152 West Washington Street, Drawer A, 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 DE LOUNEYS' PAINTING & HOME IMPROVEMENT, INC.

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

1) To carry on and conduct the business of general painting and waterproofing contractors and decorators and of making, performing, and discharging contracts therefor, or relating thereto, or connected therewith, both as contractor and subcontractor, and all allied and interdependent lines of business; to do a general painting business, including the mixing, buying, selling, and application of oils, stains, pigments, paints and colors; and to do such incidental financing as may be connected therewith; and to engage in any other lawful purpose or business.

2) To do anything permitted by Section 2-102 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 DE LOUNEYS' PAINTING & HOME IMPROVEMENTS, INC., Main Street, Rohrersville, Maryland 21779.

The name and post office address of the Resident Agent of the Corporation in this State are Ralph H. France, II, 152 West Washington Street, Drawer A, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5000) shares of common stock, without par value.

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

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

2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be

81128171

3014 0556

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
5/21/88 8:19 a.m.
1989 APR 21 8 19

less than three but not less than the number of stockholders.

3) The name of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Terry Allan DeLouney and Gary Lee DeLouney.

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 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 subscribe for, purchase or otherwise acquire such shares.

NINTH: Any stockholder desiring to sell any of the shares of the Corporation shall first offer said shares to the

Corporation and the other shareholders in the following manner:

(1) Such shareholder shall give written notice by registered mail to the secretary of the Corporation of his intention to sell such share. Said notice shall specify the number of shares to be sold, the price per share, and the terms upon which the sale is to be made. The Corporation shall have ten (10) days from the receipt of such notice within which to exercise its option to purchase all or any full number of the shares so offered. Such purchase may be authorized by the Board of Directors without any action by the shareholders of the Corporation.

(2) In the event that the Corporation should fail to purchase all of such shares within the said ten (10) day period, the secretary of the Corporation shall, within five (5) days thereafter, give written notice to each of the other shareholders of record, stating the number of shares offered for sale but not purchased by the Corporation, the price per share, and the terms upon which the sale is being made. Such notice shall be sent by mail addressed to each shareholder at his last address as it appears on the books of the Corporation. Within ten (10) days after the mailing of said notices, any shareholder desiring to purchase part or all of such shares shall deliver by mail or otherwise to the secretary of the Corporation a written offer for the number of shares desired by him, accompanied by the purchase price therefor with authorization to pay such purchase price against delivery of such shares.

(3) If the shareholders offer to purchase more than the total number of shares available for purchase by them, then the shareholders offering to purchase shall be entitled to purchase such proportion of said shares as the number of shares of the Corporation which he holds bears to the total number of shares held by all shareholders offering to purchase. In the event that the proportion of said shares to which any shareholder should be entitled to purchase is more than the number of shares he desires to purchase, each remaining shareholder desiring to purchase additional shares shall be entitled to purchase such proportion of the overplus as the number of shares which he holds bears to the total number of shares held by all shareholders desiring to participate.

(4) If none or only a part of the shares offered for sale is purchased by the Corporation or shareholders, or both, then the shareholder who offered the same for sale shall have thereafter the right to sell said shares not so purchased to such person or persons as he desires; provided, however, that he shall not sell such shares at a lower price or on terms more favorable to the purchaser than those specified in the written notice he gave to the Corporation.

(5) Any sale of the shares of the Corporation shall be null and void unless the provisions of this Section are strictly observed and followed.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 20 day of April, 1988, and I acknowledge the same to be my act.

Ralph H. France, II
RALPH H. FRANCE, II



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 8 BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
20	<u>10</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>15</u>	<u>2</u> Certified Copy <u>SP</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
73	_____	Certificate of Merger/Transfer
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. Certificate of Status
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Cert. of Status
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

_____ Resignation of Resident Agent

Code _____

ATTENTION: Ralph H. France, III
Esq.

MAIL TO ADDRESS: France + Robinson, P.A.
152 West Washington Street
Drawer A

NOTE: Hagerstown, MD
21740

TOTAL FEES 500

_____ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
DE LOUNEYS' PAINTING & HOME IMPROVEMENT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 21, 1988 AT 8:19 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:

\$

D2545416

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 JUL 26 1988

RETURN TO:
FRANCE & ROBINSON, P.A.
152 W. WASHINGTON ST. DRAWER A
HAGERSTOWN MD 21740

201C3012409

A 260032



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO 2014 0555

APPROVED FOR RECORD

4-13-88 at 10:05A

1988 MAR 14 A 11:19

gp

GREENBRIAR INN, INC.
Articles of Sale and Transfer

ARTICLES OF SALE AND TRANSFER entered into this 1st day of March, 1988, by and between GREENBRIAR INN, INC., a Maryland Corporation (hereinafter sometimes referred to as the "Transferor"), and WADE AND ASSOCIATES, INC., a Maryland Corporation (hereinafter sometimes referred to as "Transferee").

THIS IS TO CERTIFY THAT:

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

SECOND: The Transferee is a Maryland Corporation and its name, sole principal office and principal place of business are:

Wade and Associates, Inc.
6198 Viewsite Drive,
Frederick, Frederick County, Maryland 21701

The Transferee owns no interest in land in any County.

THIRD: The Transferor is a Maryland Corporation and its name, sole principal office and principal place of business are:

Greenbriar Inn Inc.
Rt. 2, Box 335
Boonsboro, Washington County, Maryland 21713

The Transferor owns no interest in land in any County.

FOURTH: The nature and amount of the consideration to be paid to the Transferor for the property and assets hereby transferred to it as set forth in Article SEVENTH herein, is ~~Fifty Three Thousand Five Hundred Dollars (\$53,500.00)~~ ^{\$53,969.67} all to be paid in cash, notes or deferred cash to Transferor.

FIFTH: The Board of Directors of Transferor, by unanimous written informal action signed by all the members hereof 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.

SIXTH: The Board of Directors of Transferee, 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 this purchase, assignment and transfer of substantially all the assets of Transferor as herein set forth is advisable and directing that

1988 APR 13 A 10:05

these Articles of Sale and Transfer be submitted for action thereon by the stockholders of Transferee by unanimous written informal action, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferee.

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

SEVENTH: In consideration of the payment to Transferor of ~~Fifty Three Thousand Five Hundred Dollars (\$53,500.00)~~ ^{34,969.41}, 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, all of the property described in Exhibit A, attached hereto and hereby made a part of this instrument and used in the business known as the Greenbriar Inn, presently located on the store premises situate and lying in Boonsboro Election District, Washington County, Maryland, more particularly known as as Rt. 2, Box 335, Boonsboro, MD 21713.

EIGHTH: The Transferor covenants that it will warrant generally all equipment intended to be used for the business herein conveyed and that it will execute such other and further assurances of personal property as may be necessary or requisite.

NINTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor, a Maryland corporation, and Transferee, a Maryland Corporation, and it is accordingly understood and agreed that these Articles of Sale and Transfer shall be construed in accordance with the law applicable to contracts made and entirely to be performed within the State of Maryland.

IN WITNESS WHEREOF, the Greenbriar Inn, Inc. and Wade and Associates, Inc., parties to these Articles of Sale and Transfer, have caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of each corporation party to these Articles of Sale and Transfer by its president or vice president and attested by the secretary or an assistant secretary, as and by the individual parties of this contract as of this 2nd day of March, 1988.

WITNESS/ATTEST:



TRANSFEROR

GREENBRIAR INN, INC.

By: Sheila M. Kline (SEAL)
President



TRANSFEEEE

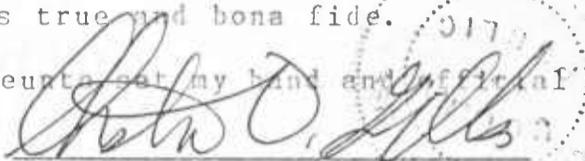
WADE AND ASSOCIATES, INC.

By: Michael Southcomb (SEAL)
Michael Southcomb, President

STATE OF MARYLAND, COUNTY OF FREDERICK: to wit

On this 2nd day of March, 1988, before me, the undersigned officer, personally appeared Sheila M. Kline, President of Greenbriar Inn, Inc., a Maryland Corporation, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that she executed the same for the purposes therein contained, on behalf of the Corporation as its authorized agent, and in my presence signed and sealed the same and further acknowledged that the consideration recited hereinabove is true and bona fide.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

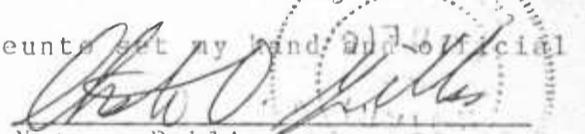

Notary Public
Christine D. Gilliss

My Commission Expires: 7/1/90

STATE OF MARYLAND, COUNTY OF FREDERICK: to wit

On this 2nd day of March, 1988, before me, the undersigned officer, personally appeared Michael Southcomb, President of Wade and Associates, Inc., 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, on behalf of the Corporation, as its authorized agent, and in my presence signed and sealed the same and further acknowledged that the consideration recited hereinabove is true and bona fide.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.


Notary Public
Christine D. Gilliss

My Commission Expires: 7/1/90

THE GREENBRIAR INN., INC.
EXHIBIT "A"
TO
ARTICLES OF TRANSFER

INVENTORY	3,469.61
EQUIPMENT	15,000.00
LEASEHOLD	
IMPROVEMENTS	14,500.00
LIQUOR LICENSE	1,000.00
GOOD WILL	1,000.00

TOTAL:	<hr/> 34,969.61
--------	-----------------

NOVEMBER 1987

GREENBRIAR INN, INC.

EQUIPMENT LIST FOR FIRST AND SECOND FLOORS

- 1 WARDS MICROWAVE OVEN ✓
 1 AMANA MICROWAVE OVEN ✓
 3 STAINLESS STEEL KITCHEN WORK TABLES *1 on 2nd floor - 2 kitchen main ✓*
 1 PHILCO REFRIGERATOR ✓
 1 GENERAL ELECTRIC REFRIGERATOR ✓
 1 FRIGIDARE REFRIGERATOR *2nd floor ✓*
 1 HOBART SLICER ✓
 1 FRENCH FRY SLICER ✓
 1 ~~GENERAL~~ *General* ELECTRIC 2 BASKET DEEP FRYER ✓ *Upstairs*
 1 ~~STAR~~ *Star* 2 BASKET DEEP FRYER ✓ *Dan*
 1 VULCAN DOUBLE OVEN, GRILL COMBINATION ✓
 1 METAL MASTER 3 COMPARTMENT STAINLESS STEEL SINK ✓
 1 1 SHELF PIZZA OVEN ✓
 1 2 SHELF PIZZA OVEN *Vulcan ✓*
 1 4 FILTER ELECTRIC EXHAUST SYSTEM ✓
 1 ~~ANSUL~~ FIRE PROTECTION SYSTEM ✓
 1 POWDER FIRE PREVENTION SYSTEM *2nd floor ✓*
 1 HOODED EXHAUST SYSTEM *2nd floor ✓*
 2 LaCROSS 3 COMPARTMENT GLASS SINK ✓
 1 3 COMPARTMENT EAGLE STAINLESS STEEL SINK ✓
 1 METAL DESK WITH DRAWERS ✓
 1 GOLDEN CREST 4 DRAWER FILE CABINET ✓
 1 2 DRAWER FILE CABINET ✓
 1 SANYO ECR 520 CASH REGISTER ✓
 1 DYNAMQ POOL TABLE ✓
 30+ BAR STOOLS ✓
 100+ CHAIRS ✓ *98 up + dan*
 35+ TABLES ✓
 1 TYLER CHEST FREEZER ✓
 1 WARDS CHEST FREEZER ✓
 1 WHIRPOOL COMMERCIAL ICE MAKER ✓
 1 KOLD DRAFT ICE MAKER *2nd ✓*
 1 FRIGIDARE ICE MAKER (LARGE) ✓
 1 8' x 12' WARREN WALK-IN COOLER ✓
 1 COMPRESSOR AND FAN (1985) FOR WALK-IN BOX ✓
 2 TRUE 2 DOOR BEER COOLERS (1986) ✓
 1 VULCAN 4 DOOR BEER COOLER & COMPRESSOR (1986) *spare upstairs ✓*
 1 PERLICK 3 DOOR BEER COOLER *Bar Upstairs ✓*
 1 SUPERIOR TRIPLE KEG COOLER ✓
 1 FOSTER STAINLESS STEEL 2 DOOR REFRIGERATOR ✓
 1 UNITED 5' x 8' WALK-IN/FREEZER ✓
 1 BECKETT OIL FURNACE (1980) ✓
 1 AIR EASE CENTRAL AIR CONDITIONER UNIT (5 TON) ✓
 1 RUUD WATER HEATER ✓
 4 FIRE EXTINGUISHERS *2 up + 2 down ✓*
 1 WOOD STOVE ✓
 1 6 FOOT SALAD BAR ✓
 1 CANDY VENDING MACHINE ✓
 1 CIGARETTE VENDING MACHINE ✓
 2 POOL TABLE LAMPS ✓
 VARIOUS BEER LIGHTS/SIGNS ✓
 1 GRISWOLD BUN GRILL *upstairs ✓*
 1 10 FOOT BAR TOP ✓
 1 6 FOOT PORTABLE BAR *3rd floor ✓*
 1 DOUBLE BURN COFFEE MAKER *upstairs ✓*
 2 HAND TRUCKS ✓
 1 BUCKET WITH WRINGER ✓
 TOWEL CABINETS FOR BATHROOMS ✓
 2 SPEED RACKS *upstairs ✓*
 VARIOUS POURERS ✓
 GLASS WASHING BRUSHES *up + down ✓*
 1 COMMERCIAL CAN OPENER ✓
 VARIOUS POTS, PANS, DISHES, SILVERWARE, KITCHEN UTENSILS ✓
 2 CASH REGISTERS ✓
 Deep Fryer Table ✓
 Stone + Refrigerator in Apt. ✓
 Floor Buffer ✓
 Shop Vals wet shop ✓

Alarm System ✓

Color TV + Antenna ✓

Picnic tables ✓

1 Couch ✓

Various Detectors ✓

Coat of Armor ✓

Garden T. Hoe ✓

1372

Mrs
 MC
 Anne



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

DOCUMENT CODE 12 8 BUSINESS CODE _____ COUNTY 71

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

~~Merging~~
(Transferor) Greenbriar
Ann, Inc
D0924985

~~Surviving~~
(Transferee) Wade and
Associates, Inc.
D2494375

CODE	AMOUNT	FEE REMITTED	
20	_____	Organ. & Capitalization	Name Change
61	_____	Rec. Fee (Arts. of Inc.)	(New Name) _____
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	_____ Change of Name
50	_____	Cert. of Qual. or Req.	_____ Change of Principal Office
51	_____	Foreign Name Registration	_____ Change of Resident Agent
13	_____	_____ Certified Copy _____	_____ Change of Resident Agent Address
56	_____	Penalty	_____ Resignation of Resident Agent
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	<u>4</u>	Certificate of Merger/Transfer <u>Corporate Records -</u> <u>Frederick Co.</u>	
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	ATTENTION: _____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	_____ Corp. Certificate of Status	MAIL TO ADDRESS: _____
NA	_____	Foreign Corporation Registration	<u>Superior Title Company</u>
87	_____	_____ Limited Part. Cert. of Status	<u>170 W. Patrick St</u>
71	_____	Financial	<u>Frederick Md</u>
600	_____	_____ Personal Property Reports and _____ late filing penalties	<u>21701</u>
70	_____	Change of P.O., R.A. or R.A.A.	NOTE: _____
_____	_____	Other _____	
_____	_____	Other _____	

TOTAL FEES 24
 Check _____ Cash
Documents on _____ checks

APPROVED BY: js

ARTICLES OF TRANSFER
OF
GREENBRIAR INN, INC.
(A MD CORP.)
AND
WADE ASSOCIATES, INC.
(A MD CORP.)

TRANSFEROR

TRANSFeree

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 13, 1988 AT 10:05 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

\$ _____

Cert. to Clerk of the Circuit Court
of Frederick County

4.00
24.00 total

D2494375

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 JUL 26 1988

RETURN TO:
SUPERIOR TITLE COMPANY
170 W. PATRICK STREET
FREDERICK

MD 21701

200C3012305

A 259921



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO: 3016 1366

278

APPROVED FOR RECORD
ERNST MARKET INC. 4/15/88 at 10:46 a.m.
ARTICLES OF REVIVAL
A CLOSE CORPORATION

FIRST: The name of the corporation at the time the charter was forfeited was ERNST^S MARKET, INC.

SECOND: The name which the corporation will use after revival is ERNST MARKET, INC.

THIRD: The name and address of the resident agent are Gregory Ernst, Route 1, Big Springs, Maryland 21722.

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 Route 1, Big Springs, Maryland 21722.

The undersigned who were respectively the last acting president and secretary of the corporation severally acknowledge the Articles to be their act.

Gregory A Ernst
LAST ACTING PRESIDENT

Gregory A Ernst
LAST ACTING SECRETARY

31083431

3014 1903

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, GREGORY ERNST of ERNST MARKET 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.

Gregory A Ernst
GREGORY ERNST

I hereby certify that on April 12, 1988 before me, the subscriber, a notary public of the State of Maryland, in and for Washington County personally appeared GREGORY ERNST 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

Margaret G. Dibert
MARGARET G. DIBERT

MY COMMISSION EXPIRES:
JULY 1st, 1990

1988 APR 15 A 10:46





DOCUMENT CODE 18A BUSINESS CODE _____ COUNTY 71

D 142 0587 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	<u>20</u>	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
73	_____	Certificate of Merger/Transfer
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. Certificate of Status
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Cert. of Status
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) ERNST MARKET INC. ~~INC.~~

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

Code _____ ATTENTION: _____

MAIL TO ADDRESS: Gregory Ernst
Rt 1
Big Springs, Md
21722

NOTE: _____

TOTAL FEES 50
 Check _____ Cash
Documents on _____ checks

APPROVED BY: PCM

THE ARTICLES OF REVIVAL
OF
ERNST'S MARKET, INC.
CHANGING ITS NAME TO:
ERNST MARKET, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 15, 1988 AT 10:46 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

D1420587

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 JUL 26 1988

RETURN TO:
GREGORY ERNST
ROUTE 1
BIG SPRINGS

MD 21722

200C3012287

A 259903



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO 3014 1902

282

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

4/20/88 at 9:21 a.m.

1011

1989 APR 20 P 9:21

ARTICLES OF INCORPORATION OF

THE WESTERN MARYLAND CENTER FOUNDATION, INC.

THIS IS TO CERTIFY:

FIRST: That I, BRUCE DOOLE, whose post office address is Route 9, Box 357, Hagerstown, Maryland, 21740, being at least twenty-one (21) years of age, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

THE WESTERN MARYLAND CENTER FOUNDATION, INC.

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

(a) The Corporation is organized exclusively for educational and charitable purposes in support of Western Maryland Center, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal

81118058

3014 1472

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, grant, 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 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 Trustees, 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 a 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 educational and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and

empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(c) Included among the educational and charitable purposes for which the Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article THIRD, is the following:

1. To seek and receive grants, bequests, and donations; to sponsor programs and provide resources which enhance services to the patients and staff served by The

Western Maryland Center Foundation, Inc., a facility of the State of Maryland, for the treatment and rehabilitation of the chronically ill.

2. To foster understanding and cooperate with the community served by the Western Maryland Center Foundation, Inc. with the objective of making the community aware of its responsibility to the chronically ill.

3. Specifically to contribute, allot, transfer and deliver funds and property for the purposes hereinabove mentioned and to expend such funds for these purposes; to receive, hold, invest and reinvest, either as donee, trustee, legatee, devisee, transferee, or otherwise, cash, securities, funds or other property which shall be used, or the income therefrom to be applied, for the purposes set forth more particularly in Article FOURTH.

FOURTH: The Board of Trustees shall pay such portion of the net income, after proper corporate allowances and expenses, as it deems advisable, as follows:

1. To acquire for the benefit of patients and staff in the Board's discretion, furniture, equipment, including recreational equipment, reading and viewing material and any other articles which will contribute to the comfort and well-being of the patients and staff of The Western Maryland Center Foundation, Inc.

2. To otherwise disburse net income in a manner that carries out the purposes of the Corporation as set forth herein.

Any income not expended for the above purposes by the end of the Corporation's fiscal year shall be added to principal.

3. To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, not inconsistent with the Corporation's charitable and educational purposes.

FIFTH: The post office address of the principal office of the Corporation in this State is 1500 Pennsylvania Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are Carl Fischer, 1500 Pennsylvania Avenue, Hagerstown, Maryland, 21740. The Resident Agent is an individual actually residing in this State.

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

SEVENTH: The number of Trustees of the Corporation shall be twenty-one (21), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than six (6). The names of the

Trustees, who shall act until the first annual meeting or until their successors are duly chosen and qualified, are:

Ms. Sandra Tilou
Smith, Elliott, Kearns, & Company
480 North Potomac Street
Hagerstown, MD 21740

Mr. Lee Downey
Route 2, Box 380
Williamsport, MD 21795

Father Richard Crambitt
1525 Oak Hill Avenue
Hagerstown, MD 21740

Mrs. Hazel Stewart
Potomac Towers
Hagerstown, MD 21740

Mrs. Charles Rouzer
790 Fountain Head Road
Hagerstown, MD 21740

Mr. Bruce Poole
Route 9, Box 357
Hagerstown, MD 21740

Mrs. Pauline Howells
993 Potomac Avenue
Hagerstown, MD 21740

Mrs. Diana Sims Snider
Route 9, Box 151A
Hagerstown, MD 21740

Dr. J. J. Dobbie
2138 Hillendale Road
Hagerstown, MD 21740

Mr. Harold Otis, President
Review & Herald Publishing Company
55 West Oak Ridge Drive
Hagerstown, MD 21740

Mr. Merle Elliott
740 Fountain Head Road
Hagerstown, MD 21740

Mrs. Roberta Miklewski

106 Paramount Terrace
Hagerstown, MD 21740

289

Reverend Richard Masters
753 West Oak Ridge Drive
Hagerstown, MD 21740

EIGHTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization (as hereinafter defined) of this or any other State, having a similar or analogous character or purpose, in some way associated with or connected with the corporation to which the property previously belonged. Preference will be given to another charitable organization which promotes the well-being of the chronically ill and disabled persons residing in the Western Maryland area.

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

TENTH: 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 NINIH 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.

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

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

(c) The Corporation shall not retain any excess business holdings as defined in Section 4942(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

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

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

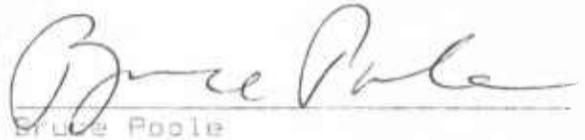
TWELFTH: (1) As used in this Article TWELFTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification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

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

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 12th day of April, 1988, and I acknowledge same to be my act.


Bruce Poole



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 026

BUSINESS CODE 04

COUNTY 71

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

20	<u>26</u>	Organ. & Capitalization
61	<u>34</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	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
73	_____	Certificate of Merger/Transfer
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. Certificate of Status
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Cert. of Status
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

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

Code _____

ATTENTION: D. Bruce Poole, Esq.

MAIL TO ADDRESS: Poole + Poole, P.A. Professional arts Bldg. 5 Public Square Suite 511

NOTE: Hagerstown, MD 21740

TOTAL FEES 54.00

Check _____ Cash _____

Documents on _____ checks _____

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
THE WESTERN MARYLAND CENTER FOUNDATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 20, 1988 AT 9:21 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 34.00

SPECIAL
FEE PAID:

\$

D2544518

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 JUL 26 1988

RETURN TO:
POOLE & POOLE, P.A.
PROFESSIONAL ARTS BLDG.
5 PUBLIC SQUARE SUITE 511
HAGERSTOWN MD 21740

200C3012210

A 259834



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3014 1471

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
NEWCO AVIATION CORP.
ARTICLES OF AMENDMENT

4-14-88 at 9:40

HOLDMANN & LIEBERMAN, CHARTERED, 9207 OLD GEORGETOWN ROAD, BETHESDA, MD

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

FIRST: The charter of the Corporation is hereby amended by adding ARTICLE TENTH.

"TENTH: It is the Corporation's intention to be treated as an S Corporation pursuant to the Internal Revenue Code."

SECOND: The amendment of the charter of the corporation as hereinabove set forth has been duly advised by the board of directors and approved by the stockholders of the corporation.

IN WITNESS WHEREOF: NEWCO AVIATION CORP. has caused these presents to be signed in its name and on its behalf by its President or one of its Vice-Presidents and attested by its Secretary or one of its Assistant Secretaries on this 14th day of March, 1988.

1988 APR 14 P 9:40

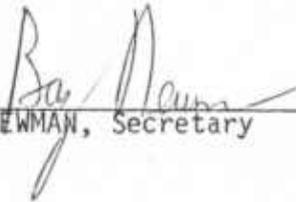
81058260

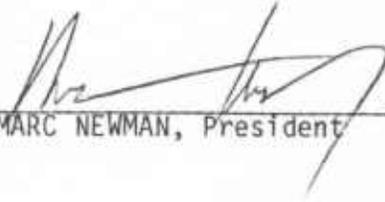
3823 1226

ATTEST:

I, MARC NEWMAN, President hereby acknowledge on behalf of NEWCO AVIATION CORP. that the foregoing Articles of Amendment are the corp. act of said corp. and further certify under the penalties of perjury to the best of my knowledge, information and belief, the matters and facts set forth in the Articles are true in all material respects.

HOLDMANN & LIEBERMAN, CHARTERED, 9207 OLD GEORGETOWN ROAD, BETHESOA, MD


BARRY NEWMAN, Secretary


MARC NEWMAN, President

NEWCO AVIATION CORP.
ARTICLES OF AMENDMENT
TO THE CHARTERS

3017 1261
3023 1227



STATE OF MARYLAND
State Department of Assessments and Taxation

Gen L. Burner, Director

DOCUMENT CODE 09 BUSINESS CODE 03 COUNTY 71

D2459287 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>2</u> Penalty
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
73	_____	Certificate of Merger/Transfer
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. Certificate of Status
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Cert. of Status
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

_____ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Holdmann & Lieberman
3 Bethesda Center
Ste. 750
Bethesda, Md. 20814

NOTE: _____

TOTAL FEES 28

Check _____ Cash

Documents on _____ checks

APPROVED BY: J.M.T

ARTICLES OF AMENDMENT
OF
NEWCO AVIATION CORP.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 14, 1988 AT 9:40 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 20.00

\$ _____

D2459287

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 JUL 26 1988

RETURN TO:
HOLDMANN & LIEBERMAN
3 BETHESDA CENTER
SUITE 750
BETHESDA

MD 20814

199C3012143

A 259764



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

3023 1225

300

Edward N. Button

*Attorney at Law
685 Oak Hill Avenue
Hagerstown, Maryland 21740*

*Edward N. Button
Daniel P. Dwyer*

(301) 739-4360

March 3, 1988

STATE DEPT. OF
ASSESSMENTS AND TAXATION
301 W. PRESTON ST.
BALTIMORE, MD 21201

To whom it may concern:

Please be advised that D & B Produce, Inc., ID # D1424035 can no longer be located nor do I have any knowledge of the whereabouts of the principals of said corporation. Accordingly please consider this my resignation as Resident Agent for said corporation.

Very truly yours,



Edward N. Button

ENB/dap

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
3/31/88 at 8:13 P.M.

1988 MAR 31 P 8:13



3013 1114



DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 71

D1424035 _____ 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	_____	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	_____	Certified Copy	Change of Resident Agent Address
56	_____	Penalty	Resignation of Resident Agent
54	_____	For. Supplemental Cert.	Designation of Resident agent and Agent's Address
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
73	_____	Certificate of Merger/Transfer	_____
70	\$3.00	Recording Fee	Code _____
75	\$5.00	Special Fee	ATTENTION: _____
80	_____	For. Limited Partnership	_____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	MAIL TO ADDRESS: _____
22	_____	State Transfer Tax	<u>Edward N. Button</u>
23	_____	Local Transfer Tax	<u>635 Oak Hill Avenue</u>
31	_____	Corp. Certificate of Status	<u>Hagerstown, Md 21740</u>
NA	_____	Foreign Corporation Registration	_____
87	_____	Limited Part. Cert. of Status	_____
71	_____	Financial	_____
600	_____	Personal Property Reports and late filing penalties	_____
70	_____	Change of P.O., R.A. or R.A.A.	NOTE: _____
_____	_____	Other _____	_____
_____	_____	Other _____	_____

TOTAL FEES \$8.00

1 Check _____ Cash

2 Documents on 1 checks

APPROVED BY: [Signature]

RESIGNATION OF RESIDENT AGENT
OF
D & B PRODUCE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 31, 1988 AT 8:13 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 3.00

SPECIAL
FEE PAID:

\$ 5.00

D1424035

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 JUL 26 1988

RETURN TO:
EDWARD N. BUTTON
635 OAK HILL AVENUE
HAGERSTOWN

MD 21740

197C3011834

A 259502



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO 1113 1113

RESOLUTION

3/23/88

8:55

From a Special Meeting of the Stockholder and
Directors of Semko Electric Co., Inc.

A Special Meeting of the Stockholder and Directors of the
above named Corporation was held at the offices of the
Corporation at 1035 Concord Street, Hagerstown, Maryland 21740
at 11:00 a.m. on Monday the 29th day of February 1988, with the
following Directors and Stockholder present:

James M. Semler

Mark A. Semler

Joe M. Graybill

The following Resolution at said meeting was passed.

RESOLVED: That a change of address of the principal office
be filed with the State Department of Assessments and
Taxation as follows: The Corporation office shall be at
1035 Concord Street, Hagerstown, Maryland as of this date;
and,

FURTHER RESOLVED: That the Resident Agent of the
Corporation shall be James M. Semler who resides in the
State of Maryland at 8104 Pete Wiles Road, Middletown,
Maryland 21769.

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.


Mark A. Semler, Secretary

Dated:

3015 0589



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

26

BUSINESS CODE

COUNTY

71

D0546556

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 Penalty
54 For. Supplemental Cert.
53 Foreign Resolution
73 Certificate of Conveyance

Name Change (New Name)

Change of Name
Change of Principal Office
Change of Resident Agent
Change of Resident Agent Address
Resignation of Resident Agent

73 Certificate of Merger/Transfer

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. Certificate of Status
NA Foreign Corporation Registration
87 Limited Part. Cert. of Status
71 Financial
600 Personal Property Reports and late filing penalties
70 Change of P.O., R.A. or R.A.A.
Other
Other

Code 075

ATTENTION:

MAIL TO ADDRESS:

NOTE:

TOTAL FEES

8

Check

Cash

2 Documents on 1 checks

APPROVED BY: PCM

CHANGE OF RESIDENT AGENTS ADDRESS AND PRINCIPAL OFFICE
OF
SEMKO ELECTRIC CO., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 23, 1988 AT 8:55 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 3.00

SPECIAL
FEE PAID:

\$ 5.00

D0546556

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 JUL 26 1988

RETURN TO:
MEYERS & YOUNG
P O BOX 1267
HAGERSTOWN

MD 21741 1267

196C3011590

A 259117



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO 3015 0588

306

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

4/4/88 at 8:30 .m.

CUMBERLAND VALLEY CYCLING CLUB/ANTIETAM VELO CLUB, INC.

ARTICLES OF INCORPORATION

I, Richard A. Cushwa, whose post office address is Route 1, Box 405, Clear Spring, Maryland, 21722, being at least eighteen (18) years of age do hereby form a corporation under the General Laws of the State of Maryland.

FIRST: The name of the Corporation, which is hereinafter called the "Corporation", shall be:

CUMBERLAND VALLEY CYCLING CLUB/ANTIETAM VELO CLUB, INC.

SECOND: The Corporation was organized for the following purposes:

a. To promote general interest in cycling in all its phases; to facilitate and encourage touring, run cycle outings, races, and all sorts of recreational cycling activities; to defend and protect the rights of cyclists; to secure a better understanding and recognition of the need for safer riding conditions; to encourage the allocation of facilities for cycling on public lands; to cooperate with public authorities in the observance of all traffic regulations; to advocate the registration of cycles in the interest of safety; and to encourage recognition of the bicycle as a vehicle used for pleasure, health and economical transportation.

b. The Corporation shall exercise all powers accorded a Maryland non-profit corporation but only to the extent the exercise of such powers are in furtherance of exempt purposes as hereinafter provided.

c. 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 these Articles. 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 any political campaign on behalf of any candidate for public office. Notwithstanding any other

provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law.

THIRD: The post office address of the principal office of the Corporation in Maryland is Post Office Box 711, Hagerstown, Maryland.

The name and address of the principal office and the resident agent of the Corporation in Maryland is c/o Cathy Oberg, 1329 The Terrace, Hagerstown, Maryland 21740. ✓

Said resident agent is an individual actually residing in Maryland.

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

FIFTH: The number of Directors of the Corporation shall be 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 current Directors, who shall act until the first annual meeting or until their successor(s) are duly chosen and qualified, are:

Richard A. Cushwa
Henry Allenberg
Cathy Oberg
William Stachoviak
Alan Zube

SIXTH: Upon dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or expedient 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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledge same to be my act this 24TH day of March, 1988.

WITNESS:

Catherine J. Oberg

Richard A. Cushwa
Richard A. Cushwa



DOCUMENT CODE 028 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	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
73	_____	Certificate of Merger/Transfer
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. Certificate of Status
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Cert. of Status
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

_____ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Richard Douglas

21 Summit Ave

Hagerstown, Md

21740

NOTE: _____

TOTAL FEES

40

Check _____ Cash

Documents on _____ checks

APPROVED BY PCM

ARTICLES OF INCORPORATION
OF
CUMBERLAND VALLEY CYCLING CLUB/ANTIETAM VELO
CLUB, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 4, 1988 AT 8:30 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:

\$

D2541308

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 JUL 26 1988

RETURN TO:
RICHARD DOUGLAS
21 SUMMIT AVE.
HAGERSTOWN

MD 21740

196C3011521

A 259070



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

2014 2159

HAGERSTOWN-WASHINGTON COUNTY CHAMBER OF COMMERCE FOUNDATION, INC.

ARTICLES OF AMENDMENT

4/6/88

9:31

Hagerstown-Washington County Chamber of Commerce Foundation, Inc., a Maryland Corporation having its principal office in Washington County, Maryland, (hereinafter called the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation is hereby amended by striking Article SECOND Paragraph a., and Article THIRD and inserting in lieu thereof, the following:

"SECOND:

a. Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), and in furtherance of such goals it shall:"

"THIRD" The post office address of the principal office of the Corporation in Maryland is: 14 Public Square, Hagerstown, Maryland, 21740-5511

"The name and post office address of the Resident Agent of the Corporation in Maryland is Charles R. Stroh, 14 Public Square, Hagerstown, Maryland, 21740-5511.

"Said Resident Agent is an individual actually residing in Maryland."

SECOND: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the board of directors and approved by the members of the corporation.

IN WITNESS WHEREOF: Hagerstown-Washington County Chamber of Commerce Foundation, Inc. has caused these presents to be signed in its name and on its behalf by its President or one of its Vice Presidents and attested by its Secretary or one of its assistant Secretaries on _____.

ATTEST

Hagerstown-Washington County Chamber of Commerce Foundation, Inc.

Robert C. Shipley
President

Charles R. Stroh
Secretary

THE UNDERSIGNED, President of Hagerstown-Washington County Chamber of Commerce Foundation, Inc., who executed on behalf of said Corporation, the foregoing Articles of Amendment, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Amendment to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

80978281

Robert C. Shipley
President
3011 0921



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

09

BUSINESS CODE

COUNTY

71

D1677673

P.A

Religious

Close

Stock

Nonstock

Merging (Transferor)

Surviving (Transferee)

CODE AMOUNT FEE REMITTED

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		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
73		Certificate of Merger/Transfer
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. Certificate of Status
NA		Foreign Corporation Registration
87		Limited Part. Cert. of Status
71		Financial
600		Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
		Other
		Other

Name Change

(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Resignation of Resident Agent

Code

ATTENTION:

MAIL TO ADDRESS:

Chamber of Commerce
14 Public Square

Hagerstown, Md 21740-5511

NOTE:

TOTAL FEES

20

Check

Cash

Documents on checks

APPROVED BY:

A

ARTICLES OF AMENDMENT
OF
HAGERSTOWN-WASHINGTON COUNTY CHAMBER OF
COMMERCE FOUNDATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 6, 1988 AT 9:31 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:

\$ _____

D1677673

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 JUL 26 1988

RETURN TO:
CHAMBER OF COMMERCE
14 PUBLIC SQUARE
HAGERSTOWN

MD 21740 5511

192C3010853

A 258651



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO

3011 0920

ARTICLES OF VOLUNTARY DISSOLUTION
OF
SHOWALTERS IMPLEMENT SERVICE, INC.

STATE DEPARTMENT OF REGISTRATIONS AND ELECTIONS
3/14/88

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 Box 338, Maugans and Weaver Avenues, Maugansville, Maryland 21767.

THIRD: The name and address of the resident agent of the corporation who shall serve for one year after dissolution until the affairs of the corporation are completed is:

Preston M. Showalter
Box 338, Weaver Avenue
Maugansville, Maryland 21767

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

Nathan L. Strite
Route 2
Sharpsburg, MD 21782

Preston M. Showalter
Box 338, Weaver Avenue
Maugansville, MD 21767

Esther M. Strite
Route 2
Sharpsburg, MD 21782

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

Nathan L. Strite
President
Route 2
Sharpsburg, MD 21782

Preston M. Showalter
Vice President
Box 338, Weaver Avenue
Maugansville, MD 21767

Esther M. Strite
Secretary/Treasurer
Route 2
Sharpsburg, MD 21782

SIXTH: The voluntary dissolution of the Corporation was duly advised by the Board of Directors of the Corporation and duly authorized and directed by the holders of all the issued and outstanding stock of the Corporation, and, thus was approved by said Shareholders in the manner and by the vote required by law and the charter of the Corporation.

SEVENTH: The Corporation has no known creditors.

1988 MAR 28 A 8:23

1988 MAR 14 A 9:24

3011 0535

EIGHTH: These Articles of Voluntary Dissolution are accompanied by certificates provided by Section 3-407(c) 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 certificate by the Corporation, including, taxes for the current year, have been paid or provided for in the manner satisfactory to the issuer of each of said certificates.

IN WITNESS WHEREOF, Showalters Implement Service, Inc., a Maryland corporation, has caused these presents to be signed in its name on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary this 14 day of January, 1988.

Attest to Signature and Corporate Seal:

SHOWALTERS IMPLEMENT SERVICE, INC.



Esther M. Strite
Esther M. Strite
Secretary

By: Nathan L. Strite
Nathan L. Strite
President

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

I HEREBY CERTIFY, that on this 14th day of January, A.D., 1988, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Nathan L. Strite, President of Showalters Implement Service, Inc., a Maryland corporation, personally known to me to be the person whose name is subscribed to the foregoing instrument and who did acknowledge that he executed the same for the purposes therein contained.

Witness my hand and official Notarial Seal.



Harriet L. Burnman
Notary Public

My Commission Expires:
1 July 1990



3011 0536

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

I HEREBY CERTIFY, that on this 14th day of *January*, A.D., 1988, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Esther M. Strite, who made oath in due form of law that she was the Secretary of the meeting of the Board of Directors advising dissolution of this Corporation and that she was likewise Secretary of the meeting of the Stockholders held in reference thereto and that the matters and facts set forth in the foregoing Articles of Voluntary Dissolution with respect to the authorization for dissolution are true as therein set forth.

Witness my hand and official Notarial Seal.

A circular notary seal is partially visible on the left side of the page, overlapping the text of the commission expiration date. It contains the text "NOTARY PUBLIC" and "STATE OF MARYLAND".
Deane Lee Row

Notary Public

My Commission Expires:
1 July 1990

3011 0537



STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
 LOUIS L. GOLDSTEIN TREASURY BUILDING
 P.O. BOX 466 PHONE 974-3814
 ANNAPOLIS, MARYLAND 21404-0472

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

SHOWALTER'S IMPLEMENT SERVICE, INC.
 have been paid.

WITNESS my hand and official seal this

1ST day of FEBRUARY A.D. 1988.

Catricia A. McNeal
 DEPUTY COMPTROLLER
 COMPTROLLER OF THE TREASURY

FEB 2 1988

3011 0538

OFFICE OF
TODD L. HERSHEY
COUNTY TREASURER
 COURT HOUSE ANNEX
 HAGERSTOWN, MARYLAND 21740
 Telephone (301) 791-3173
 MARCOM 249-3173
 VOICE/TTY (301) 791-3175



RONALD L. BOWERS
 President
 RICHARD E. ROULETTE
 Vice President
 R. LEE DOWNEY
 LINDA C. IRVIN
 MARTIN L. SNOOK

The Court House

SERVING WASHINGTON COUNTY SINCE 1873

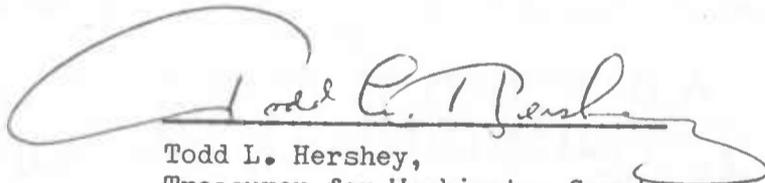
March 10, 1988

RE: Showalter's Implement Service, 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

Showalter's Implement Service, Inc.

have been paid to and including the fiscal year July 1, 1987 thru June 30, 1988.


 Todd L. Hershey,
 Treasurer for Washington County,
 Maryland

mt

3011 0539

CITY OF HAGERSTOWN
Office of the Treasurer & Tax Collector
1 East Franklin Street
Hagerstown, Maryland 21740
(301) 790-3200 ext. 153

319

December 10, 1987

Meyers & Young, P.A.
Attorneys at Law
P.O. Box 1267
Hagerstown, MD 21741-1267

RE: Tax Clearance - Showalter's Implement Service, Inc.

This is to certify that the books and records of the City of Hagerstown, Maryland 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:

Showalter's Implement Service, Inc.

have been paid to and including fiscal year July 1, 1987 to June 30, 1988.

Stephen Wolfensberger

Stephen Wolfensberger,
Treasurer and Tax Collector
Hagerstown, Maryland

3011 0540



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

DOCUMENT CODE

19

BUSINESS CODE

COUNTY 71

D0804278

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 Penalty
54 For. Supplemental Cert.
53 Foreign Resolution
73 Certificate of Conveyance

Name Change (New Name)

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

73 Certificate of Merger/Transfer

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. Certificate of Status
NA Foreign Corporation Registration
87 Limited Part. Cert. of Status
71 Financial
600 Personal Property Reports and late filing penalties

Code 075

ATTENTION:

MAIL TO ADDRESS:

70 Change of P.O., R.A. or R.A.A.
Other
Other

NOTE:

affidavit filed

TOTAL FEES

50

Check Cash

Documents on checks

APPROVED BY: Pcm

THE ARTICLES OF DISSOLUTION
OF
SHOWALTER'S IMPLEMENT SERVICE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 14, 1988 AT 9:24 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

D0804278

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 JUL 26 1988

RETURN TO:
MEYERS & YOUNG
P O BOX 1267
HAGERSTOWN

MD 21741 1267

19203010783

A 258591



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3011 0534

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

ARTICLES OF MERGER

3-28-88 at 884a

THESE ARTICLES OF MERGER, dated this 1ST day of MARCH, 1988, pursuant to Section 3-109 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended (hereinafter referred to as the "Code"), are entered into by and between the corporations named in Article SECOND below, which are referred to herein collectively as the Constituent Corporations.

FIRST: The Constituent Corporations have agreed to merge, and the terms and conditions of said merger, the mode of carrying the same into effect and the manner and basis of converting or exchanging the shares of issued stock of each of the Constituent Corporations into different stock or other consideration pursuant to Section 3-103 of the Code, and the manner of dealing with any issued stock of the Constituent Corporations not to be so converted or exchanged, are and shall be as set forth herein.

SECOND: The parties to these Articles of Merger are Heritage Building Components, Inc., a Maryland corporation, (hereinafter referred to as "HBC"), and Heritage Stair & Rail, Inc., a Maryland corporation, (hereinafter referred to as "Stair & Rail").

THIRD: HBC shall be the successor corporation (hereinafter sometimes referred to as "Successor").

FOURTH: The principal office of HBC in the State of Maryland is 755 Frederick Street, Hagerstown, located in Washington County. The principal office of Stair & Rail in the State of Maryland is 755 Frederick Street, Hagerstown, located in Washington County. Neither of the Constituent Corporations owns property in any county in Maryland, the title to which could be affected by the recording of an instrument among the land records.

FIFTH: The Board of Directors of Stair & Rail, on February 26, 1988, by unanimous vote of the entire Board of Directors, duly adopted a resolution, declaring that a merger substantially upon the terms and conditions set forth in the Articles of Merger was advised, authorized and approved and directing their submission to the stockholders for consideration. The stockholders of Stair & Rail unanimously adopted a resolution approving the merger in the form set forth herein. Said resolution of the stockholders was adopted by means of a document of Consent in accordance with Section 2-505 of the Corporations and Associations Articles of the Annotated Code of Maryland.

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MAR 28
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The Board of Directors of HBC, on February 26, 1988, by unanimous vote of the entire Board of Directors, duly adopted a resolution declaring that a merger substantially upon the terms and conditions set forth in these Articles of Merger was advised, authorized and approved and directing their submission to the stockholders for consideration. The stockholders of HBC unanimously adopted a resolution approving the merger in the form set forth herein. Said resolution of the stockholders was adopted by means of a document of Consent in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland.

SEVENTH: The Articles of Incorporation of the Successor are not amended as a part of this merger.

EIGHTH: Stair & Rail has authority to issue shares of one class of stock, namely Ten Thousand (10,000) shares of Common Stock with par value of Ten Dollars (\$10.00) per share for an aggregate par value of One Hundred Thousand Dollars (\$100,000.00), (the "Stair & Rail Common Stock").

NINTH: HBC has authority to issue shares of one class of stock, namely Ten Thousand (10,000) shares of Common Stock with par value of Ten Dollars (\$10.00) per share for an aggregate par value of One Hundred Thousand Dollars (\$100,000.00) (the HBC Common Stock").

TENTH: The manner and basis of converting or exchanging the issued stock of each of the Constituent Corporations into different stock or other consideration and the treatment of any issued stock of the Constituent Corporations not to be so converted or exchanged on the Effective Date shall be as follows:

(a) Each share of Stair & Rail Common Stock, if any, which remains unissued on the Effective Date of this merger shall be cancelled.

(b) Each share of HBC Common Stock which is issued and outstanding on the Effective Date shall remain issued and outstanding as one share of HBC Common Stock.

(c) Each share of Stair & Rail Common Stock which is issued and outstanding on the Effective Date shall be converted or exchanged by Successor into ~~sixteen percent~~ ^(16%) of one share of HBC Common Stock. ~~SEVENTEEN PERCENT~~

(d) All issued shares of Stair & Rail owned by HBC on the date of the merger shall be cancelled without consideration on the Effective Date of the merger.

OK

E.F.S.

(17.1%)

(e) No scrip or fractional share certificates of HBC shall be issued as a result of the merger transaction described hereinabove, but in lieu of each fractional interest, a Stair & Rail stockholder entitled to a fractional share equal to one-half or more of one share of HBC Common Stock shall receive a full share of HBC Common Stock and any fractional share equal to less than one-half of one share of HBC Common Stock shall be eliminated.

(f) After the merger transaction described above shall have become effective, except as otherwise provided by the Code with respect to dissenting stockholders, each holder of an outstanding certificate or certificates theretofore representing Stair & Rail Common Stock shall surrender the same to Successor and each such holder thereupon shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of HBC Common Stock into which the Stair & Rail Common Stock represented by the certificate or certificates so surrendered shall have been converted or exchanged by the provisions hereof.

Until such surrender, Stair & Rail Common Stock shall be deemed for all corporate purposes, other than the payment of dividends, to evidence ownership of the number of full shares of HBC Common Stock to be delivered with respect to such shares of such capital stock. Unless and until any such outstanding certificates shall be so surrendered, no dividend payable to the holders of record of HBC Common Stock as of any date subsequent to the Effective Date shall be paid to the holders of such outstanding certificates, but upon surrender of any such certificate or certificates there shall be paid to the record holder of the certificate or certificates of HBC Common Stock delivered with respect to the shares represented by the surrendered certificate or certificates, without interest, the amount of such dividends which shall have theretofore become payable to them with respect to such shares of HBC Common Stock.

If any holder of an outstanding certificate or certificates representing Stair & Rail Common Stock shall deliver to Successor such affidavits, indemnity agreements or surety bonds as HBC Corporation shall reasonably require in conformity with its customary procedure with respect to lost stock certificates of HBC, Successor shall treat such delivery as surrender of any lost or misplaced or destroyed certificate or certificates representing Stair & Rail Common Stock.

ELEVENTH: Upon the Effective Date:

(a) the assets and liabilities of Stair & Rail shall be taken up on the books of the Successor at the amount

at which they shall at that time be carried on the books of Stair & Rail, subject to such adjustments, if any, as may be necessary to conform to the Successor's accounting procedures, and

(b) all of the rights, privileges, immunities, powers, purposes, and franchises of Stair & Rail and all property, real, personal and mixed, and all debts due to Stair & Rail on whichever account shall be vested in the Successor, and all property rights, privileges, immunities, powers, purposes and franchises, and all and every other interest shall be thereafter as effectually the property of the Successor as they were of Stair & Rail, and all debts, liabilities, obligations and duties of Stair & Rail shall thenceforth attach to the Successor and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it.

The Constituent Corporations, by mutual consent of their respective Board of Directors, may amend, modify and supplement these Articles of Merger in such manner as may be agreed upon by them in writing at any time before or after approval or adoption thereof by the stockholders of any of the Constituent Corporations or all of them; provided, however, that no such amendment, modification or supplement shall affect the rights of the stockholders of any of the Constituent Corporations in a manner which is materially adverse to such stockholders in the judgment of their respective Board of Directors.

The merger provided by these Articles of Merger shall become effective (the "Effective Date") and the separate existence of Stair & Rail, except insofar as continued by statute, shall cease on the date that these Articles of Merger, duly advised, approved, signed, acknowledged, sealed and verified by Stair & Rail and Successor as required by the laws of the State of Maryland, are filed for record with the State Department of Assessments and Taxation, as required by the laws of the State of Maryland, or on the date specified by the parties hereto as provided by the laws of the State of Maryland, whichever is later.

IN WITNESS WHEREOF, Heritage Stair & Rail, Inc. and Heritage Building Components, Inc., the corporations parties to the merger, have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by the respective Presidents and witnessed or attested by their respective Secretaries as of the 14th day of March, 1988.

ATTEST:

HERITAGE STAIR & RAIL, INC.

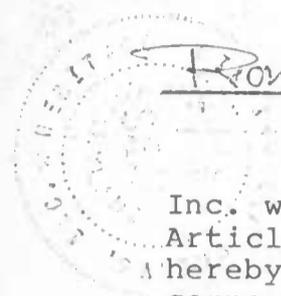


Ronald K. Johnson
, Secretary

Edward E. Sowers
Edward E. Sowers, President

ATTEST:

HERITAGE BUILDING COMPONENTS, INC.



Ronald K. Johnson
, Secretary

Lewis R. Bowers
Lewis R. Bowers, President

THE UNDERSIGNED, President of Heritage Stair & Rail, Inc. who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger, to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Edward E. Sowers

THE UNDERSIGNED, President of Heritage Building Components, Inc. who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger, to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Lewis R. Bowers



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

327

DOCUMENT CODE 11 BUSINESS CODE _____ COUNTY 71

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) Heritage Stair + Rail, Inc.
D 2061455

Surviving (Transferee) Heritage Building Components, Inc.
D 1988641

CODE	AMOUNT	FEE REMITTED	
20	_____	Organ. & Capitalization	Name Change
61	_____	Rec. Fee (Arts. of Inc.)	(New Name) _____
62	_____	Rec. Fee (Amendment)	_____
63	<u>20</u>	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	_____ Change of Principal Office
66	_____	Rec. Fee (Revival)	_____ Change of Resident Agent
52	_____	Foreign Qualification	_____ Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	
13	_____	Certified Copy _____	
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
73	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	ATTENTION: _____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	MAIL TO ADDRESS: _____
22	_____	State Transfer Tax	<u>John Urner</u>
23	_____	Local Transfer Tax	<u>700 W. Wash. St.</u>
31	_____	Corp. Certificate of Status	<u>Hagerstown Md</u>
NA	_____	Foreign Corporation Registration	<u>21740</u>
87	_____	Limited Part. Cert. of Status	
71	_____	Financial	
600	_____	Personal Property Reports and late filing penalties	
70	_____	Change of P.O., R.A. or R.A.A.	
<u>32</u>	<u>8</u>	Other <u>3 "I further certify"</u>	NOTE: <u>8913</u>
		Other _____	

TOTAL FEES 28
 Check _____ Cash
Documents on _____ checks

APPROVED BY: [Signature]

ARTICLES OF MERGER
OF
HERITAGE STAIR & RAIL, INC.
(A MD CORP.)
INTO
HERITAGE BUILDING COMPONENTS, INC.
(A MD CORP.)

SURVIVOR

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 28, 1988 AT 8:24 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

\$ _____

D1988641

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:
JOHN URNEV
100 W. WASHINGTON ST.
HAGERSTOWN

MAILED JUL 26 1988

MD 21740

191C3010605

A 258424



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3012 2431

ARTICLES OF INCORPORATION

OF

BARTON & THOMAS, INC.

4-4-88

10533a

FIRST: I, LEONARD WILSON BARTON, whose post office address is 72 Winter Street, Hagerstown, Maryland, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the general laws of the State of Maryland.

SECOND: The name of the corporation which is hereinafter referred to as the "Corporation" is Barton & Thomas, Inc.

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

A. To engage in the repair, remodeling and construction of any and all types of structures, including but not limited to, roads, highways, pavements, dwellings and buildings of any kind or description.

B. To manufacture, purchase or otherwise acquire, hold, transfer or in any manner encumber or dispose of goods, wares, merchandise, implements and other personal property or equipment of every kind.

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

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

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

80358500

3010 1714

or other securities of the Corporation or otherwise.

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, sell and otherwise turn to account, the same.

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

H. To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and 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

3010 1715

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 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 72 Winter Street, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this state is LEONARD WILSON BARTON, 72 Winter Street, Hagerstown, Maryland 21740.

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

SIXTH: The number of directors of the Corporation shall be three (3) which 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 LEONARD WILSON BARTON, RAE ELIZABETH BARTON, and JOHN W. THOMAS.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 17th day of March, 1988, and I acknowledge the same to be my act.

Leonard Wilson Barton

LEONARD WILSON BARTON

3010 1716

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 17th day of March, 1988, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared LEONARD WILSON BARTON, and acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Official Notarial Seal.

Prince Lee Yeakle
Notary Public

My Commission Expires:
July 1, 1990





STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

333

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 Req.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
73	_____	Certificate of Merger/Transfer
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. Certificate of Status
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Cert. of Status
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Leonard Barton
72 Winter St
Hagerstown, Md
21740

NOTE: _____

TOTAL FEES

40

Check _____ Cash

Documents on _____ checks

APPROVED BY: John

ARTICLES OF INCORPORATION
OF
BARTON & THOMAS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 4, 1988 AT 10:33 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

5

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

D2534147

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 JUL 26 1988

RETURN TO:
LEONARD WILSON BARTON
72 WINTER STREET
HAGERSTOWN

MD 21740

191C3010462

A 258302



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3010 1713

CHANGE OF RESIDENT AGENT

RESOLVED: That the resident agent of the Corporation in the State of Maryland be and he is hereby changed from Lewis P. Castle whose post office address is 144 North Artisan Street, Williamsport, Maryland to Adna B. Fulton, whose post office address is Halfway Boulevard, Route 2, Box 377, Hagerstown, Maryland and who is a resident of the State of Maryland.

RESOLVED: That the proper officers of the Corporation be and they are hereby authorized and directed for and on behalf of the Corporation to file an appropriate certified copy of this resolution with the State Department of Assessments and Taxation of Maryland and to do and perform any and all other necessary and proper acts incident thereto.

A. C. & T. CO., INC.

By Barbara J. Fulton, Secretary
Barbara J. Fulton, Secretary

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

March 28, 1988 at 9:38 A.m.

1988 MAR 28 P 9:38

3010 1699



DOCUMENT CODE _____

BUSINESS CODE _____

COUNTY 21

D0251694

 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 Req.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
70	<u>15.00</u>	Recording Fee
53	_____	Foreign Corporation
75	<u>15.00</u>	Special Fee
80	_____	For. Limited Partnership
81	_____	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 Standings
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

Change of Name _____

Change of Principal Office _____

Change of Resident Agent

Change of Resident Agent Address

Resignation of Resident Agent _____

Designation of Resident agent and Agent's Address _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

McGraw-Hill
152 West Washington St.
Baltimore, Md. 21201

NOTE: _____

TOTAL FEES 30.00

1 Check _____ Cash

1 Documents on 1 checks

APPROVED BY: [Signature]

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

ARTICLES OF INCORPORATION
OF
MATTRESS CONNECTION, INC.

FIRST: I, Tona M. Colhard, whose post office address is 8896 Larry Avenue, Greencastle, Pennsylvania 17225 and 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 Mattress Connection, 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 and wholesale sale of bedding and related products.

(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 315 Meadowlark Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Dennis Weaver, 315 Meadowlark Avenue, Hagerstown, Maryland. Said Resident Agent is an individual actually residing in this State.

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

SEVENTH: The number of Directors shall be one 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 their successors are duly chosen and qualified, is Tona M. Colhard.

12:06 STATE DEPARTMENT OF TAXATION
MAR 31 1988

APPROVED FOR RECORD
3/31/88 9:21 a.m.

80918214
3010 0696

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 24 day of March, 1988, and I acknowledge the same to be my act and deed.

Tonae M. Colhard
Tonae M. Colhard

3010 0697



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	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
73	_____	Certificate of Merger/Transfer
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. Certificate of Status
NA	_____	Foreign Corporation Registration
87	_____	_____ Limited Part. Cert. of Status
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

_____ Resignation of Resident Agent

Code _____

ATTENTION: William P. Nairn, Esq.

MAIL TO ADDRESS: Unver, Nairn + Barton
100 West Washington Street
Hagerstown, MD

NOTE: 21740

TOTAL FEES 40.00

Check _____ Cash
Documents on _____ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
MATTRESS CONNECTION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 31, 1988 AT 9:21 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:

\$

D2531796

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 JUL 26 1988

RETURN TO:
URNER, NAIRN & BARTON
ATTN: WILLIAM P. NAIRN, ESQUIRE
100 WEST WASHINGTON STREET
HAGERSTOWN MD 21740

188C3010080

A 257819



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO

3010 0695

342

ARTICLES OF INCORPORATION

OF

DOUBLETAKES INCORPORATED

* * * * *

5-29-88

10:41

1988 MAR 29 A 10:41

J

WE, THE UNDERSIGNED, Ann J. Williams, whose post-office address is 123 South Broad Street, Philadelphia, PA 19109 and Timothy F. O'Connell, whose post-office address is 123 South Broad Street, Philadelphia, PA 19109, each being at least eighteen years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves as incorporators with the intention of forming a corporation.

FIRST: The name of the corporation is

DOUBLETAKES INCORPORATED

SECOND: The purposes for which the corporation is formed are:

To engage in any or all lawful business for which corporations may be organized under the Maryland General Corporation Law.

THIRD: The post-office address of the principal office of the corporation in this State is Doubletakes Incorporated, Zayres Shopping Center, Route 40 & Cleveland Avenue, Hagerstown, Maryland 21740. The name of the resident agent of the corporation in this State is Reba M. Bolinger, and the post-office address of the resident agent is Zayres Shopping Center, Route 40 & Cleveland Avenue, Hagerstown, Maryland 21740.

✓

3009 1291

3008133

FOURTH: The total number of shares of common stock which the corporation shall have authority to issue is Two Hundred Fifty (250) shares, all of one class, of the par value of One Hundred Dollars (\$100.00) each and of the aggregate par value of Twenty Five Thousand Dollars (\$25,000.00).

FIFTH: The number of directors of the corporation shall be Three (3), which may be changed in accordance with the by-laws of the corporation. The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are:

Reba M. Bolinger

Robert S. Bolinger

Randy S. Fleisher

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: perpetual.

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

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

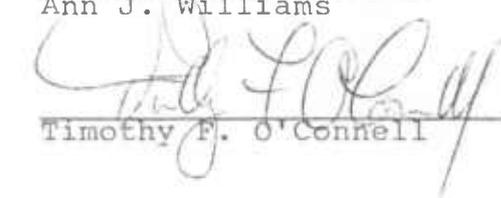
stock of any class, whether now or hereafter authorized or whether issued for money, for a consideration other than money or by way of dividend.

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.

That the board of directors may 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.

IN WITNESS WHEREOF, the undersigned incorporators of DOUBLETAKES INCORPORATED, who executed the foregoing Articles of Incorporation hereby acknowledge the same to be their act and further acknowledge that, to the best of their knowledge the matters and facts set forth therein are true in all material respects under the penalties of perjury.

Dated the 28th day of March, 1988.


Ann J. Williams

Timothy F. O'Connell

3009 1292



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	_____ Change of Principal Office
50	_____	Cert. of Qual. or Req.	_____ Change of Resident Agent
51	_____	Foreign Name Registration	_____ Change of Resident Agent Address
13	<u>9</u>	<u>1</u> Certified Copy <u>3</u>	_____ Resignation of Resident Agent
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
73	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	Code <u>007</u>
80	_____	For. Limited Partnership	ATTENTION: <u>Doris Crawford</u>
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	MAIL TO ADDRESS: _____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	Corp. Certificate of Status	_____
NA	_____	Foreign Corporation Registration	_____
87	_____	Limited Part. Cert. of Status	_____
71	_____	Financial	_____
600	_____	Personal Property Reports and late filing penalties	_____
70	_____	Change of P.O., R.A. or R.A.A.	NOTE: _____
	_____	Other _____	
	_____	Other _____	

TOTAL FEES 49

Check _____ Cash _____

1 Documents on 2 checks (40.00 + 9.00)

APPROVED BY: J.M.T.

CERTIFIED COPY MADE

ARTICLES OF INCORPORATION
OF
DOUBLETAKES INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 29, 1988 AT 10:41 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

D2530327

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 JUL 26 1988

RETURN TO:
CT CORPORATION SYSTEM
DORIS CRAWFORD
32 SOUTH STREET
BALTIMORE

MD 21202

186C3013276

A 257687



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOR 5909 1290

ARTICLES OF AMENDMENT

STATE DEPARTMENT OF ASSESSMENTS

MEYERS & YOUNG, P.A.

ARTICLE FILED

3-16-88 9:27a

90

Meyers & Young, 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 that:

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

MEYERS & YOUNG, PA.

and inserting in lieu thereof, the following:

Article I: That the name of the Corporation is:

MEYERS, YOUNG & GROVE, P.A.

SECOND: The Board of Directors and the Stockholders of the Corporation at a meeting duly convened and held on January 15, 1988 adopted a RESOLUTION in which was set forth the foregoing Amendment to the Charter.

THE UNDERSIGNED, President of Meyers & Young, P.A., who executed on behalf of said Corporation the foregoing Article of Amendment, of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation and further, certifies that to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

1988 MAR 16 A 9:27

Attest to Signature and Corporate Seal:

E. Kenneth Cross
Secretary

MEYERS & YOUNG, P.A.

By: Lynn F. Meyers
Lynn F. Meyers, President

80765143

309 2428

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

I HEREBY CERTIFY, That on this *15th* day of *March* A. D., 1988, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Lynn F. Meyers, who acknowledged himself to be President of Meyers & Young, P.A., a Maryland professional corporation, and that he, as such President, being authorized so to do, executed the foregoing Articles of Amendment with respect to approval thereof are true and correct to the best of his knowledge, information and belief.

Witness my hand and official Notarial Seal.

Harriet L. Swoman
Notary Public



My Commission Expires:
1 July 1990



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 9A BUSINESS CODE 06 COUNTY 71

20479246 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	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
73	_____	Certificate of Merger/Transfer
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. Certificate of Status
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Cert. of Status
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) Meyers, Young & Grove, P.A.

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

Code 075

ATTENTION: Nancy Bayer

MAIL TO ADDRESS: _____

NOTE: Add to Code #

TOTAL FEES 28
 Check _____ Cash
Documents on _____ checks

APPROVED BY: [Signature]



ARTICLES OF AMENDMENT
OF
MEYERS & YOUNG, P.A.
CHANGING ITS NAME TO:
MEYERS, YOUNG & GROVE, P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 16, 1988 AT 9:27 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

\$ _____

D0479246

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 JUL 26 1988

RETURN TO:
MEYERS & YOUNG
NANCY BAYER
P O BOX 1267
HAGERSTOWN

MD 21741 1267

185C3013217

A 257623



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3008 2427

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

ARTICLES OF AMENDMENT SEMKO ELECTRIC CO., INC.

APPROVED FOR RECORD

3/23/88

9:55

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

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

SEMKO ELECTRIC CO., INC.

and inserting in lieu thereof, the following:

Article I: That the name of the Corporation is:

DELTA ELECTRIC, INC.

SECOND: The Board of Directors of the Corporation at a meeting duly convened and held on February 29, 1988 adopted a RESOLUTION in which was set forth the foregoing Amendment to the Charter and directed that it be submitted for action thereon by the Stockholders of the Corporation at a Meeting of Stockholders of the same date in conjunction with the Board Meeting.

THIRD: Notice setting forth the said Amendment of Charter and stating that the purpose of the meeting of the Stockholders would be to take action thereon, was given as required by law, to all Stockholders of the Corporation entitled to vote thereon. The Amendment of the Charter of the Corporation as hereinabove set forth was approved by the Stockholders of the Corporation at said meeting on February 29, 1988 by unanimous vote.

THE UNDERSIGNED, President of Semko Electric Co., Inc., who executed on behalf of said Corporation the foregoing Articles of Amendment, of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation 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:

SEMKO ELECTRIC CO., INC.

Mark Semler Secretary

By: James M. Semler, President

20838044

3009 1466

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

I HEREBY CERTIFY, That on this 18 day of March, A. D., 1988, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared James M. Semler, who acknowledged himself to be President of Semko Electric Co., Inc., a Maryland corporation, and that he, as such President, being authorized so to do, executed the foregoing Articles of Amendment with respect to approval thereof are true and correct to the best of his knowledge, information and belief.

Witness my hand and official Notarial Seal.

Mary Ellen Snook
Notary Public



My Commission Expires:
1 July 1990



DOCUMENT CODE 09A BUSINESS CODE _____ COUNTY 71

80546556

___ 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	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
73	_____	Certificate of Merger/Transfer
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. Certificate of Status
NA	_____	Foreign Corporation Registration
87	_____	___ Limited Part. Cert. of Status
71	_____	Financial
600	_____	___ Personal Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
___	_____	Other _____
___	_____	Other _____

Name Change (New Name) Delta Electric Inc.

- Change of Name
- ___ Change of Principal Office
- ___ Change of Resident Agent
- ___ Change of Resident Agent Address
- ___ Resignation of Resident Agent

Code 075

ATTENTION: _____

MAIL TO ADDRESS: _____

NOTE: _____

TOTAL FEES 20

Check ___ Cash

2 Documents on 1 checks

APPROVED BY: PCM

ARTICLES OF AMENDMENT
OF
SEMKO ELECTRIC CO., INC.
CHANGING ITS NAME TO:
DELTA ELECTRIC, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **March 23, 1988** AT **8:55** 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 242356

RECORDED IN THE RECORDS OF THE **009 1465**
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.



GOD'S WORD TO THE WORLD
INTERNATIONAL FELLOWSHIP, INC.



P. O. Box 12476 5750 Fleetwood Lane
Beaumont, Texas 77706

CORPORATE RESOLUTION - ACTION TAKEN IN THE MARCH 8, 1988 CORPORATED BOARD MEETING BY THE BOARD OF DIRECTORS, 1:30 PM

The Board of Directors of GOD'S WORD TO THE WORLD INTERNATIONAL FELLOWSHIP, INC., a corporation organized in the State of Maryland on 17 October 1983, duly approved a resolution as follows:

RESOLVED: That the principal office of the corporation is hereby changed to 635 Oak Hill Avenue, % Mr. Robert B. Stone, Hagerstown, Maryland 21740, effective 8 March 1988.

FURTHER RESOLVED: That the resident agent for the State of Maryland is hereby changed to Mr. Robert B. Stone, Attorney-at-Law, 635 Oak Hill Avenue, Hagerstown, Maryland 21740, effective 8 March 1988.

FURTHER RESOLVED: That Clair S. Brinton, Jr. of Hagerstown, Maryland 21740 is hereby terminated, effective 8 March 1988, as resident agent for the corporation.

I, ROY E. SNYDER certify that under the penalties of perjury that to the best of my knowledge, information, and belief the foregoing resolution is true in all material respects.

Roy E. Snyder
ROY E. SNYDER

President, GOD'S WORD TO THE WORLD
International Fellowship, Inc.
Telephone 409-899-3304

Julia A. Smith
JULIA A. SMITH

Secretary, GOD'S WORD TO THE WORLD
International Fellowship, Inc.
Telephone 409-899-3304

81448138

00 6 V EZ ANH 8861

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

5/23/88 at *9:00* a.m.

3026 2731



DOCUMENT CODE _____

BUSINESS CODE _____

COUNTY 71

D1623818

___ 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 Req.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
73	_____	Certificate of Merger/Transfer
70	<u>3.00</u>	Recording Fee
75	<u>5.00</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. Certificate of Status
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Cert. of Status
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- ___ Change of Name
- Change of Principal Office
- Change of Resident Agent
- Change of Resident Agent Address
- ___ Resignation of Resident Agent
- ___ Designation of Resident Agent and Agent's address.

Code _____

ATTENTION: _____

MAIL TO ADDRESS: I. W. T. W.

International Fellowship Inc
P. O. Box 12476
5750 Fleetwood Lane
Beaumont, Texas 77706

NOTE:

TOTAL FEES \$8.00

1 Check _____ Cash

Documents on 1 checks

APPROVED BY: [Signature]

CHANGE OF RESIDENT AGENT & ADDRESS AND PRINCIPAL OFFICE
OF
GOD'S WORD TO THE WORLD INTERNATIONAL
FELLOWSHIP, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 23, 1988 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:

\$ _____

\$ 3.00

\$ 5.00

D1623818

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: MAILED AUG 12 1988
GWTTW INTERNATIONAL FELLOWSHIP,
INC.
P. O. BOX 12476
5750 FLEETWOOD LANE
BEAUMONT TX 77706

225C3012548

A 263215



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3026 273
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

ARTICLES OF INCORPORATION
OF
RETURN ENGAGEMENTS OF HANCOCK, INC.
(A CLOSED CORPORATION)

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
5-25-88 at 10:31

9

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 VITURE 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 RETURN ENGAGEMENTS OF HANCOCK, 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 OPERATE A BEAUTY SHOP AND FITNESS CENTER
- (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 1023A MARYLAND AVE., HAGERSTOWN, MARYLAND 21740, THE RESIDENT AGENT OF THE CORPORATION IS TIMOTHY A. DAVIS WHOSE POST OFFICE ADDRESS IS 1023A MARYLAND AVENUE, HAGERSTOWN, MARYLAND 21740. SAID RESIDENT AGENT IS A CITIZEN OF THE STATE OF MARYLAND AND ACTUALLY RESIDES THEREIN. ✓

SIXTH: THE TOTAL NUMBER OF SHARES OF 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

814780369 2048

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, CORPORATIONS AND ASSOCIATIONS, ANNOTATED CODE OF MARYLAND. THE NAME OF THE DIRECTOR WHO SHALL ACT UNTIL AT LEAST ONE SHARE IS ISSUED SHALL BE RONALD BARKER.

EIGHTH: THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

IN WITNESS WHEREOF, I HAVE SIGNED THESE ARTICLES OF INCORPORATION THE 2nd DAY OF MAY, 1988.

Timothy Alan Davis
TIMOTHY ALAN DAVIS

STATE OF MARYLAND, WASHINGTON, TO-WIT:

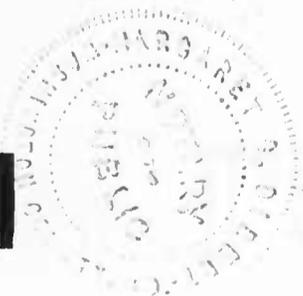
I HEREBY CERTIFY, THAT ON THIS 2ND DAY OF MAY, 1988 BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC IN AND FOR THE STATE AND COUNTY AFORESAID, PERSONALLY APPEARED TIMOTHY ALAN DAVIS, WHO DID ACKNOWLEDGE THE AFOREGOING TO BE HIS VOLUNTARY ACT AND DEED.

WITNESS MY HAND AND OFFICIAL NOTARIAL SEAL.

Margaret G. Dibert
NOTARY PUBLIC
MARGARET G. DIBERT

MY COMMISSION EXPIRES:

 JULY 1st , 1990





STATE OF MARYLAND

State Department of Assessments and Taxation

Gen 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	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

_____ Resignation of Resident Agent

73 _____ Certificate of Merger/Transfer

75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership

Code _____

ATTENTION: _____

85 _____ Termination of Limited Partnership

21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax

MAIL TO ADDRESS: _____

31	_____	Corp. Good Standing
NA	_____	Foreign Corporation Registration

Timothy A. Davis

1023A Maryland Ave.

Hagerstown, Md 21740

87 _____ Limited Part. Good Standing

71	_____	Financial
600	_____	Personal Property Reports and late filing penalties

NOTE: _____

70 _____ Change of P.O., R.A. or R.A.A.

Other _____

Other _____

TOTAL FEES 40

_____ Check _____ Cash

1 Documents on 1 checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
RETURN ENGAGEMENTS OF HANCOCK, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **MAY 25, 1988** AT **10:31** 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:

\$ _____

D2565760

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:
TIMOTHY A. DAVIS
1023A MARYLAND AVE.
HAGERSTOWN

MAILED AUG 12 1988

MD 21740

225C3012458

A 263137



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS 3026 2047

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

362

9

ARTICLES OF INCORPORATION
OF

THE INTERNATIONAL CULTURAL and ECONOMIC CENTER of SENEGAL, INC.

I, the undersigned, Stephen J. Cichelli, a citizen of the State of Maryland, over eighteen years of age, whose address is 15 Taylor Drive, Keedysville, Maryland 21756, hereby express my intent to form a corporation under and by virtue of the general laws of the State of Maryland.

FIRST: The name of the Corporation (hereinafter called the "Corporation") is:

THE INTERNATIONAL CULTURAL and ECONOMIC CENTER of SENEGAL, INC.

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

To build and operate in Dakar, Senegal a hotel and office complex and provide project consulting and investment services for technology transfer and economic development to the region.

As principal, agent, or otherwise, to buy, sell, hold, own, improve, operate, lease, convey, exchange, mortgage, pledge, transfer or otherwise acquire, use and dispose of land, water rights, factories, warehouses, offices, buildings, shops, salesroom, apparatus, materials, supplies and property both real and personal, wheresoever situated, and to exercise such rights and privileges as may be requisite to carry out any or all of the foregoing purposes, and to construct, equip, lease, rent, hire,

326 1812

STATE DEPARTMENT OF REGISTRARS 1

81448055

5-23-88 8127

manage buildings and structures of every kind and description.

To carry on the business of warehousing and storing and all business incidental thereto, including the issuance of warehouse and storage receipts, negotiable or otherwise, and the making of advances of loans of any kind, to manufacture, purchase or acquire in any lawful manner and to hold, own, mortgage, pledge, sell, transfer, or in any manner dispose of, and to deal and trade in goods, wares, merchandise and property of any and every class and description, and in any part of the world.

To acquire the good will, rights and property and to undertake the whole or any part of the assets or liabilities of any person, firm, association or corporation; to pay for the same in cash, the stock of their corporation or this corporation, bonds, or otherwise; in any manner to hold or dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

To acquire by subscription, purchase, exchange or otherwise, to hold as an investment or for any other purpose, to sell, exchange, pledge, mortgage, transfer or otherwise dispose of any bonds, notes, evidences, or indebtedness, shares of stock or other securities or obligations of any kind issued or created by any other corporation of any state, the District of Columbia, or territory of the United States or of any foreign country; and to aid in any manner any corporation whose securities or

obligations are to be held, and to control or direct the operations of such corporations; and to do any act or thing designed to preserve, protect or improve the value of said securities and obligations; and while the holder of said securities of such corporation to exercise all the powers and privileges of ownership, including the power to vote and to carry on all of the objects and exercise all of the powers provided by this paragraph as fully as a natural person might be legally entitled to do.

To apply for, purchase, or in any manner to acquire and to hold, own, use and operate, and to sell or in any manner dispose of, and to grant license or other rights in respect of and in any manner deal with, any and all rights, inventions, improvements and processes used in connection with or secured under letter patent or copyrights of the United States or other countries, or otherwise, and to work, operate or develop the same, and to carry on business, manufacturing or otherwise, which may directly or indirectly effectuate these objects or any of them.

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of any or all of the shares of capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of this State or any other state, territory, country, nation or government, and while owner of said stock may exercise all the rights, powers, and privileges of ownership, including the right

1814

to vote thereon, to the same extent as natural persons might or could do.

To enter into, make and perform contracts of every kind, with any person, firm, association or corporation, municipality, body politic, country, county, territory, state, government or colony or dependency thereof, and without limit as to amount, to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or transferrable instruments and evidence of indebtedness, whether secured by mortgage or otherwise, as well as to secure the same by mortgage or otherwise.

To do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world, as principals, agents, contractors, or otherwise, and either alone or in company with others.

To conduct business in any of the States, in the District of Columbia and territories, and in any and all foreign countries, to have one or more offices therein to hold, purchase, mortgage and convey real and personal property, without limit as to the amount.

To purchase, hold and reissue any of the shares of its capital stock subject to the applicable laws of this jurisdiction.

In general, to carry on any other business in

connection with the foregoing 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 these, or any part thereof, or to enhance the value of its property, business or rights; and to have and exercise all the powers conferred by the laws of this jurisdiction upon corporations formed therein.

It is the intention that the objects, purposes and powers in these Articles of Incorporation expressed shall in no way be limited or restricted by reference to or inference from the clause of any other paragraph in these Articles, but that the objects, purposes and powers specified herein and in each of the clauses and paragraphs of this charter shall be independent objects, purposes and powers. Further, the said corporation shall have, enjoy and exercise all of the powers and rights conferred by statute upon corporations, and the enumeration of specific powers in these Articles if made in furtherance and not in limitation of the powers conferred by law, and no restrictions upon any power is intended to be implied in such specification or from any expression of said sections.

✓ THIRD: The post office address of the principal office of the Corporation, 15 Taylor Drive, Keedysville, Maryland, 21756

The Resident Agent of the Corporation is Stephen J. 1816
302

Cichelli, 15 Taylor Drive, Keedysville, Maryland 21756, a resident of the State of Maryland, who actually resides therein.

FOURTH: The Corporation shall have the authority to issue the following common stock, all of one class.

<u>Number of Shares</u>	<u>Par Value</u>
5,000	None

There shall be no preferences, qualifications, limitation, restrictions, nor special or relative rights in respect of the stock and there shall be no provisions limiting or denying to shareholders the preemption right to acquire additional shares of the Corporation.

FIFTH: The number of directors constituting the Board of Directors shall be one which number may be increased pursuant to the by-laws of the Corporation and the name of the director who shall act until the first meeting or until successors are duly elected and qualified is Stephen J. Cichelli.

SIXTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, this 19th day of May, 1988.

WITNESS:

Bonnie J. Hawbaker Stephen J. Cichelli 5/19/88
Stephen J. Cichelli

PROJECT CONSULTANTS, INC.
15 Taylor Drive
Keedysville, Maryland 21756
(301) 293-7770

STATE OF MARYLAND)
) to wit:
WASHINGTON COUNTY)

I HEREBY CERTIFY, that on this 19th day of May, 1988, before me, the subscriber, a Notary Public in and for the State of Maryland, Washington County, personally appeared Stephen J. Cichelli and he severally acknowledged the foregoing Articles of Incorporation to be his act and deed.

AS WITNESS my hand and Notarial Seal.

Jeannette R. Eastuday
Notary Public

My Commission expires: 7-1-90



STATE OF MARYLAND
State Department of Assessments and Taxation
Geno 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>24</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	_____	Certified Copy _____	_____ Change of Resident Agent Address
56	_____	Penalty	_____ Resignation of Resident Agent
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
73	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	
84	_____	Amendment to Limited Partnership	ATTENTION: _____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	Corp. Good Standing	MAIL TO ADDRESS: _____
NA	_____	Foreign Corporation Registration	<u>Project Consultants, Inc.</u>
87	_____	Limited Part. Good Standing	<u>15 Taylor Dr</u>
71	_____	Financial	<u>Keedysville, Md. 21756</u>
600	_____	Personal Property Reports and late filing penalties	
70	_____	Change of P.O., R.A. or R.A.A.	
	_____	Other _____	NOTE: _____
	_____	Other _____	

TOTAL FEES 44
 Check _____ Cash _____
Documents on _____ checks _____

APPROVED BY: J.M.T.

ARTICLES OF INCORPORATION
OF
THE INTERNATIONAL CULTURAL AND ECONOMIC CENTER
OF SENEGAL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 23, 1988 AT 8:27 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 24.00

SPECIAL
FEE PAID:

\$

D2565364

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 AUG 12 1988

RETURN TO:
PROJECT CONSULTANTS, INC.
15 TAYLOR DR.
KEEDYSVILLE MD 21756

225C3012418

A 263107



RECORDED IN THE RECORDS OF THE

3026 1811

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

MICHAEL A. PRIDAY, INC.

ARTICLES OF INCORPORATION

J-23-88 10:50 PM

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

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

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

1. To establish, maintain, conduct and operate food markets, bakeries and generally trade and deal in and with foodstuffs, beverages, commodities, wares and merchandise of every kind, nature and description; to process market and deal in food products and food supplies of all kinds both at wholesale and retail and maintain, operate and deal in stores selling such goods, wares and merchandise; to participate in the franchising of food products or services as either a franchisor or franchisee and do any and every act necessary or incident to the usual conduct of such business or businesses.

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

1988 MAY 23 A 10:54

3025 1479

81448490

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 339 West Washington Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is E. Kenneth Grove, Jr., 82 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in Maryland.

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

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

The name of the Director who shall act until the first annual meeting or until a successor is duly chosen and qualified is Michael A. Priday.

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, 1988.

WITNESS:

Nancy Bayen

E. Kenneth Grove, Jr.
E. Kenneth Grove, Jr.



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

DOCUMENT CODE 027 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)	_____
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	_____	Certified Copy	_____ Change of Resident Agent Address
56	_____	Penalty	_____ Resignation of Resident Agent
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
73	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	
84	_____	Amendment to Limited Partnership	ATTENTION: _____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	<u>6</u>	<u>1</u> Corp. Certificate of Status	MAIL TO ADDRESS: _____
NA	_____	Foreign Corporation Registration	<u>Nancy Bayler</u>
87	_____	Limited Part. Cert. of Status	<u>PO Box 1267</u>
71	_____	Financial	<u>Hagerstown Md</u>
600	_____	Personal Property Reports and late filing penalties	<u>21741-1267</u>
70	_____	Change of P.O., R.A. or R.A.A.	NOTE: _____
_____	_____	Other	
_____	_____	Other	

TOTAL FEES 46

Check _____ Cash

Documents on _____ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
MICHAEL A. PRIDAY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **MAY 23, 1988** AT **10:54** 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:

\$ _____

D2563864

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:
NANCY BAYER
P.O. BOX 1267
HAGERSTOWN

MAILED AUG 12 1988

MD 21741 1267

223C3012225

A 262940



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS **3025 1478**
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

376

ARTICLES OF AMENDMENT
FOR
CROWN INCORPORATED OF HAGERSTOWN, MARYLAND

Crown Incorporated of Hagerstown, Maryland, Inc., a Maryland Corporation, having its principal office at 2220 Virginia Avenue, Hagerstown, Maryland (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 Articles First and Fourth in their entirety and substituting in lieu thereof the following:

FIRST: I, Roy A. Sylvester, whose post office address is 2220 Virginia Avenue, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, do hereby form a "close" corporation under and as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

FOURTH: The Post Office address of the principal office of the corporation in this state is 2220 Virginia Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the corporation is Roy A. Sylvester, whose post office address is 2220 Virginia Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this state.

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, Crown Incorporated of Hagerstown, Maryland, Inc., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 24 day of February, 1988, and its President acknowledges that these Articles of Amendment are the act and deed of Crown Incorporated of Hagerstown, Maryland 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:

CROWN INCORPORATED OF
HAGERSTOWN, MARYLAND

Roy A. Sylvester
Secretary

BY: [Signature]
President

81888142

1988 MAY 11 P 9

5-17-88

9:14

3027 0806



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

377

DOCUMENT CODE

09

BUSINESS CODE

03

COUNTY

71

#D1158401

P.A

Religious

Close

Stock

Nonstock

Merging

(Transferor)

Surviving

(Transferee)

CODE

AMOUNT

FEE REMITTED

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 Penalty
 54 For. Supplemental Cert.
 53 Foreign Resolution
 73 Certificate of Conveyance

Name Change

(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Resignation of Resident Agent

Became a Closed Corp

73 Certificate of Merger/Transfer

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. Certificate of Status
 NA Foreign Corporation Registration
 87 Limited Part. Cert. of Status
 71 Financial
 600 Personal Property Reports and late filing penalties
 70 Change of P.O., R.A. or R.A.A.
 Other
 Other

Code

ATTENTION:

MAIL TO ADDRESS:

Day And Schneider, P.A.

Ste. 300

120 W. Washington St.

Hagerstown, Md. 21740

NOTE:

Became a Closed Corp

TOTAL FEES

20

Check

Cash

Documents on checks

APPROVED BY: J.M.T

3027 0807

ARTICLES OF AMENDMENT
OF
CROWN INCORPORATED OF HAGERSTOWN, MARYLAND

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **MAY** **17, 1988** AT **9:14** 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

\$ _____

D1158401

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 AUG 12 1988

RETURN TO:
DAY AND SCHNIEDER, P.A.
STE. 300
120 W. WASHINGTON ST.
HAGERSTOWN MD 21740

222C3012150

A 262874



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS **3027 0805**
AND TAXATION OF MARYLAND IN LIBER. FOLIO.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

D & R INTERIORS, INC. APPROVED FOR RECORDED
5-18-88
ARTICLES OF INCORPORATION at 9:46a

FIRST: I, Ronald Eugene Eyler, whose post office is 1544 Jefferson Boulevard, Hagerstown, Maryland 21740, being at least eighteen (18) year 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 D & R INTERIORS, INC.

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

(1) To carry on and conduct in all its branches and departments, as principal or agent, the business of retail or wholesale merchants of furniture, fixtures, household appliances and household furnishings of every type and character and all business incidental or in any way connected therewith; 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 1544 Jefferson Boulevard, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are Ralph H. France, II, Esquire, 152 W. Washington Street, Drawer A, Hagerstown, MD 21740. Said Resident Agent is an individual actually residing in this State.

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

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

3027 0205
81398140

annual meeting or until their successors are duly chosen and qualified are: **Ronald Eugene Eyler and Brenda D. Eyler.**

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

NINTH: Any stockholder desiring to sell any of the shares of the Corporation shall first offer said shares to the Corporation and the other shareholders in the following manner:

(1) Such share holder shall give written notice by registered mail to the secretary of the Corporation of his

intention to sell such share. Said notice shall specify the number of shares to be sold, the price per share, and the terms upon which the sale is to be made. The Corporation shall have ten (10) days from the receipt of such notice within which to exercise its option to purchase all or any full number of the shares so offered. Such purchase may be authorized by the Board of Directors without any action by the shareholders of the Corporation.

(2) In the event that the Corporation shall fail to purchase all of such shares within the said ten (10) day period, the secretary of the Corporation shall, within five (5) days thereafter, give written notice to each of the other shareholders of record, stating the number of shares offered for sale but not purchased by the Corporation, the price per share; and the terms upon which the sale is being made. Such notice shall be sent by mail addressed to each shareholder at his last address as it appears on the books of the Corporation. Within ten (10) days after the mailing of said notices, any shareholder desiring to purchase part or all of such shares shall deliver by mail or otherwise to the secretary of the Corporation a written offer for the number of shares desired by him, accompanied by the purchase price therefor with authorization to pay such purchase price against delivery of such shares.

(3) If the shareholders offer to purchase more than the total number of shares available for purchase by them, then the shareholders offering to purchase shall be entitled to purchase such proportion of said shares as the number of shares of the Corporation which he holds bears to the total number of shares held by all shareholders offering to purchase. In the event that the proportion of said shares to which any shareholder should be entitled to purchase is more than the number of shares he desires to purchase, each remaining shareholder desiring to purchase additional shares shall be entitled to purchase such proportion of the overplus as the number of shares which he holds bears to the total number of shares held by all shareholders desiring to participate.

(4) If none or only a part of the shares offered for sale is purchased by the Corporation or shareholders, or both, then the shareholder who offered the same for sale shall have thereafter the right to sell said shares not so purchased to such person or persons as he desires; provided, however, that he shall not sell such shares at a lower price or on terms more favorable to the purchaser than those specified in the written notice he gave to the Corporation.

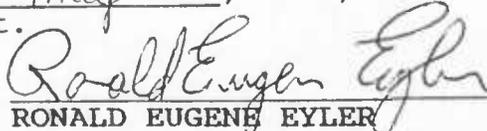
(5) Any sale of the shares of the Corporation shall be null and void unless the provisions of this Section are

3027 0207

3

strictly observed and follows.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 16th day of May, 1988, and I acknowledge the same to be my act.


RONALD EUGENE EYLER



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 028

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>15</u>	<u>2</u> Certified Copy <u>SP</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
73	_____	Certificate of Merger/Transfer
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. Certificate of Status
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Cert. of Status
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

- Name Change (New Name) _____
- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address
- _____ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Ralph France

152 W. Wash St. #A

Hagerstown Md

21740

NOTE: _____

TOTAL FEES 55

Check _____ Cash

Documents on _____ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
D & R INTERIORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 18, 1988 AT 9:46 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:

\$

D2563427

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 AUG 12 1988

RETURN TO:
RALPH H. FRANCE, II, ESQUIRE
152 WEST WASHINGTON STREET
DRAWER A
HAGERSTOWN

MD 21740

222C3012109

A 262833



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS 3027 0204

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

384

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

REMOVED FOR RECORD

HAGERSTOWN NEWS DISTRIBUTORS, INC. ARTICLES OF AMENDMENT

5-18-88

9:28a

MAY 18 4 28

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

FIRST: The Charter of the Corporation is hereby amended by adding new Articles NINE, TEN and ELEVEN reading as follows:

NINE: The liability for money damages of each director and officer of the Corporation to the Corporation or its stockholders shall be limited to One Thousand Dollars (\$1,000.00) for each event or omission, provided that such limitation of liability shall not apply:

(i) to limit the recovery by or for the account of the Corporation of the amount of an improper benefit or profit where it is proved that the director or officer received an improper benefit or profit in money, property or services; or

(ii) to the extent that a judgment or other final adjudication adverse to the director or officer is entered in a proceeding based on a finding that an act or omission of a director or an officer resulted from active and deliberate dishonesty and such action or omission was material to the cause of action adjudicated in the proceeding.

For the purposes of this Article, references to "officers" shall refer to the President, all Vice-Presidents, the Secretary, the Treasurer and all other officers provided for in the by-laws of the Corporation. The limitation of liability under this Article shall not apply to events or omissions which occurred before February 18, 1988.

TEN: The Corporation shall indemnify its past, present and future directors and officers from judgments, fines, penalties, settlements and defense costs and expenses (including reasonable attorneys' fees) incurred in threatened, pending or completed actions, suits or proceedings against him, whether civil, criminal, administrative or investigative, to which such person was or is a party or threatened to be made a party by reason of his being or having been a director or officer of the Corporation or, at the Corporation's request, of any other

81398166

corporation, partnership or enterprise and from which he is not otherwise entitled to be indemnified (such actions, suits and proceedings are hereinafter collectively referred to as "Proceedings") as follows:

A. The Corporation shall advance, pay when due and reimburse the reasonable expenses incurred by each director or officer of the Corporation in the investigation and defense of any Proceeding, provided that the following conditions are satisfied and limitations observed:

i. a director or officer to be indemnified hereunder first shall have executed and delivered to the Corporation an irrevocable and unconditional written agreement to reimburse all amounts paid by the Corporation hereunder if it is adjudged in the Proceeding (or in any settlement of the Proceeding prior to a final adjudication of the merits any of the following conditions is not unambiguously negated in the written settlement agreement) (a) that the director or officer did not act in good faith, (b) that the director or officer did not reasonably believe that his acts or omissions which are material to the Proceeding were not opposed to the best interests of the Corporation, (c) that the acts and omissions of the director or officer were not the result of active and deliberate dishonesty, or (d) that the acts or omissions of the director or officer did not result in him actually receiving an improper personal benefit in money, property or services.

ii. if the director or officer is alleged in the Proceeding to have defrauded the Corporation or to have derived an improper personal benefit in money, property or services, no indemnification shall be afforded to the director or officer unless and until (a) a disinterested majority of the stockholders or of the Board of Directors of the Corporation shall determine that such indemnification is appropriate and the director or officer shall have executed and delivered to the Corporation the written agreement described in clause i. above or (b) it is adjudged in the Proceeding (or acknowledged in any written agreement settling the Proceeding prior to a final adjudication of the merits) that the director or officer did not defraud the Corporation or receive an improper benefit in money, property and services.

B. The Corporation shall indemnify each director and officer of the Corporation against all judgments, fines, penalties and settlements entered or assessed against him or entered into in any Proceeding, subject to the following conditions and limitations:

i. there shall be no indemnification hereunder

against liabilities which it is determined that the director or officer owes to the Corporation,

ii. in the case of a criminal Proceeding, there shall be no indemnification hereunder if it is adjudged that the director or officer had reasonable cause to believe that the act or omission was unlawful, provided that conviction or entry of a plea of nolo contendere creates no presumption that the director or officer lacked reasonable cause to believe that his act or omission was unlawful, and

iii. there shall be no indemnification hereunder for acts or omissions which are the result of wilful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office as such director or officer.

C. The indemnification and advancement of expenses required in this Article shall not be exclusive of any other rights to, and shall not preclude the granting of, indemnification and advancement of expenses under circumstances and conditions different from those set forth in this Article under the by-laws, resolutions of the Board of Directors or duly authorized agreements of the Corporation. Such indemnification and advancement of expenses shall continue as to a person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of the personal representatives and heirs of such person.

D. For the purposes of this Article, the term "officer" shall refer to the President, all Vice-Presidents, the Secretary, the Treasurer and all other officers provided for in the by-laws of the Corporation and corresponding executive officials of other corporations, partnerships and enterprises within the scope of the provisions of this Article; references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed against a person with respect to an employee benefit plan; references to "serving at the request of the Corporation" shall include any service as a director, officer, employee or agent of the Corporation which imposes duties on, or involves services by, such director, officer, employee or agent with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation".

E. For the purposes of this Article, references to "the Corporation" shall include any constituent corporation (including any constituent of such constituent) absorbed by the

Corporation in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors and officers, so that any person who is or was a director or officer of such constituent corporation, or is or was serving at the request of such constituent corporation as a director or officer of another enterprise shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.

ELEVEN: Articles NINE, TEN and ELEVEN may not be modified or revoked without, in addition to all other proceedings and approvals required under applicable law, the approval of all stockholders who, on the effective date of the modification or revocation or at any time prior thereto, were directors or officers of the Corporation or (in the case of modifications or revocations to Articles TEN and ELEVEN) of any other corporation, partnership or enterprise the directors and officers of which are entitled to indemnification under the terms of Article TEN.

SECOND: By unanimous written consent of all the directors and stockholders of the Corporation dated as of _____, 1988, taken pursuant to Sections 2-104(b), 2-408 and 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the directors and stockholders of the Corporation duly advised, approved and adopted the foregoing amendments.

IN WITNESS WHEREOF, Hagerstown News Distributors, Inc. has caused these Articles of Amendment to be signed and acknowledged in its name and on its behalf by its President and attested by its Secretary on this 9 day of May, 1988, and they acknowledged the same to be the act of said Corporation, and that to the best of their knowledge, information and belief, all matters and facts stated herein are true in all material respects, and that this statement is made under the penalties of perjury.

ATTEST:

HAGERSTOWN NEWS DISTRIBUTORS,
INC.

Brigitte E. Greenwald
Brigitte E. Greenwald,
Secretary

BY: Melvin C. Greenwald (SEAL)
Melvin C. Greenwald,
President

RBL / I71761.DOC

3025 1247



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

098

BUSINESS CODE

03

COUNTY

7

0937953 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, Penalty, For. Supplemental Cert., Foreign Resolution, Certificate of Conveyance, Certificate of Merger/Transfer, 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. Certificate of Status, Foreign Corporation Registration, Limited Part. Cert. of Status, Financial, Personal Property Reports and late filing penalties, Change of P.O., R.A. or R.A.A., Other, Other.

- Name Change (New Name)
Change of Name
Change of Principal Office
Change of Resident Agent
Change of Resident Agent Address
Resignation of Resident Agent

Code 128

ATTENTION:

MAIL TO ADDRESS:

NOTE:

TOTAL FEES

20

Check Cash

Documents on checks

APPROVED BY: [Signature]

ARTICLES OF AMENDMENT
OF
HAGERSTOWN NEWS DISTRIBUTORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 18, 1988 AT 9:28 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:

\$ _____

D0937953

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:
GEBHARDT & SMITH
9TH FLOOR
THE WORLD TRADE CENTER
BALTIMORE

MAILED AUG 12 1988

MD 21202

220C3011837

A 262554



RECORDED IN THE RECORDS OF THE 3025 1243

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

390

GREENWALD ENTERTAINMENT SOFTWARE, INC.
ARTICLES OF AMENDMENT

1988 MAY 18 A 9:28

5-18-88

9:28a

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

FIRST: The Charter of the Corporation is hereby amended by striking out Article TEN and adding new Articles TEN, ELEVEN and TWELVE reading as follows:

TEN: The liability for money damages of each director and officer of the Corporation to the Corporation or its stockholders shall be limited to One Thousand Dollars (\$1,000.00) for each event or omission, provided that such limitation of liability shall not apply:

(i) to limit the recovery by or for the account of the Corporation of the amount of an improper benefit or profit where it is proved that the director or officer received an improper benefit or profit in money, property or services; or

(ii) to the extent that a judgment or other final adjudication adverse to the director or officer is entered in a proceeding based on a finding that an act or omission of a director or an officer resulted from active and deliberate dishonesty and such action or omission was material to the cause of action adjudicated in the proceeding.

For the purposes of this Article, references to "officers" shall refer to the President, all Vice-Presidents, the Secretary, the Treasurer and all other officers provided for in the by-laws of the Corporation. The limitation of liability under this Article shall not apply to events or omissions which occurred before February 18, 1988.

ELEVEN: The Corporation shall indemnify its past, present and future directors and officers from judgments, fines, penalties, settlements and defense costs and expenses (including reasonable attorneys' fees) incurred in threatened, pending or completed actions, suits or proceedings against him, whether civil, criminal, administrative or investigative, to which such person was or is a party or threatened to be made a party by reason of his being or having been a director or officer of the Corporation or, at the Corporation's request, of any other

corporation, partnership or enterprise and from which he is not otherwise entitled to be indemnified (such actions, suits and proceedings are hereinafter collectively referred to as "Proceedings") as follows:

A. The Corporation shall advance, pay when due and reimburse the reasonable expenses incurred by each director or officer of the Corporation in the investigation and defense of any Proceeding, provided that the following conditions are satisfied and limitations observed:

i. a director or officer to be indemnified hereunder first shall have executed and delivered to the Corporation an irrevocable and unconditional written agreement to reimburse all amounts paid by the Corporation hereunder if it is adjudged in the Proceeding (or in any settlement of the Proceeding prior to a final adjudication of the merits any of the following conditions is not unambiguously negated in the written settlement agreement) (a) that the director or officer did not act in good faith, (b) that the director or officer did not reasonably believe that his acts or omissions which are material to the Proceeding were not opposed to the best interests of the Corporation, (c) that the acts and omissions of the director or officer were not the result of active and deliberate dishonesty, or (d) that the acts or omissions of the director or officer did not result in him actually receiving an improper personal benefit in money, property or services.

ii. if the director or officer is alleged in the Proceeding to have defrauded the Corporation or to have derived an improper personal benefit in money, property or services, no indemnification shall be afforded to the director or officer unless and until (a) a disinterested majority of the stockholders or of the Board of Directors of the Corporation shall determine that such indemnification is appropriate and the director or officer shall have executed and delivered to the Corporation the written agreement described in clause i. above or (b) it is adjudged in the Proceeding (or acknowledged in any written agreement settling the Proceeding prior to a final adjudication of the merits) that the director or officer did not defraud the Corporation or receive an improper benefit in money, property and services.

B. The Corporation shall indemnify each director and officer of the Corporation against all judgments, fines, penalties and settlements entered or assessed against him or entered into in any Proceeding, subject to the following conditions and limitations:

i. there shall be no indemnification hereunder

against liabilities which it is determined that the director or officer owes to the Corporation,

ii. in the case of a criminal Proceeding, there shall be no indemnification hereunder if it is adjudged that the director or officer had reasonable cause to believe that the act or omission was unlawful, provided that conviction or entry of a plea of nolo contendere creates no presumption that the director or officer lacked reasonable cause to believe that his act or omission was unlawful, and

iii. there shall be no indemnification hereunder for acts or omissions which are the result of wilful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office as such director or officer.

C. The indemnification and advancement of expenses required in this Article shall not be exclusive of any other rights to, and shall not preclude the granting of, indemnification and advancement of expenses under circumstances and conditions different from those set forth in this Article under the by-laws, resolutions of the Board of Directors or duly authorized agreements of the Corporation. Such indemnification and advancement of expenses shall continue as to a person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of the personal representatives and heirs of such person.

D. For the purposes of this Article, the term "officer" shall refer to the President, all Vice-Presidents, the Secretary, the Treasurer and all other officers provided for in the by-laws of the Corporation and corresponding executive officials of other corporations, partnerships and enterprises within the scope of the provisions of this Article; references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed against a person with respect to an employee benefit plan; references to "serving at the request of the Corporation" shall include any service as a director, officer, employee or agent of the Corporation which imposes duties on, or involves services by, such director, officer, employee or agent with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation".

E. For the purposes of this Article, references to "the Corporation" shall include any constituent corporation (including any constituent of such constituent) absorbed by the

Corporation in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors and officers, so that any person who is or was a director or officer of such constituent corporation, or is or was serving at the request of such constituent corporation as a director or officer of another enterprise shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.

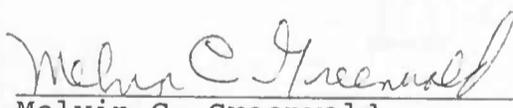
TWELVE: Articles TEN, ELEVEN and TWELVE may not be modified or revoked without, in addition to all other proceedings and approvals required under applicable law, the approval of all stockholders who, on the effective date of the modification or revocation or at any time prior thereto, were directors or officers of the Corporation or (in the case of modifications or revocations to Articles ELEVEN and TWELVE) of any other corporation, partnership or enterprise the directors and officers of which are entitled to indemnification under the terms of Article ELEVEN.

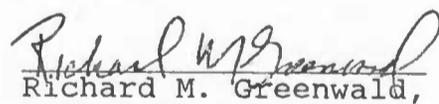
SECOND: By unanimous written consent of all the directors and stockholders of the Corporation dated as of _____, 1988, taken pursuant to Sections 2-104(b), 2-408 and 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the directors and stockholders of the Corporation duly advised, approved and adopted the foregoing amendments.

IN WITNESS WHEREOF, Greenwald Entertainment Software, Inc. has caused these Articles of Amendment to be signed and acknowledged in its name and on its behalf by its President and attested by its Secretary on this 25th day of April, 1988, and they acknowledged the same to be the act of said Corporation, and that to the best of their knowledge, information and belief, all matters and facts stated herein are true in all material respects, and that this statement is made under the penalties of perjury.

ATTEST:

GREENWALD ENTERTAINMENT
SOFTWARE, INC.


Melvin C. Greenwald,
Secretary

By:  (SEAL)
Richard M. Greenwald,
President

RBL/G71782.DOC



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 097 BUSINESS CODE 03 COUNTY 71

2190361 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 Req.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
73	_____	Certificate of Merger/Transfer
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. Certificate of Status
NA	_____	Foreign Corporation Registration
87	_____	_____ Limited Part. Cert. of Status
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

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

Code 028

ATTENTION: _____

MAIL TO ADDRESS: _____

NOTE: _____

TOTAL FEES 20

Check _____ Cash

2 Documents on 1 checks

APPROVED BY: [Signature]

ARTICLES OF AMENDMENT
OF
GREENWALD ENTERTAINMENT SOFTWARE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 18, 1988 AT 9:28 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

\$ _____

D2190361

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: **MAILED AUG 12 1988**
GEBHARDT & SMITH
9TH FLOOR
THE WORLD TRADE CENTER
BALTIMORE MD 21202

220C3011836

A 262553



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3025 1237

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

THE INTERSTATE GROUP, INC. *J-18-88 9:28a*
ARTICLES OF AMENDMENT

1988 MAY 18 A 9:28

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

FIRST: The Charter of the Corporation is hereby amended by adding new Articles TEN, ELEVEN and TWELVE reading as follows:

TEN: The liability for money damages of each director and officer of the Corporation to the Corporation or its stockholders shall be limited to One Thousand Dollars (\$1,000.00) for each event or omission, provided that such limitation of liability shall not apply:

(i) to limit the recovery by or for the account of the Corporation of the amount of an improper benefit or profit where it is proved that the director or officer received an improper benefit or profit in money, property or services; or

(ii) to the extent that a judgment or other final adjudication adverse to the director or officer is entered in a proceeding based on a finding that an act or omission of a director or an officer resulted from active and deliberate dishonesty and such action or omission was material to the cause of action adjudicated in the proceeding.

For the purposes of this Article, references to "officers" shall refer to the President, all Vice-Presidents, the Secretary, the Treasurer and all other officers provided for in the by-laws of the Corporation. The limitation of liability under this Article shall not apply to events or omissions which occurred before February 18, 1988.

ELEVEN: The Corporation shall indemnify its past, present and future directors and officers from judgments, fines, penalties, settlements and defense costs and expenses (including reasonable attorneys' fees) incurred in threatened, pending or completed actions, suits or proceedings against him, whether civil, criminal, administrative or investigative, to which such person was or is a party or threatened to be made a party by reason of his being or having been a director or officer of the Corporation or, at the Corporation's request, of any other

corporation, partnership or enterprise and from which he is not otherwise entitled to be indemnified (such actions, suits and proceedings are hereinafter collectively referred to as "Proceedings") as follows:

A. The Corporation shall advance, pay when due and reimburse the reasonable expenses incurred by each director or officer of the Corporation in the investigation and defense of any Proceeding, provided that the following conditions are satisfied and limitations observed:

i. a director or officer to be indemnified hereunder first shall have executed and delivered to the Corporation an irrevocable and unconditional written agreement to reimburse all amounts paid by the Corporation hereunder if it is adjudged in the Proceeding (or in any settlement of the Proceeding prior to a final adjudication of the merits any of the following conditions is not unambiguously negated in the written settlement agreement) (a) that the director or officer did not act in good faith, (b) that the director or officer did not reasonably believe that his acts or omissions which are material to the Proceeding were not opposed to the best interests of the Corporation, (c) that the acts and omissions of the director or officer were not the result of active and deliberate dishonesty, or (d) that the acts or omissions of the director or officer did not result in him actually receiving an improper personal benefit in money, property or services.

ii. if the director or officer is alleged in the Proceeding to have defrauded the Corporation or to have derived an improper personal benefit in money, property or services, no indemnification shall be afforded to the director or officer unless and until (a) a disinterested majority of the stockholders or of the Board of Directors of the Corporation shall determine that such indemnification is appropriate and the director or officer shall have executed and delivered to the Corporation the written agreement described in clause i. above or (b) it is adjudged in the Proceeding (or acknowledged in any written agreement settling the Proceeding prior to a final adjudication of the merits) that the director or officer did not defraud the Corporation or receive an improper benefit in money, property and services.

B. The Corporation shall indemnify each director and officer of the Corporation against all judgments, fines, penalties and settlements entered or assessed against him or entered into in any Proceeding, subject to the following conditions and limitations:

i. there shall be no indemnification hereunder

against liabilities which it is determined that the director or officer owes to the Corporation,

ii. in the case of a criminal Proceeding, there shall be no indemnification hereunder if it is adjudged that the director or officer had reasonable cause to believe that the act or omission was unlawful, provided that conviction or entry of a plea of nolo contendere creates no presumption that the director or officer lacked reasonable cause to believe that his act or omission was unlawful, and

iii. there shall be no indemnification hereunder for acts or omissions which are the result of wilful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office as such director or officer.

C. The indemnification and advancement of expenses required in this Article shall not be exclusive of any other rights to, and shall not preclude the granting of, indemnification and advancement of expenses under circumstances and conditions different from those set forth in this Article under the by-laws, resolutions of the Board of Directors or duly authorized agreements of the Corporation. Such indemnification and advancement of expenses shall continue as to a person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of the personal representatives and heirs of such person.

D. For the purposes of this Article, the term "officer" shall refer to the President, all Vice-Presidents, the Secretary, the Treasurer and all other officers provided for in the by-laws of the Corporation and corresponding executive officials of other corporations, partnerships and enterprises within the scope of the provisions of this Article; references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed against a person with respect to an employee benefit plan; references to "serving at the request of the Corporation" shall include any service as a director, officer, employee or agent of the Corporation which imposes duties on, or involves services by, such director, officer, employee or agent with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation".

E. For the purposes of this Article, references to "the Corporation" shall include any constituent corporation (including any constituent of such constituent) absorbed by the

Corporation in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors and officers, so that any person who is or was a director or officer of such constituent corporation, or is or was serving at the request of such constituent corporation as a director or officer of another enterprise shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.

TWELVE: Articles TEN, ELEVEN and TWELVE may not be modified or revoked without, in addition to all other proceedings and approvals required under applicable law, the approval of all stockholders who, on the effective date of the modification or revocation or at any time prior thereto, were directors or officers of the Corporation or (in the case of modifications or revocations to Articles ELEVEN and TWELVE) of any other corporation, partnership or enterprise the directors and officers of which are entitled to indemnification under the terms of Article ELEVEN.

SECOND: By unanimous written consent of all the directors and stockholders of the Corporation dated as of _____, 1988, taken pursuant to Sections 2-104(b), 2-408 and 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the directors and stockholders of the Corporation duly advised, approved and adopted the foregoing amendments.

IN WITNESS WHEREOF, The Interstate Group, Inc. has caused these Articles of Amendment to be signed and acknowledged in its name and on its behalf by its President and attested by its Secretary on this 25th day of April, 1988, and they acknowledged the same to be the act of said Corporation, and that to the best of their knowledge, information and belief, all matters and facts stated herein are true in all material respects, and that this statement is made under the penalties of perjury.

ATTEST:

THE INTERSTATE GROUP, INC.

Melvin C. Greenwald
Melvin C. Greenwald,
Secretary

By: Richard M. Greenwald (SEAL)
Richard M. Greenwald,
President



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 09 BUSINESS CODE 03 COUNTY 71

0936724 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 Penalty
54 For. Supplemental Cert.
53 Foreign Resolution
73 Certificate of Conveyance

Name Change (New Name) _____

Change of Name
Change of Principal Office
Change of Resident Agent
Change of Resident Agent Address
Resignation of Resident Agent

73 Certificate of Merger/Transfer

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. Certificate of Status
NA Foreign Corporation Registration
87 Limited Part. Cert. of Status
71 Financial
600 Personal Property Reports and late filing penalties
70 Change of P.O., R.A. or R.A.A.
Other
Other

Code 028

ATTENTION: _____

MAIL TO ADDRESS: _____

NOTE: _____

TOTAL FEES

20 Check Cash

2 Documents on 1 checks

APPROVED BY: [Signature]

ARTICLES OF AMENDMENT
OF
THE INTERSTATE GROUP, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 18, 1988 AT 9:28 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

\$ _____

D0936724

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: MAILED AUG 12 1988
GEBHARDT & SMITH
9TH FLOOR
THE WORLD TRADE CENTER
BALTIMORE MD 21202

220C3011835

A 262552



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

Britti & Britti, Inc.

Articles of Dissolution

1988 MAY 12 A 10:53

- I. The name of the corporation is Britti & Britti, Inc.
- II. The address of the principal office of the corporation is 809 Virginia Avenue, Hagerstown, Maryland, 21740.
- III. The name and address of a resident agent of the corporation, who shall serve for one year after the dissolution and until the affairs of the corporation are wound up, are Anthony F. Britti, 809 Virginia Avenue, Hagerstown, Maryland, 21740.
- IV. The name and address of each of the directors is as follows:

<u>Name</u>	<u>Address</u>
Anthony F. Britti	809 Virginia Avenue, Hagerstown, Maryland, 21740
Nirmala G. Britti	809 Virginia Avenue, Hagerstown, Maryland, 21740.

- V. The name, title, and address of each of the officers is as follows:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Anthony F. Britti	President	809 Virginia Avenue Hagerstown, Maryland, 21740
Nirmala G. Britti	Secretary/Treasurer	809 Virginia Avenue Hagerstown, Maryland, 21740

VI. 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.

VII. Notice of dissolution was mailed to all known creditors of the corporation on April 13, 1988.

VIII. Britti & Britti, Inc. is hereby dissolved.

The undersigned (president and secretary/treasury) 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:

Nirmala Britti
Secretary of the Corporation

Anthony F. Britti
President of the Corporation

STATE DEPARTMENT OF ASSESSES 3024 1664
AND TAXATION
81338363
APPROVED FOR RECORD
5-12-88 at 10:53



STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
LOUIS L. GOLDSTEIN TREASURY BUILDING
P.O. BOX 466 PHONE 974-3814
ANNAPOLIS, MARYLAND 21404-0472

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

BRITTI & BRITTI, INC.

have been paid.

WITNESS my hand and official seal this

25TH day of APRIL A.D. 1988.

Patricia A. Mekeal
DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

APR 24 1988



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 19 BUSINESS CODE 03 COUNTY 71

D2382398 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	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
73	_____	Certificate of Merger/Transfer
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. Certificate of Status
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Cert. of Status
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other
_____	_____	Other

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Anthony F. Britts
809 Virginia Ave.
Hagerstown, Md. 21740

NOTE: _____

TOTAL FEES 50

Check _____ Cash _____
Documents on _____ checks

APPROVED BY: J.M.T.

THE ARTICLES OF DISSOLUTION
OF
BRITTI & BRITTI, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 12, 1988 AT 10:53 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 20.00

\$ 30.00

D2382398

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:
ANTHONY F. BRITTI
809 VIRGINIA AVE.
HAGERSTOWN

MAILED AUG 12 1988

MD 21740

219C3011680

A 262385



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3024 1663

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

406

ARTICLES OF INCORPORATION

PARK ASSOCIATES, INC.

1988 MAY 13 A 9:07

FIRST: I, James W. Stone, whose post office address is 28 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 "PARK ASSOCIATES, INC."

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

(1) To acquire, develop, manage, sell, and otherwise dispose of real estate; 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 28 West Washington Street, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is William F. Park, 28 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 100,000 shares of common stock, with a par value of \$1.00 per share.

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

(1) If there is 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: William F. Park and Richard Bikle.

STATE DEPARTMENT OF ASSESSMENTS

3024 1474

APPROVED FOR RECORD

5-13-88 at 9:07 a.m.

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

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

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

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

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

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

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

(3) With respect to any corporate representative other than a present or former director or

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 11th day of May, 1988, and I acknowledge the same to be my act.

WITNESS:

Pamela S. Ambrose

James W. Stone
James W. Stone

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

I HEREBY CERTIFY, That on this 11th day of May, 1988, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared James W. Stone 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

409

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	_____ 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	_____ Resignation of Resident Agent
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
73	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	
84	_____	Amendment to Limited Partnership	ATTENTION: _____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	Corp. Certificate of Status	MAIL TO ADDRESS: <u>Miller, Olive</u>
NA	_____	Foreign Corporation Registration	<u>Brachley, + Stone</u>
87	_____	Limited Part. Cert. of Status	<u>Attorneys at Law</u>
71	_____	Financial	<u>28 West Washington S</u>
600	_____	Personal Property Reports and late filing penalties	<u>P.O. Box 1269</u>
70	_____	Change of P.O., R.A. or R.A.A.	<u>Hagerstown, Md</u>
_____	_____	Other	NOTE: <u>21741-1269</u>
_____	_____	Other	

TOTAL FEES

40.00

Check _____ Cash _____

Documents on _____ checks

APPROVED BY: [Signature]

3024 1477

ARTICLES OF INCORPORATION
OF
PARK ASSOCIATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 13, 1988 AT 9:07 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:

\$

D2561462

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 AUG 12 1988

RETURN TO:
MILLER, OLIVER, BEACHLEY AND
STONE, ATTORNEYS AT LAW
28 WEST WASHINGTON STREET
P.O. BOX 1269
HAGERSTOWN

MD 21741 1269

219C3011643

A 262348



RECORDED IN THE RECORDS OF THE

3024 1473

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

GLENDENING, INC.

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 **Glendening, Inc.**

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

(1) To operate a trucking business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is Route 1, Box 93, Fairplay, Maryland 21733. The name and post office address of the Resident Agent of the Corporation in this State is Richard Preston Glendening, Route 1, Box 93, Fairplay, Maryland 21733. 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.

1988 MAY 16 9 15

STATE OF MARYLAND

8157302382555

5-16-88 9:15a

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

(1) If there is no stock outstanding, the number of directors may be less than three but not less than one (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 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 Preston Glendening, Treva Grace Glendening, and Leslie Anne Coleman.

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

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

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

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

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

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any 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 proceedings; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 13th day of May, 1988, and I acknowledge the same to be my act.

Scott L. Schubel

Scott L. Schubel
Incorporator

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

I HEREBY CERTIFY, that on this 13th day of May, 1988, 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 02.8 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>	(Certified Copy <u>SP</u>)
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
73	_____	Certificate of Merger/Transfer
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. Certificate of Status
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Cert. of Status
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

- Name Change (New Name) _____
- _____
- _____
- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address
- _____ Resignation of Resident Agent

Code _____
ATTENTION: Scott L. Schuldt

MAIL TO ADDRESS: Trachs, Boone and Bannon, P.A., Attorneys at Law
138 West Washington St. Hagerstown, Md. 21740-4769

NOTE:

TOTAL FEES 51.00
 Check _____ Cash _____
Documents on _____ checks

APPROVED BY: Mc

CERTIFIED COPY MADE

ARTICLES OF INCORPORATION
OF
GLENDENING, INC.

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

OF MARYLAND MAY 16, 1988 AT 9:15 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:

\$

D2560449

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:

MAILED AUG 12 1988

WACHS, BOONE AND BANNON, P.A.

ATTN. SCOTT L. SCHUBELL

138 WEST WASHINGTON STREET

HAGERSTOWN

MD 21740 4769

218C3011414

A 262161



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

TRI-STATE TECHNICAL INSTITUTE, INC.

ARTICLES OF INCORPORATION

APPROVED FOR RECORD

5/10/88 at 9:58 .m.

FIRST: The undersigned Gary D. Bettcher and James D. Pauley, whose post office addresses are 5527 River Bluff Drive, Minneapolis, MN, 55437 and 20 Chemar Drive, Hurricane, WV, 25526, respectively, being at least eighteen years of age, do hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is Tri-State Technical Institute, Inc.

THIRD: The purposes for which the Corporation is formed are as follows: To provide education and training for individuals and businesses in the fields of computer technology, office technology, remedial training, and customer service training; or to engage in any business activity allowable under the laws of the State of Maryland.

FOURTH: The post office address of the principal office of the Corporation in Maryland is Tri-State Technical Institute, 16 West Baltimore, Funkstown, Maryland, 21734. The name and post office address of the resident agent of the Corporation in Maryland are Jamie R. Cannon, 16 West Baltimore, Funkstown, Maryland, 21734.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 5000 shares of the par value of \$1.00 a share, all of one class, and having an aggregate par value of \$5000.00.

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, 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 Gary D. Bettcher, Chairman and James D. Pauley, Vice-Chairman.

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: none

EIGHT: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on May 2, 1988, and severally acknowledge the same to be our act.

81318187

Gary D. Bettcher - Pres.

James D. Pauley - Vice-Pres.

85 4 P 01 MAY 10 1988

3024 0160
3024 0165



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)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	_____ Change of Principal Office
66	_____	Rec. Fee (Revival)	_____ Change of Resident Agent
52	_____	Foreign Qualification	_____ Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	
13	_____	_____ Certified Copy _____	
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
73	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	
84	_____	Amendment to Limited Partnership	ATTENTION: _____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	_____ Corp. Certificate of Status	MAIL TO ADDRESS: _____
NA	_____	Foreign Corporation Registration	<u>Jamie Canon</u>
87	_____	_____ Limited Part. Cert. of Status	<u>16 West Baltimore</u>
71	_____	Financial	<u>Funkstown, Md</u>
600	_____	_____ Personal Property Reports and _____ late filing penalties	<u>21734</u>
70	_____	Change of P.O., R.A. or R.A.A.	
_____	_____	Other _____	NOTE: _____
_____	_____	Other _____	

TOTAL FEES 40 Check _____ Cash _____ Documents on _____ checks

APPROVED BY: PCM

ARTICLES OF INCORPORATION
OF
TRI-STATE TECHNICAL INSTITUTE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 10, 1988 AT 9:58 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:

\$

D2560266

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 AUG 12 1988

RETURN TO:
JAMIE R. CANNON
16 WEST BALTIMORE
FUNKSTOWN

MD 21734

218C3011396

A 262143



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3024 164

ARTICLES OF INCORPORATION

OF

J

HAGERSTOWN MOPED, INC.
(A Close Corporation)

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Russell R. Marks, whose post office address is 35 East Washington Street, Hagerstown, Maryland 21740, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is HAGERSTOWN MOPED, 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 sell and service mopeds, skateboards and other equipment.

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

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

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

FIFTH: The post office address for the principal office of the Corporation in this State is 443 South Burhans Boulevard, Hagerstown, Maryland 21740. The name and post office address of

✓

1988 MAY -5 P 8:57

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

81268235

5-5-88 at 8:57

the resident agent of the Corporation in this State are Michael Wollard, Route 4, Box 226, Hagerstown, Maryland 21740. Said resident agent is a citizen actually residing in this State.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is one hundred (100) shares, all of single class, no par value.

SEVENTH: The Corporation elects to have no board of directors. Michael Wollard 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 4th day of May, 1988.

WITNESS:

Susan E. Becker

Russell R. Marks (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 4th day of May, 1988, 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





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>2</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

_____ Resignation of Resident Agent

73 _____ Certificate of Merger/Transfer

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. Certificate of Status
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Cert. of Status
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____
Mackley, Gilbert & Marks
35 E. Washington St.
Hagerstown, Md. 21740

TOTAL FEES 48

Check _____ Cash

Documents on _____ checks

APPROVED BY: J.M.T.

ARTICLES OF INCORPORATION
OF
HAGERSTOWN MOPED, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 5, 1988 AT 8:57 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:

\$

D2556504

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 AUG 12 1988

RETURN TO:
MACKLEY, GILBERT & MARKS
35 E. WASHINGTON ST.
HAGERSTOWN MD 21740

215C3010936

A 261726



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

J

JEFF'S CUSTOM TOWING, INC. A CLOSE CORPORATION

ARTICLES OF INCORPORATION

FIRST: I, Marie J. Kosian, the undersigned, whose post office address is 431 N. Frederick Ave., #203, Gaithersburg, Md. 20877, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is JEFF'S CUSTOM TOWING, INC., which shall be a close corporation.

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

- (1) To engage in the operation of a service for the repair, servicing, towing, removal and transportation of motor vehicles and to engage in any other lawful purpose and/or business.
- (2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 10416 Bloom Dr., PO Box 425, Damascus, Md., 20872; the resident agent of the Corporation is Jeffrey E. Merritt; the office address of the Resident Agent of the Corporation in this State is 10416 Bloom Dr., PO Box 425, Damascus, Md., 20872. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is one hundred (100) shares of common stock, with no par value (\$-0-) per share.

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, and as permitted by Section 2-402 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time. The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Jeffrey E. Merritt.

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

5-4-88 at 9:30

JEFF'S CUSTOM TOWING, INC.

Articles of Incorporation Page Two

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

NINTH: The Corporation may indemnify a present or former director, employee, agent or officer of the Corporation or other corporate representative to the maximum extent permitted by and in accordance with Section 2-418 of the Corporation and Associations Article of the Annotated Code of Maryland.

TENTH: The duration of the Corporation shall be perpetual.

ELEVENTH: Any shareholder desiring to sell all or part of his/her stock shall first offer the same to the Corporation, and then to the other stockholders; the Corporation shall have 30 days to purchase said stock after receiving notification, from the stockholder proposing to sell his/her stock, of the complete proposed terms of sale of the stock to a non-stockholder; if the Corporation does not purchase said stock, each stockholder shall then have 30 days to exercise the right of first refusal with respect to the other stockholder's proportional shares after notification, from the stockholder selling his/her stock, from the last occurring of the following events: 1) notification that the corporation has declined to purchase said stock; and 2) notification of the complete proposed terms of sale of the stock to the non-stockholder.

IN WITNESS WHEREOF, I have signed and acknowledged these Articles of Incorporation this 29th day of April, 1988, and I acknowledge the same to be my act.

WITNESS:

George H. Spangler
Witnessed by: *Marie J. Kosian*
George H. Spangler Incorporator Marie J. Kosian.

STATE OF MARYLAND, COUNTY OF MONTGOMERY SS

THIS IS TO CERTIFY, that on this 29th day of April, 1988, before me, a Notary Public in the aforesaid jurisdiction personally appeared Marie J. Kosian, known to me (or satisfactorily proven) to be the person whose name is executed to the within Articles of Incorporation and she acknowledged that she did execute the same for the purposes therein intended.

WITNESS my hand and Notarial seal:

George H. Spangler
George H. Spangler, Notary Public
My commission expires July 1, 1990

3022 0131



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

427

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 Req.
51	_____	Foreign Name Registration
13	<u>8</u>	<u>1</u> Certified Copy <u>2</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

_____ Resignation of Resident Agent

73 _____ Certificate of Merger/Transfer

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. Certificate of Status
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Cert. of Status
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____
George H. Spangler
431 N. Frederick Ave.
Ste. 203
Gaithersburg, Md. 20877

TOTAL FEES 48

NOTE: _____

Check _____ Cash

Documents on _____ checks

APPROVED BY: J. M. T.

ARTICLES OF INCORPORATION
OF
JEFF'S CUSTOM TOWING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 4, 1988 AT 9:30 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:

\$

D2555639

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 AUG 12 1988

RETURN TO:
GEORGE H. SPANGLER
431 N. FREDERICK AVE. STE. 203
GAITHERSBURG MD 20877

214C3010828

A 261631



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

STATE DEPARTMENT OF REVENUE

ARTICLES OF INCORPORATION
CEDAR CREEK COMPANY

5-5-88 9:17a

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

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

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

1. To carry on and conduct the business of woodworking in all its branches, to treat and dress and shape wood and lumber, to make, design, create and manufacture all manner and types of furniture and accessories; to repair vehicles and articles made from wood or so much thereof as is made from wood, and generally to buy, sell and deal in wooden products, tools, appliances and devices.

2. To provide ultrasound stenographic services to any and all types of businesses including health organizations; to provide conventional stenographic services including speed writing, shorthand, typing, filing and any and all services which in the normal course of business would be considered stenographic and/or secretarial.

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

4. To purchase, acquire, dispose of, lease and sell all or any part of the property, rights, business, contracts, goodwill, franchise and assets of any corporation, partnership or individual engaged in an enterprise authorized or permitted to be conducted by the Corporation and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof.

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

1988 MAY -5 P 9 17

81268257

3022 0064

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

✓ FOURTH: The post office address of the principal office of the Corporation in Maryland is 18829 Shepherdstown Pike, Keedysville, Maryland 21756. The name and post office address of the Resident Agent of the Corporation in Maryland is Daniel G. Ellis, 18829 Shepherdstown Pike, Keedysville, Maryland 21756. 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 per share.

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

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

Daniel G. Ellis
Mary F. Ellis
Fred G. Ellis

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

3022 0055

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 3rd day of May, 1988.

WITNESS:

Nancy C. Bayne Lynn F. Meyers
Lynn F. Meyers

3022 0066



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	<u>Name Change</u>
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	_____	Certified Copy _____	_____ Change of Resident Agent Address
56	_____	Penalty	_____ Resignation of Resident Agent
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
73	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	
84	_____	Amendment to Limited Partnership	ATTENTION: _____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	Corp. Certificate of Status	MAIL TO ADDRESS: _____
NA	_____	Foreign Corporation Registration	<u>Nancy Bayer</u>
87	_____	Limited Part. Cert. of Status	<u>PO Box 1267</u>
71	_____	Financial	<u>Hagerstown md</u>
600	_____	Personal Property Reports and late filing penalties	<u>21741</u>
70	_____	Change of P.O., R.A. or R.A.A.	
_____	_____	Other _____	NOTE: _____
_____	_____	Other _____	

TOTAL FEES 40
 Check _____ Cash _____
Documents on _____ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
CEDAR CREEK COMPANY

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 5, 1988 AT 9:17 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:

\$

D2555530

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 AUG 12 1988

RETURN TO:
NANCY BOYER
P.O. BOX 1267
HAGERSTOWN

MD 21741

214C3010818

A 261623



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

3022-0063

Varsity Enterprises, 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

5-5-88 10:54a

FIRST: I, John B. Movern, whose post office address is 3622 Norton Place, N.W., Washington, District of Columbia, 20016, 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 VARSITY 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 assemble, manufacture, sell, distribute and otherwise deal in goods and products; to perform all necessary and proper related services and lawful activities in connection therewith; and

(2) To purchase, lease and otherwise acquire, hold, own, mortgage, pledge, encumber, and dispose of all kinds of property, real, personal, tangible and intangible, and mixed, both in this State and in any part of the world; and

(3) To enter into partnerships, joint ventures, syndicates, and other business associations for any lawful purpose; to engage in any other lawful purpose and/or business; and

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

FIFTH: The post office address of the principal office of the Corporation in this State is 686 Pennsylvania Avenue, Hagerstown, Washington County, 21740. The name and post office address of the Resident Agent of the Corporation in this State is Vincent R. Groh, 686 Pennsylvania Avenue, Hagerstown, Washington County, 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 FIVE THOUSAND (shares) of common stock, without par value.

SEVENTH: The duration of the Corporation shall be perpetual.

1988 MAY -5 A 10:45

3021 0435

EIGHTH: The Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is John B. Movern.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 5th day of MAY, 1988, and I acknowledge the same to be my act.



John B. Movern



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 by 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)	_____
52	_____	Foreign Qualification	_____ Change of Name
50	_____	Cert. of Qual. or Req.	_____ Change of Principal Office
51	_____	Foreign Name Registration	_____ Change of Resident Agent
13	_____	Certified Copy _____	_____ Change of Resident Agent Address
56	_____	Penalty	_____ Resignation of Resident Agent
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
73	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	
84	_____	Amendment to Limited Partnership	ATTENTION: _____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	<u>6</u>	<u>1</u> Corp. Certificate of Status	MAIL TO ADDRESS: _____
NA	_____	Foreign Corporation Registration	<u>Varsity Enterprises, Inc</u>
87	_____	Limited Part. Cert. of Status	<u>686 Penn Av</u>
71	_____	Financial	<u>Hagerstown Md</u>
600	_____	Personal Property Reports and late filing penalties	<u>21740</u>
70	_____	Change of P.O., R.A. or R.A.A.	
	_____	Other _____	NOTE: _____
	_____	Other _____	

TOTAL FEES 46
 Check _____ Cash _____
Documents on _____ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
VARSITY ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 5, 1988 AT 10:54 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:

\$

D2554723

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:
VARSITY ENTERPRISES, INC.
686 PENN AVE.
HAGERSTOWN

MAILED AUG 12 1988

MD 21740

213C3010737

A 261555



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

438

T. MICHAEL BOWERS, INC.

NOTICE OF CHANGE OF ADDRESS OF PRINCIPAL OFFICE

RESOLVED: That the principal office of the Corporation be, and it is hereby, changed from 672 Oak Hill Avenue, Hagerstown, Maryland, 21740, to 1600 Virginia Avenue, 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 & Taxation of Maryland and to do and perform any and all other necessary and proper acts incident thereto.

* * * * *

We do solemnly declare and affirm under the penalties of perjury that the foregoing is a true copy of the Resolution changing the address of the Corporation's principal office and place of business.



Wanda D. Bowers
Wanda D. Bowers, President
Marlene J. Roadcap
Marlene Roadcap, Secretary

81248277

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

5/3/88 at 8:30 A.M.

3019 2532



DOCUMENT CODE _____

BUSINESS CODE _____

COUNTY 21

02083319

 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 Req.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
73	_____	Certificate of Merger/Transfer
70	<u>3.00</u>	<u>Recording Fee.</u>
75	<u>5.00</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. Certificate of Status
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Cert. of Status
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

~~Change of Name~~

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Resignation of Resident Agent

Designation of Resident Agent and Agent's address.

Code _____

ATTENTION: _____

MAIL TO ADDRESS:

Mackley Gilpat & Harbo
35 E Washington St.
Hagerstown, Md 21740

NOTE: _____

TOTAL FEES \$8.00

1 Check _____ Cash

Documents on _____ checks

APPROVED BY:

CHANGE OF PRINCIPAL OFFICE
OF
T. MICHAEL BOWERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 3, 1988 AT 8:30 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 3.00

SPECIAL
FEE PAID:

\$ 5.00

D2083319

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 AUG 12 1988

RETURN TO:
MACKLEY, GILBERT AND MARKS
35 E. WASHINGTON ST.
HAGERSTOWN MD 21740

210C3010441

A 261290



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO 19 2531

TURNER SKATE PALACE, INC.

ARTICLES OF AMENDMENT

4-25-88 9:32a

no

Turner Skate Palace, Inc., a Maryland corporation, having its principal office at 2214 Virginia Avenue, Hagerstown, Maryland 21740 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

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

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

SECOND: By special meeting on September 1, 1987, the Board of Directors of the Corporation unanimously advised the foregoing amendment, and by special meeting of Stockholders on September 1, 1987, the Stockholders unanimously approved said amendment.

IN WITNESS WHEREOF, Turner Skate Palace, 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 25th day

1979 APR 25 P 9:32

01268879

3019 0862

of March, 1988, and its President acknowledges that these Articles of Amendment are the act and deed of Turner Skate Palace, Inc., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of her knowledge, information and belief.

ATTEST:

TURNER SKATE PALACE, INC.

Patricia R. Frush
Patricia R. Frush, Secretary

BY: Rose M. Hessler
Rose M. Hessler, President



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

443

DOCUMENT CODE

9A 5

BUSINESS CODE

COUNTY

71

2125995 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 Req., Foreign Name Registration, Certified Copy, Penalty, For. Supplemental Cert., Foreign Resolution, Certificate of Conveyance, Certificate of Merger/Transfer, 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. Certificate of Status, Foreign Corporation Registration, Limited Part. Cert. of Status, Financial, Personal Property Reports and late filing penalties, Change of P.O., R.A. or R.A.A., Other, Other.

TOTAL FEES

28

Check Cash Documents on checks

APPROVED BY: [Signature]

Name Change (New Name) Skate Palace, Inc.

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

Code ATTENTION:

MAIL TO ADDRESS: Scott Schubel, 138 W. Wash. St., Hagerstown Md, 21740-4769

NOTE:

CERTIFIED COPY MADE

ARTICLES OF AMENDMENT
OF
TURNER SKATE PALACE, INC.
CHANGING ITS NAME TO:
SKATE PALACE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 25, 1988 AT 9:32 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

\$ _____

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.

MAILED AUG 12 1988

RETURN TO:
SCOTT SCHUBEL
138 W. WASHINGTON ST.
HAGERSTOWN MD 21740 4769

209C3010268

A 261106



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO. 019 0861

STATE DEPARTMENT OF REGISTRATION AND TAXATION

ARTICLES OF INCORPORATION

APPROVED FOR RECORD

FANFARE HAIR STYLISTS LTD. 5-2-88 10-280

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

FIRST: I, Edward L. Keller, whose post office address is 1921 Meadowood Road, Hagerstown, MD 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Fanfare Hair Stylists 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 the Corporation is formed are:

(1) To engage in providing hair and beauty care products and 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 754 Summit Avenue, Hagerstown, MD 21740. The name and post office address of the Resident Agent of the Corporation in this State is Edward L. Keller, 1921 Meadowood, Hagerstown, MD 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 1000 shares with a par value One Hundred (\$100.00) Dollars 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 Edward L. Keller.

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

81038492
3019 0732

"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 28th day of April, 1988, and I acknowledge the same to be my act.

WITNESS:

Shirley L. Rodriguez

Edward L. Keller
Edward L. Keller

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

I HEREBY CERTIFY, That on this 28th day of April, 1988, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Edward L. Keller and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

3015 0733

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

447

DOCUMENT CODE

028

BUSINESS CODE

03

COUNTY

71

_____ P.A. _____ Religious Close Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

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 Req.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
73	_____	Certificate of Merger/Transfer
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. Certificate of Status
NA	_____	Foreign Corporation Registration
87	_____	_____ Limited Part. Cert. of Status
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS:

Richard Lauricella
498 N. Potomac St.
Hagerstown Md
21740

NOTE: _____

TOTAL FEES

40

Check _____ Cash

Documents on _____ checks

APPROVED BY: _____

[Signature]

3019 0735

ARTICLES OF INCORPORATION
OF
FANFARE HAIR STYLISTS LTD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 2, 1988 AT 10:28 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:

\$

D2552214

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 AUG 12 1988

RETURN TO:
RICHARD LAWRICELLA
498 N. POTOMAC ST.
HAGERSTOWN

MD 21740

209C3010250

A 261088



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3019 0731

APPROVED FOR RECORD

4/25/88 at 9:40 .m.

DUTCHER MOTORS, INC.

ARTICLES OF AMENDMENT

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 SECOND, and by substituting in lieu thereof the following:

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

SECOND: 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 82 West Washington Street, Hagerstown, Maryland 21740. The resident agent of the Corporation in this State is William C. Wantz, whose post office address is 123 West Washington Street, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland, and actually resides therein."

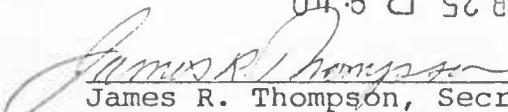
THIRD: By action of the Board of Directors, by written informal action unanimously taken by the Board on April 22, 1988, the Board of Directors of the Corporation duly advised the foregoing amendments and by written informal action unanimously taken by the sole stockholder of the Corporation in accordance 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 22 day of April, 1988, 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.

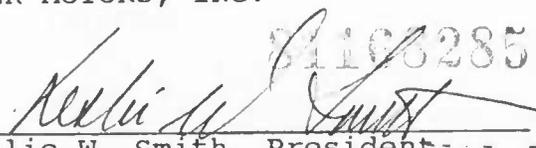
ATTEST:

DUTCHER MOTORS, INC.

1979 APR 25 P 9:04


James R. Thompson, Secretary

By:


Leslie W. Smith, President

019 0181



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

DOCUMENT CODE 09A BUSINESS CODE _____ COUNTY 71

D 18 36675 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	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
73	_____	Certificate of Merger/Transfer
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. Certificate of Status
NA	_____	Foreign Corporation Registration
87	_____	_____ Limited Part. Cert. of Status
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) The Dutcher Corporation

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

William Wantz
123 West Washington SE
Hagerstown, Md
21740

NOTE: _____

TOTAL FEES

20

Check _____ Cash

Documents on _____ checks

APPROVED BY: Pem

ARTICLES OF AMENDMENT
OF
DUTCHER MOTORS, INC.
CHANGING ITS NAME TO:
THE DUTCHER CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 25, 1988 AT 9:40 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

\$ _____

D1836675

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: MAILED AUG 12 1988
WILLIAM WANTZ
123 W. WASHINGTON ST.
HAGERSTOWN MD 21740

208C3010164

A 261006



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO

0019 0180

STATE DEPARTMENT OF REVENUE
AND TAXATION

APPROVED AND HARRY'S PENNSYLVANIA AVENUE MARKET, INC.

4-28-88

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

ARTICLES OF INCORPORATION

FIRST: I, Harry E. Strock, Jr., whose post office address is 225 Pennsylvania Avenue, Hancock, Maryland 21750, 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:

HARRY'S PENNSYLVANIA AVENUE MARKET, INC.

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

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

1. To own and carry on the business of a grocery market; 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 225 Pennsylvania Avenue, Hancock, Maryland 21750. The name and post office address of the Resident Agent of the Corporation in this State is Harry E. Strock, Jr., 225 Pennsylvania Avenue, Hancock, Maryland 21750. Said Resident Agent is an individual actually residing in this State.

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

SEVENTH: The number of Directors of the Corporation shall be three (3), 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:

Harry E. Strock, Jr.

1988 APR 28 8:21
81198060

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

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 25 day of April, 1988, and I acknowledge the same to be my act.

WITNESS:

G. Clair Baly

Harry E. Strock, Jr. (SEAL)
Harry E. Strock, Jr.



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE BUSINESS CODE 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>8</u>	<u>1</u> Certified Copy <u>2P</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
73	_____	Certificate of Merger/Transfer
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. Certificate of Status
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Cert. of Status
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____
G. Clair Baker, Jr.
120 W Wash. St.
300
Hagerstown Md
21740

NOTE: _____

TOTAL FEES 48

Check _____ Cash

Documents on _____ checks

APPROVED BY:

ARTICLES OF INCORPORATION
OF
HARRY'S PENNSYLVANIA AVENUE MARKET, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 28, 1988 AT 8:21 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:

\$

D2550879

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 AUG 12 1988

RETURN TO:
G. CLAIR BAKER, JR.
120 W. WASHINGTON ST. #300
HAGERSTOWN MD 21740

208C3010075

A 260938



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO 3018 2601

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

MID-ATLANTIC BANKCORP

APPROVED FOR RECORD

ARTICLES OF AMENDMENT

4-21-88 at 4:31p

ms

MID-ATLANTIC BANKCORP, a Maryland corporation, having its principal office in Washington County, Maryland (which is hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: Article EIGHTH of the Charter of the Corporation is hereby amended as follows:

The following new Section (8) is hereby added:

(8) To the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, no director or officer of this Corporation shall be personally liable to the Corporation or its stockholders for monetary damages. No amendment of the Charter of the Corporation or repeal of any of its provisions shall limit or eliminate the benefits provided to directors or officers under this Section (8) with respect to any act or omission which occurred prior to such amendment or repeal.

SECOND: The amendment does not increase the authorized stock of the Corporation.

THIRD: The foregoing amendment to the Charter of the Corporation was advised by the Board of Directors and approved by the stockholders of the Corporation.

1988 APR 21 P 4: 31

81138066

IN WITNESS WHEREOF, Mid-Atlantic Bankcorp has caused these presents to be signed in its name and on its behalf by its President and witnessed by its Secretary on April 21, 1988.

WITNESS:

MID-ATLANTIC BANKCORP

Philip L. Rohrer
Philip L. Rohrer
Secretary

By *William E. King Jr*
William E. King, Jr.
President

THE UNDERSIGNED, President of Mid-Atlantic Bankcorp, who executed on behalf of the Corporation the foregoing Articles of Amendment of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation the foregoing Articles of Amendment to be the corporate act of said Corporation and hereby certifies that to the best of his knowledge, information, and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.

William E. King Jr
William E. King, Jr.
President

THE STATE OF MARYLAND
MID-ATLANTIC BANKCORP
BALTIMORE



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 092 BUSINESS CODE 03 COUNTY 71

D 1840602 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 Req.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
73	_____	Certificate of Merger/Transfer
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. Certificate of Status
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Cert. of Status
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

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

Code 048

ATTENTION: Corporate

MAIL TO ADDRESS: _____

NOTE: _____

TOTAL FEES

20

Check Cash

Documents on _____ checks

APPROVED BY: [Signature]

ARTICLES OF AMENDMENT
OF
MID-ATLANTIC BANKCORP

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 21, 1988 AT 4:31 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 20.00

\$ _____

D1840602

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 AUG 12 1988

RETURN TO:
PIPER & MARBURY
CORPORATE
1100 CHARLES CENTER SOUTH
36 SOUTH CHARLES STREET
BALTIMORE MD 21201

206C3013173

A 260808



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3018 1725

GERALD A. CUMP & ASSOCIATES, INC.

APPROVED FOR RECORD

ARTICLES OF REVIVAL

4/15/88 at 10:47 a.m.

FIRST: The name of the corporation at the time the charter was forfeited was

GERALD A. CUMP & ASSOCIATES, INC.

SECOND: The name which the corporation will use after revival is GERALD A. CUMP
& ASSOCIATES, INC.

THIRD: The name and address of the resident agent are Gerald A. Cump, 259
Pheasant Trail, Hagerstown, Maryland 21740.

FOURTH: These Articles of Revival are for the purpose of reviving the charter
of the corporation.

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

- (a) Paid all fees required by law;
- (b) Filed all annual reports which should have been filed by the corporation if its charter had not been forfeited;
- (c) Paid all state and local taxes, except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

SIXTH: The address of the principal office in this state is 121 East Baltimore
St., Hagerstown, Maryland 21740.

The undersigned who were respectively the last acting president and secretary of the corporation severally acknowledge the Articles to be their act.

Gerald A. Cump
LAST ACTING PRESIDENT

Carol A. Cump
LAST ACTING SECRETARY

81968432

3018 1205

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, GERALD A. CUMP OF GERALD A. CUMP & ASSOCIATES, 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.

Gerald A Cump
GERALD A CUMP

I hereby certify that on April 12, 1988 before me, the subscriber, a notary public of the State of Maryland, in and for Washington County personally appeared Gerald A. Cump 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

Margaret G. Dibert
MARGARET G. DIBERT

MY COMMISSION EXPIRES:
JULY 1st, 1990.



1988 APR 15 A 10:47

3018 1205



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

18

BUSINESS CODE

COUNTY

71

D 1175769

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 20 Rec. Fee (Revival)
52 Foreign Qualification
50 Cert. of Qual. or Reg.
51 Foreign Name Registration
13 Certified Copy
56 Penalty
54 For. Supplemental Cert.
53 Foreign Resolution
73 Certificate of Conveyance

Name Change (New Name)

Change of Name
 Change of Principal Office
Change of Resident Agent
 Change of Resident Agent Address
Resignation of Resident Agent

73 Certificate of Merger/Transfer

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. Certificate of Status
NA Foreign Corporation Registration
87 Limited Part. Cert. of Status
71 Financial
600 Personal Property Reports and late filing penalties
70 Change of P.O., R.A. or R.A.A.
Other
Other

Code

ATTENTION:

MAIL TO ADDRESS:

Gerald A. Lump & Associates, Inc.
121 E. Baltimore St.
Hagerstown, MD 21740

NOTE:

TOTAL FEES

50

Check Cash

Documents on checks

APPROVED BY: PCM

THE ARTICLES OF REVIVAL
OF
GERALD A. CUMP & ASSOCIATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 15, 1988 AT 10:47 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

D1175769

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: ^{MAILED AUG 12 1988}
GERALD A. CUMP & ASSOCIATES, INC.
121 E. BALTIMORE ST.
HAGERSTOWN MD 21740

206C3013090

A 260738



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

2019 1204

464

CERTIFICATE OF MERGER

CLERK OF THE CIRCUIT COURT
OF WASHINGTON COUNTY

Dear

In accordance with §3-111 and §3-112 of the Corporations and Associations Article of the Annotated Code of Maryland, the State Department of Assessments and Taxation does hereby certify that Articles of MERGER have been filed in this Office.

1) The name of each party to the Articles is GRAY CONCRETE PIPE COMPANY, INCORPORATED (A MD. CORP.)
HYRDO CONDUIT CORPORATION (A DE CORP.) - SURVIVOR

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 HYRDO CONDUIT CORPORATION (A DE. CORP.) - SURVIVOR
16800 Imperial Valley Road
Houston, TX 77205

3) The Articles were accepted for record on June 8, 1988



As Witness my hand and the Official seal of the said Department at Baltimore this 23rd day of June, 1988

Dean W. Kitchen
Corporate Administrator

2034 0218

CERTIFICATE OF MERGER

CLERK OF THE CIRCUIT COURT OF WASHINGTON COUNTY

Dear

In accordance with §3-111 and §3-112 of the Corporations and Associations Article of the Annotated Code of Maryland, the State Department of Assessments and Taxation does hereby certify that Articles of MERGER have been filed in this Office.

1) The name of each party to the Articles is _____

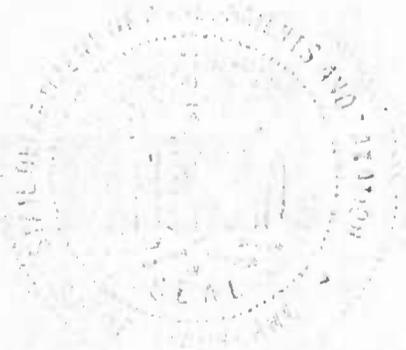
CERTAINTEED CORPORATION (A MD. CORP.) into SAINT - GOBAIN

INVESTMENTS, INC. (A DE. CORP.)-SURVIVOR

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 _____

SAINT- GOBAIN INVESTMENTS, INC. (A DE: CORP.)-SURVIVOR

3) The Articles were accepted for record on May 31, 1988



As Witness my hand and the Official seal of the said Department at Baltimore this 15th day of June, 1988.

Dean W. Kitchen

Dean W. Kitchen
Corporate Administrator

3031 1551

466

CERTIFICATE OF TRANSFER

CLERK OF THE CIRCUIT COURT OF
WASHINGTON COUNTY

Dear

In accordance with §3-111 and §3-112 of the Corporations and
Associations Article of the Annotated Code of Maryland, the State
Department of Assessments and Taxation does hereby certify that Articles
of TRANSFER have been filed in this Office.

1) The name of each party to the Articles is RIDGEWAY BUDGET PLAN
INC. (A MD CORP.)-TRANSEORO AND MICHAEL A. PRIDAY, INC (A MD CORP.)-
TRANSFEEE

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
MICHAEL A. PRIDAY, INC (A MD CORP.)

3) The Articles were accepted for record on JUNE 13, 1988

As Witness my hand and the Official
seal of the said Department at Baltimore
this 24TH day of JUNE,
1988.



Dean W. Kitchen

DEAN W. KITCHEN

3033 2895

266202

APPROVED FOR RECORD

467

6/10/88 at 9:27 .m.

pu

ARTZ SERVICES, INC.

ARTICLES OF INCORPORATION

FIRST: I, Terry M. Artz, whose post office address is 449 North Potomac Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the general laws of the State of Maryland.

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

Artz Services, Inc.

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

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

FOURTH: The post office address of the principal office of the Corporation in this State is 104 Stuart Drive, Williamsport, Maryland. The name and post office address of the Resident Agent of the Corporation is Terry M. Artz, 104 Stuart Drive, Williamsport, Maryland. Said Resident Agent is an individual actually residing in this State.

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

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

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

176 V 01 NOV 8851

3032 1904

300-3179

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

Terry M. Artz
Johnna F. Artz

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 (1) or more respects, from time to time, before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

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

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

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

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

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

IN WITNESS WHEREOF, I have signed these Articles of
Incorporation this 9th day of MAY, 1988, and I
acknowledge the same to be my act.

WITNESS:

Mr. Jay

Terry M. Artz (SEAL)
Terry M. Artz



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 Req.
51	_____	Foreign Name Registration
13	<u>10</u>	<u>1</u> Certified Copy <u>4p</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
73	_____	Certificate of Merger/Transfer
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
87	_____	Limited Part. Good Standing
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

- Name Change (New Name) _____
- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address
- _____ Resignation of Resident Agent

Code _____
ATTENTION: D. Clair Baker, Jr., Esq.

MAIL TO ADDRESS: Day + Schneider, P.A.
Suite 300
120 West Washington Street

Hagerstown, MD
NOTE: 21740

TOTAL FEES

50.00

Check _____ Cash

Documents on _____ checks

APPROVED BY: DK

CERTIFIED COPY MADE

ARTICLES OF INCORPORATION
OF
ARTZ SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 10, 1988 AT 9:27 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:

\$

D2577518

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 AUG 25 1988

RETURN TO:
DAY & SCHNEIDER, P.A.
ATTN: G. CLAIR BAKER, JR., ESQ.
STE. 300, 120 W. WASHINGTON ST.
HAGERSTOWN MD 21740

237C3011306

A 264662



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3032 1903

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

APPROVED FOR RECORD

6-13-88 at 10:32 .m.

THE CONTINENTAL DEVELOPMENT GROUP, INC.

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

P

FIRST: I, Teresa J. McCoy, of 3347 Warehime Rd.,
Manchester, Maryland 21102, 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 THE CONTINENTAL DEVELOPMENT
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:

a. To engage in the business of the investment, sale
and rental of residential and commercial real estates and to
engage in other lawful purpose and/or business.

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

FIFTH: The post office address of the principal office of
the Corporation in Maryland is 98 W. Washington Street,
Hagerstown, Washington County, Maryland 21704. The name and
post office of the resident agent of the Corporation in
Maryland is Teresa J. McCoy, 3347 Warehime Rd., Manchester,
Maryland 21102. Said agent is an individual residing in
this State.

✓

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

JUN 13 1988

3033 0429
81658248

SEVENTH: The corporation elects to have no Board of Directors which election becomes effective upon the completion of the organizational meeting and the issuance of at least one share of the stock of the Corporation. Until the election is effective there shall be one (1) director, who is the incorporator, Teresa J. McCoy.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 9th day of June, 1988, and I acknowledge the same to be my act.

Teresa J. McCoy

Teresa J. McCoy



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02 8

BUSINESS CODE

03

COUNTY

71

_____ P.A. _____ Religious _____ Close Stock _____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

20	40	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		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
73		Certificate of Merger/Transfer
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
87		Limited Part. Good Standing
71		Financial
600		Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
		Other
		Other

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Teresa J. McCoy
3347 Warehime Road
Manchester, Md. 21102

NOTE: _____

TOTAL FEES

68

Check _____ Cash

Documents on _____ checks

APPROVED BY: JMT

ARTICLES OF INCORPORATION
OF
THE CONTINENTAL DEVELOPMENT GROUP, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 13, 1988 AT 10:32 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 40.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D2578649

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 AUG 25 1988

RETURN TO:
TERESA J. MCCOY
3347 WAREHIME RD.
MANCHESTER

MD 21102

239C3011551

A 264882



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3033 0428
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

6/9/88 at 9:45 a.m.

**ARTICLES OF INCORPORATION
OF
COMRADES AND PILOTS INC.**

pk

THIS IS TO CERTIFY :

FIRST: THAT THOMAS J. BOWERS, 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: COMRADES AND PILOTS 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 AFOREGOING ENUMERATION OF THE PURPOSES, OBJECTS AND BUSINESS OF THE CORPORATION IS MADE IN FURTHERANCE AND NOT IN LIMITATION OF THE POWERS CONFERRED UPON THE CORPORATION BY LAW AND IS NOT INTENDED, BY THE MENTION OF ANY PARTICULAR PURPOSE, OBJECT OR BUSINESS, IN ANY MANNER TO LIMIT OR RESTRICT THE GENERALITY OF ANY OTHER PURPOSE, OBJECT OR BUSINESS MENTIONED, OR TO LIMIT OR RESTRICT ANY OF THE POWERS OF THE CORPORATION. THE CORPORATION IS FORMED UPON THE ARTICLES, CONDITIONS AND PROVISIONS HEREIN EXPRESSED, AND SUBJECT IN ALL PARTICULARS TO THE LIMITATIONS RELATIVE TO CORPORATIONS WHICH ARE CONTAINED IN THE GENERAL LAWS OF THIS STATE.

1988 JUN - 9 - 11 44

8 018222

3032 1569

FOURTH: THE POST OFFICE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IN THIS STATE IS 1701 VIRGINIA AVENUE, HAGERSTOWN, MARYLAND 21740. THE RESIDENT AGENT OF THE CORPORATION IS THOMAS J. BOWERS WHOSE ADDRESS IS 1701 VIRGINIA 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 P. BARTON, THOMAS J. BOWERS, GARY W. HENDRICKSON, JOHN A. JONES, AND WILLIAM E. PRINTZ 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 THOMAS J. BOWERS, HAVE SIGNED THESE ARTICLES OF INCORPORATION, THIS 1ST DAY OF FEBRUARY, 1988.

Thomas J. Bowers (SEAL)

STATE OF MARYLAND; WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY THAT ON FEBRUARY 1, 1988, BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC IN AND FOR THE STATE AND COUNTY AFORESAID, PERSONALLY APPEARED THOMAS J. BOWERS AND ACKNOWLEDGED THE AFOREGOING ARTICLES OF INCORPORATION TO BE HIS ACT.

WITNESS MY HAND AND OFFICAL NOTARIAL SEAL.



Maria T. Jones
NOTARY PUBLIC

3032 1570



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

479

DOCUMENT CODE 02 BUSINESS CODE 07 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)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	_____ Change of Principal Office
66	_____	Rec. Fee (Revival)	_____ Change of Resident Agent
52	_____	Foreign Qualification	_____ Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	
13	_____	Certified Copy _____	
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
73	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	ATTENTION: <u>Gary W.</u>
84	_____	Amendment to Limited Partnership	<u>Hendricks</u>
85	_____	Termination of Limited Partnership	
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	Corp. Good Standing	MAIL TO ADDRESS: <u>20 North</u>
NA	_____	Foreign Corporation Registration	<u>Street</u>
87	_____	Limited Part. Good Standing	<u>Box 544</u>
71	_____	Financial	<u>Maryansville, MD</u>
600	_____	Personal Property Reports and late filing penalties	<u>21767</u>
70	_____	Change of P.O., R.A. or R.A.A.	NOTE:
	_____	Other _____	
	_____	Other _____	

TOTAL FEES 40.00

Check _____ Cash
Documents on _____ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
COMRADES AND PILOTS INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **JUNE** **9, 1988** AT **9:45** 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:

\$ _____

D2577047

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 AUG 25 1988

RETURN TO:
ATTN: GARY W. HENDRICKSON
20 NORTH ST., BOX 544
MAUGANSVILLE MD 21767

237C3011259

A 264623



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3032 1568

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

C.V. WAREHOUSING & TRANSPORTATION INC.

ARTICLES OF INCORPORATION

BN
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 C.V. Warehousing & Transportation 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

(2) To purchase, lease and otherwise acquire, hold, own, mortgage, pledge, encumber and dispose of all kinds of property, real, personal, tangible and intangible, and mixed, both in this State and in any part of the world; and

(3) To do all and everything necessary, suitable, convenient and proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or incidental to the powers herein named, and carry on any other business which shall at any time appear conductive or expedient for the protection or benefit of the Corporation, either as holders of or interested in, any property or otherwise; with all the powers now or hereafter conferred by the laws of Maryland upon corporations under the act hereinbefore above referred to.

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

EDWARD N. BUTTON
ATTORNEY AT LAW
635 OAK HILL AVENUE
HAGERSTOWN, MD 21740

(301) 739-4860

60 b V 8 - NOV 8861

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION 3031 2744

APPROVED FOR RECORD

6/8/88 at 9:09 .m.

FOURTH: The post office address of the principal office of the Corporation in this State is 775 Frederick St. Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this state is Edward N. Button, 635 Oak Hill Ave., Hagerstown, MD 21740. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of Directors of the Corporation shall be three (3), which 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 of the director who shall act until the first annual meeting or until his successor is duly chosen and qualified is: Elmer Hull.

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.

3031 2745

(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.

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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 25th day of May, 1988, and I acknowledge the same to be my act.

Michelle Hunter

WITNESS

Edward N. Button

Edward N. Button



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

0210

BUSINESS CODE

03

COUNTY

71

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

20 200 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 _____ Penalty
 54 _____ For. Supplemental Cert.
 53 _____ Foreign Resolution
 73 _____ Certificate of Conveyance

Name Change (New Name) _____

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

73 _____ Certificate of Merger/Transfer

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
 87 _____ Limited Part. Good Standing
 71 _____ Financial
 600 _____ Personal Property Reports and late filing penalties

Code _____

ATTENTION: Edward N. Button, Esq.

MAIL TO ADDRESS: 635 Oak Hill Avenue Hagerstown, MD 21740

70 _____ Change of P.O., R.A. or R.A.A.
 _____ Other
 _____ Other

NOTE:

TOTAL FEES

40.00

_____ Check _____ Cash

Documents on _____ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
C.V. WAREHOUSING & TRANSPORTATION INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 8, 1988 AT 9:09 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:

\$

D2575371

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 AUG 25 1988

RETURN TO:
ATTN: EDWARD N. BUTTON, ESQ.
635 OAK HILL AVE.
HAGERSTOWN MD 21740

235C3011022

A 264404



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3031 2743
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

486

NOTICE OF CHANGE OF ADDRESS OF RESIDENT AGENT

I, William P. Young, Jr. hereby notify the State Department of Assessments and Taxation of the State of Maryland that in my capacity as Resident AGent, I am hereby filing for record with the Department, this statement of the change of my address as follows:

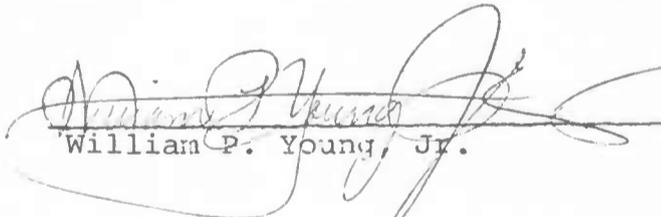
OLD 81 West WASHINGTON Street
Hagerstown, Maryland 21740

NEW The Bryan Centre
82 West Washington Street
Hagerstown, Maryland 21740

Said address change is effective April 1, 1988. The following Maryland corporation is that for which I serve as Resident Agent:

Decor Foods, Inc. Incorporated 1987

The officers of this corporation have been advised of my change of address and the filing of this Notice.


William P. Young, Jr.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
6/6/88 at 8:30 A.M.

3032 1177

1988 JUN -6 AM 8:35



DOCUMENT CODE _____

BUSINESS CODE _____

COUNTY 71

D2447209

 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 Req.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
73	_____	Certificate of Merger/Transfer
70	<u>3.00</u>	<u>Recording Fee</u>
75	<u>5.00</u>	<u>Special Fee</u>
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. Certificate of Status
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Cert. of Status
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- Change of Name
- Change of Principal Office
- Change of Resident Agent
- Change of Resident Agent Address
- Resignation of Resident Agent
- Designation of Resident Agent and Agent's address.

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____
Meyers Young & Grove
P.O. Box 1269
Augustown, Md 21241

NOTE: _____

TOTAL FEES

\$8.00

1 Check _____ Cash

1 Documents on 1 checks

APPROVED BY: [Signature]

CHANGE OF RESIDENT AGENT'S ADDRESS
OF
DECOR FOODS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 6, 1988 AT 8:35 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 3.00

SPECIAL
FEE PAID:

\$ 5.00

D2447209

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 AUG 25 1988

RETURN TO:
MEYERS, YOUNG & GROVE
P. O. BOX 1267
HAGERSTOWN

MD 21741 1267

236C3011188

A 264557



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS 3032 1176

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

DRR, LTD.
ARTICLES OF INCORPORATION 6-3-88

8:59a

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 DRR, Ltd.

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

(1) To engage in the business of real estate acquisition, development management and marketing and to provide services related to the same; and to engage in any other lawful purpose and/or business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 134 West Washington Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Roger Schlossberg, 134 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

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

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

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

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

- Roger T. Craig
- David R. Rider
- Roger Schlossberg

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.

1988 JUN -3 A 8 59

2030 1081
81558131

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

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

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

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

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 1st day of ~~May~~^{June}, 1988, and I acknowledge the same to be my voluntary act and deed.

Barbara J. Sprecher
Witness

Roger Schlossberg
Roger Schlossberg

303(SEA)02



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)

Table with columns: CODE, AMOUNT, FEE REMITTED, and various fee descriptions like Organ. & Capitalization, Name Change, etc.

TOTAL FEES 40 Check Cash Documents on checks

APPROVED BY: [Signature]

Code ATTENTION: MAIL TO ADDRESS: Roger Schlossberg 134 W. Wash St Hagerstown Md 21740

NOTE:

ARTICLES OF INCORPORATION
OF
DRR, LTD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 3, 1988 AT 8:59 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:

\$

D2573061

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 AUG 25 1988

RETURN TO:
ROGER SCHLOSSBERG
134 WEST WASHINGTON STREET
HAGERSTOWN MD 21740

232C3010699

A 264152



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3030 1080

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

5/31/88 at 9:57 a.m.

GORDON'S ENTERPRISES, INC.

ARTICLES OF INCORPORATION

911

FIRST: I, DIXIE C. NEWHOUSE, whose post office address is 1329 Pennsylvania Avenue, Post Office Box 1417, Hagerstown, Maryland 21741, 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

GORDON'S ENTERPRISES, 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 1329 Pennsylvania Avenue, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is Creager & Newhouse, P.A., 1329 Pennsylvania Avenue, Hagerstown, Maryland 21740. Said Resident Agent is a Maryland Corporation.

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 James Gordon, Karen Ward and Rebecca E. Gordon.

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:

LS 9 A 1E 14W 8881

81528285

3029 0754

(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, 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 is 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.

3029 0755

(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 reasonable 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

3029 0756

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 26 day of May, 1988 and I acknowledge the same to be my act.

WITNESS:

Judith Ann Butta

Dixie C. Newhouse
Dixie C. Newhouse

3029 0757



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02.0

BUSINESS CODE

03

COUNTY

71

P.A. Religious Close Stock Nonstock

Merging (Transferor)

Surviving (Transferee)

CODE AMOUNT FEE REMITTED

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 Req., Foreign Name Registration, Certified Copy, Penalty, For. Supplemental Cert., Foreign Resolution, Certificate of Conveyance, Certificate of Merger/Transfer, 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, Limited Part. Good Standing, Financial, Personal Property Reports and late filing penalties, Change of P.O., R.A. or R.A.A., Other, Other.

Name Change (New Name)

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

Code

ATTENTION: Dixie C. Newhouse, Esq.

MAIL TO ADDRESS: Creager + Newhouse, P.A. Creager Bldg. 1329 Pennsylvania Avenue

NOTE: P.O. Box 1417 Hagerstown, Md 21741

TOTAL FEES

40.00

Check Cash

Documents on checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
GORDON'S ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 31, 1988 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:

\$ 20.00

SPECIAL
FEE PAID:

\$

D2570406

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 AUG 25 1988

RETURN TO:
CREAGER & NEWHOUSE, P.A.
ATTN: DIXIE C. NEWHOUSE, ESQUIRE
1329 PENNSYLVANIA AVENUE,
CREAGER BLDG., P. O. BOX 1417
HAGERSTOWN MD 21740

230C3010262

A 263735



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3029 0753

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

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

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

I, Dorothy M. Kline, Secretary of the Pentecostal Full Gospel Church of Sabillasville, Maryland, Inc. do hereby certify that the following motion was duly made, seconded and carried at the meeting of the Board of Directors held on the 5th day of June, 1988:

"Upon a motion duly made, seconded and carried, Ms. Dorothy M. Kline, whose address is 13342 Wolfsville Road, Smithsburg, Maryland 21783 was duly elected and appointed as resident agent of the Corporation. She is an adult resident of the State of Maryland."

Respectfully submitted,

Dorothy M. Kline

Dorothy M. Kline
Secretary

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
6/14/88 at 10:01 A.m.

81668277

1988 JUN 14 A 10:01

3034 1669



DOCUMENT CODE _____

BUSINESS CODE _____

COUNTY 71

00170563

___ 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 Req.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
73	_____	Certificate of Merger/Transfer
70	<u>3.00</u>	Recording Fee
75	<u>5.00</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. Certificate of Status
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Cert. of Status
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

- Name Change (New Name) _____
- _____ Change of Name
- _____ Change of Principal Office
- Change of Resident Agent
- Change of Resident Agent Address
- _____ Resignation of Resident Agent
- _____ Designation of Resident Agent and Agent's address.

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Dorothy M. Kline
13342 Wolfsville Rd.
Smithsburg, MD 21783

NOTE: _____

TOTAL FEES 8.00

1 Check _____ Cash

1 Documents on 1 checks

APPROVED BY: RMC

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS
OF
THE PENECOSTAL FULL GOSPEL CHURCH OF
SABILLASVILLE, MARYLAND, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 14, 1988 AT 10:01 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 3.00

\$ 5.00

00170563

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: **MAILED AUG 25 1988**
DOROTHY M. KLINE
13342 WOLFVILLE ROAD
SMITHSBURG MD 21783

24203012128

A 266491



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

3034 1668

ARTICLES OF INCORPORATION
OF
S & D ENTERPRISES, INC.

OK

FIRST: I, Sandra D. Merrell, whose post office address is 126 Hampton Road West, Williamsport, Maryland 21795 and 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 S & D 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 provide services as a business consultant and to engage in the business of 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.

FIFTH: The post office address of the principal office of the Corporation in this State is 126 Hampton Road West, Williamsport, Maryland 21795. The name and post office address of the Resident Agent of the Corporation in this State is Daniel Merrell, 126 Hampton Road West, Williamsport, Maryland 21795. 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 10,000 shares of Common Stock, having a par value of \$10.00 for an aggregate par value of \$100,000.00.

SEVENTH: The number of Directors shall be 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 their successors are duly chosen and qualified, is Sandra D. Merrell.

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION 88 JUN 24 8 33

APPROVED FOR RECORD
6/24/88 8:33 p.m.

81768043

(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 1st day of June, 1988, and I acknowledge the same to be my act and deed.

Sandra D. Merrell
Sandra D. Merrell



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

DOCUMENT CODE 022 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	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
73	_____	Certificate of Merger/Transfer
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
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

Change of Name
Change of Principal Office
Change of Resident Agent
Change of Resident Agent Address
Resignation of Resident Agent

Code _____
ATTENTION: William P. Nain, Esq.

MAIL TO ADDRESS: Urney Nain + Barton 100 West Washington Street Hagerstown, MD

NOTE: 21740

TOTAL FEES 40.00
_____ Check _____ Cash
Documents on _____ checks

APPROVED BY: DN

ARTICLES OF INCORPORATION
OF
S & D ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 24, 1988 AT 8:33 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:

\$

D2585941

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 AUG 25 1988

RETURN TO:
URNER, NAIRN & BARTON
ATTN: WILLIAM P. NAIRN, ESQ.
100 WEST WASHINGTON ST.
HAGERSTOWN MD 21740

247C3012689

A 267005



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3036 2598

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

6/23/88 at 9:12 .m.

PROMAN, INC.

ARTICLES OF INCORPORATION

FIRST: I, Stephen B. Sagi, whose post office address is 136 South Potomac Street, Hagerstown, Maryland 21740 being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the general laws of the State of Maryland.

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

PROMAN, INC.

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

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

FOURTH: The post office address of the principal office of the Corporation in this State is 136 South Potomac Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is Stephen B. Sagi, 136 South Potomac Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 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

1988 JUN 23 P 9 12

506

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:

Stephen B. Sagi

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 (1) 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 26th day of May, 1988, and I acknowledge the same to be my act.

WITNESS:

Carleen A. Herbaupt  (SEAL)
Stephen B. Sagi



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 8 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>30</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 Req.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
73	_____	Certificate of Merger/Transfer
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
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

_____ Resignation of Resident Agent

Code _____

ATTENTION: J. Clair Baker, Jr., Esq

MAIL TO ADDRESS: Day and Schneider,
P.A.
Suite 300
120 West

NOTE: washington St.
Hagerstown, MD
21740

TOTAL FEES 50.00

Check _____ Cash

Documents on _____ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
PROMAN, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 23, 1988 AT 9:12 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 30.00

SPECIAL
FEE PAID:

\$

D2585354

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 AUG 25 1988

RETURN TO:
DAY AND SCHNEIDER, P.A.
ATTN: G. CLAIR BAKER, JR., ESQ.
STE. 300
120 W. WASHINGTON ST.
HAGERSTOWN MD 21740

246C3012577

A 266902



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

3086 0147

512

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

6/23/88

at 9:34 .m.

HUNTER'S MOON, INC. (A Close Corporation)

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 Hunter's Moon, Inc.

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

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

FOURTH: The post office address of the principal office of the Corporation in this State is Route 2, Box 127, Clear Spring, Maryland 21722. The name and post office address of the Resident Agent of the Corporation in this State are Patricia Dale Soper, Route 2, Box 127, Clear Spring, Maryland 21722. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand

01700214

1988 JUN 23 A 9:34

(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 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 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: George Frederick Dunham, Patricia Dale Soper, and Virginia Louise Snyder.

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

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

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

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

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

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

NINTH: The Corporation shall be a close Corporation as authorized by Title IV of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

TENTH: (1) As used in this Article TENTH, 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 proceedings; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative

other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 21st day of June, 1988, and I acknowledge the same to be my act.

Scott L. Schubel

Scott L. Schubel
Incorporator

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

I HEREBY CERTIFY, that on this 21st day of June, 1988, 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

3035 0886



STATE OF MARYLAND

State Department of Assessments and Taxation

Geno 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>5</u>
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
73		Certificate of Merger/Transfer
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
87		Limited Part. Good Standing
71		Financial
600		Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
		Other _____
		Other _____

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Scott Schulbel
138 W. Washington St
Hagerstown, Md 21740

NOTE: _____

TOTAL FEES 51

Check _____ Cash

Documents on _____ checks

APPROVED BY: PCM

CERTIFIED COPY MADE

ARTICLES OF INCORPORATION
OF
HUNTER'S MOON, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 23, 1988 AT 9:34 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:

\$

D2584399

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 AUG 25 1988

RETURN TO:
SCOTT SCHUBEL
138 W. WASHINGTON STREET
HAGERSTOWN MD 21740

245C3012456

A 266800



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

3035 0801

CHARTER
of
SAIGON FAST FOOD, INC.
(A Close Corporation Under Title 4)

6-16-88 at 10:40a

INCORPORATOR David L. Scull
8401 Connecticut Avenue #1400
Chevy Chase, MD 20815

An adult, forming a corporation under the laws of Maryland.

RESIDENT AGENT: Tuan Anh Vu
Route 3, Box 140
Williamsport, MD 21795

NAME: SAIGON FAST FOOD, INC.

PURPOSES: Food services and all other purposes permitted by law.

PRINCIPAL OFFICE: 43 Valley Mall
Hagerstown, MD 21740

AUTHORIZED SHARES: 10,000 shares of common stock having a par value of \$.01 per share.

STRUCTURE: After completion of the first meeting of the board of directors and the issuance of one or more shares of stock, the Corporation shall have board of directors. Until such time, the Corporation shall have one director, HANG-NGA CONG-HUYEN.

I acknowledge this Charter to be my act, and verify under penalties of perjury that all matters contained in it are true in all material respects, to the best of my knowledge, information and belief.

DAVID L. SCULL

DATE: 6-14-88

1988 JUN 19 10:47

81688295

3034 2595



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

02 *dy*

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	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
73	_____	Certificate of Merger/Transfer
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
87	_____	Limited Part. Good Standing
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

David Scull
8401 Conn. Ave.
Cherry Chase, Md
20815

NOTE: _____

TOTAL FEES

40

Check _____ Cash

Documents on _____ checks

APPROVED BY: _____

RS

ARTICLES OF INCORPORATION
OF
SAIGON FAST FOOD, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 16, 1988 AT 10:40 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:

\$

D2583052

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 AUG 25 1988

RETURN TO:
DAVID SCULL
8401 CONN. AVE.
CHEVY CHASE

MD 20815

24403012282

A 266646



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

3034 2594

522

96

ARTICLES OF INCORPORATION

OF

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

McRAND DEVELOPMENT CORPORATION

6-20-88

10:51N

FIRST: I, Jeanne de Cervens, whose post office address is 10 Light Street, Baltimore, Maryland 21202, being at least 18 years of age, hereby form a corporation under the Maryland General Corporation Law.

SECOND: The name of the Corporation (the "Corporation") is McRand Development Corporation.

THIRD: The purposes for which the Corporation is formed are to (1) manage all phases of property management which include the powers to purchase, sell, use, hold, employ, own, convey, exchange, transfer, lease, rent, mortgage, encumber, improve, develop, manage, take options on, grant options on, or otherwise acquire, operate, deal in and with, and dispose of fee simple property, leasehold property, ground rents and personal property of every kind, nature and description whatsoever and to do anything necessary, expedient and/or in connection therewith; (2) to enter into partnerships, joint-ventures, syndicates, and other business associations for the purposes stated in clause (1) above; and (3) 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.

FOURTH: The address of the principal office of the Corporation is Randall & Company, 3 Hump Road, Hagerstown, Maryland

1988 JUN 20 11 51 AM EST

81720570

3034 2571

21740. The name and address of the resident agent of the Corporation are Terry L. Randall, Randall & Company, 3 Hump Road, Hagerstown, Maryland 21740.

FIFTH: The total number of shares of Capital Stock which the Corporation has authority to issue is 100,000, all of one class called Common Stock. The par value of each share of Common Stock is \$1.00 and the aggregate par value of all the shares of the Common Stock is \$100,000.00.

SIXTH: The number of Directors of the Corporation shall be two (2), until changed as provided by the By-Laws of the Corporation. The names of those who will serve as Directors until the first annual meeting of the stockholders and until their successors are elected and qualify are Richard E. McCleary and Terry L. Randall.

SEVENTH: To the fullest extent permitted by Maryland law, as it may be amended or interpreted from time to time, no director or officer of the Corporation shall be personally liable to the Corporation or its stockholders for money damages. No amendment of the charter of the Corporation or repeal of any of its provisions shall limit or eliminate any of the benefits provided to directors and officers under this Article in respect of any act or omission that occurred prior to such amendment or repeal.

EIGHTH: 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.

I acknowledge these Articles of Incorporation to be my act this 20th day of June, 1988.

Jeanne de Cervens

Jeanne de Cervens

Return To: Jeanne de Cervens, Esq.
Miles & Stockbridge
10 Light Street
Baltimore, Maryland 21202

JDC19301.INC



STATE OF MARYLAND

State Department of Assessments and Taxation

Gen 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	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
73	_____	Certificate of Merger/Transfer
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
87	_____	Limited Part. Good Standing
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

Change of Name
Change of Principal Office
Change of Resident Agent
Change of Resident Agent Address
Resignation of Resident Agent

Code 045
ATTENTION: Jeanne de Cerven

MAIL TO ADDRESS: _____

NOTE: _____

TOTAL FEES 40
 Check _____ Cash _____
Documents on _____ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
MCRAND DEVELOPMENT CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 20, 1988 AT 10:51 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:

\$

D2583011

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 AUG 25 1988

RETURN TO:
MILES & STOCKBRIDGE
JECME DE CERVENS
10 LIGHT STREET
BALTIMORE

MD 21202

244C3012278

A 266642



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

3034 2570

ARTICLES OF INCORPORATION

OF

FOUNTAINHEAD PROPERTIES MANAGEMENT, INC.

APPROVED FOR RECORD

6-20-88 10:57a

FIRST: I, Jeanne de Cervens, Esquire, whose post office address is 10 Light Street, Baltimore, Maryland 21202, being at least 18 years of age, hereby form a corporation under the Maryland General Corporation Law.

SECOND: The name of the Corporation (the "Corporation") is Fountainhead Properties Management, Inc.

THIRD: The purposes for which the Corporation is formed are to (1) manage all phases of property management which include the powers to purchase, sell, use, hold, employ, own, convey, exchange, transfer, lease, rent, mortgage, encumber, improve, develop, manage, take options on, grant options on, or otherwise acquire, operate, deal in and with, and dispose of fee simple property, leasehold property, ground rents and personal property of every kind, nature and description whatsoever and to do anything necessary, expedient and/or in connection therewith; (2) to enter into partnerships, joint-ventures, syndicates, and other business associations for the purposes stated in clause (1) above; and (3) 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.

1988 JUN 20 10:57 AM

FOURTH: The address of the principal office of the Corporation is P.O. Box 1916, 1905 Pennsylvania Avenue, Hagerstown,

817203433 2566

Maryland 21740. The name and address of the resident agent of the Corporation are Asad Ghattas, P.O. Box 1916, 1905 Pennsylvania Avenue, Hagerstown, Maryland 21740.

FIFTH: The total number of shares of Capital Stock which the Corporation has authority to issue is 100,000, all of one class called Common Stock. The par value of each share of Common Stock is \$1.00 and the aggregate par value of all the shares of the Common Stock is \$100,000.00.

SIXTH: The number of Directors of the Corporation shall be one, until changed as provided by the By-Laws of the Corporation. The names of those who will serve as Directors until the first annual meeting of the stockholders and until their successors are elected and qualify are Asad Ghattas.

SEVENTH: To the fullest extent permitted by Maryland law, as it may be amended or interpreted from time to time, no director or officer of the Corporation shall be personally liable to the Corporation or its stockholders for money damages. No amendment of the charter of the Corporation or repeal of any of its provisions shall limit or eliminate any of the benefits provided to directors and officers under this Article in respect of any act or omission that occurred prior to such amendment or repeal.

EIGHTH: 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.

I acknowledge these Articles of Incorporation to be my act this 20th day of June, 1988.

Jeanne de Cervens

Jeanne de Cervens

Return To: Jeanne de Cervens, Esq.
Miles & Stockbridge
10 Light Street
Baltimore, Maryland 21202

JDCFP01.INC



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

BUSINESS CODE

COUNTY

028 03 71

P.A Religious Close Stock Nonstock

Merging (Transferor)

Surviving (Transferee)

CODE AMOUNT FEE REMITTED

Table with columns CODE, AMOUNT, FEE REMITTED. Rows include codes 20-73, 75-84, 85, 21-23, 31, NA, 87, 71, 600, 70. Descriptions 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, Penalty, For. Supplemental Cert., Foreign Resolution, Certificate of Conveyance, Certificate of Merger/Transfer, 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, Limited Part. Good Standing, Financial, Personal Property Reports and late filing penalties, Change of P.O., R.A. or R.A.A., Other.

Name Change (New Name)

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

Code 045

ATTENTION: Jeanne de Cervens

MAIL TO ADDRESS:

NOTE:

TOTAL FEES

40

Check Cash

Documents on checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
FOUNTAINHEAD PROPERTIES MANAGEMENT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 20, 1988 AT 10:57 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:

\$

D2583003

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:
MILES & STOCKBRIDGE
ATTN: JEANNE DE CERVENS
10 LIGHT STREET
BALTIMORE

MAILED AUG 25 1988

MD 21202

244C3012277

A 266641



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

3034 2565

APPROVED FOR RECORD
6/21/88 at 8:58 a.m.

ARTICLES OF INCORPORATION

FIRST: I, Edward L. Kuczynski, whose address is 55 North Jonathan Street, Hagerstown, Maryland, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

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

(1) To engage in the business of commercial, residential, and industrial cleaning, custodial and janitorial services.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 15 Snyder Avenue, Hagerstown, Maryland 21740. The name and address of the Resident Agent of the Corporation in this State is Rodney L. Ebersole, 15 Snyder Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to

1988 JUN 21 P 8:58

81731137

303303972249

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 two 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: Rodney L. Ebersole.

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.

3033 0777
3034 2250

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

NINETH: (1) As used in this Article NINETH, 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.

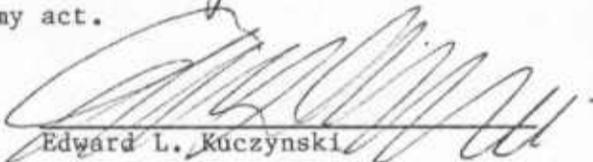
(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(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)

380249 22573

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 20th day of June, 1988, and I acknowledge the same to be my act.


Edward L. Kuczynski

3036 0779
3034 2252



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 Req.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
73	_____	Certificate of Merger/Transfer
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
87	_____	Limited Part. Good Standing
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

- Name Change (New Name) _____
- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address
- _____ Resignation of Resident Agent

Code _____

ATTENTION: Edward
L. Kuczynski,
Esq.

MAIL TO ADDRESS: _____
Kuczynski +
Kuczynski, P.A.
Kuczynski Bldg.
55 N. Jonathan
Street

NOTE: Hagerstown, MD
21740

TOTAL FEES 40.00

Check _____ Cash

Documents on _____ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
~~CLASS A CLEANING, INC.~~
CLASS A CLEANING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 21, 1988 AT 8:58 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:

\$

D2582476

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 AUG 25 1988

RETURN TO:
KUCZYNSKI & KUCZYNSKI, P.A.
ATTN: EDWARD L. KUCZYNSKI, ESQ.
KUCZYNSKI BLDG.
55 N. JONATHAN ST.
HAGERSTOWN MD 21740

243C3012191

A 266555



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO

3038 0775
3034 2248

538

ARTICLES OF INCORPORATION

FUTURESHAPE OF WILLIAMSPORT, INC.

FIRST: I, James W. Stone, whose post office address is P.O. Box 1269, Hagerstown, Maryland, 21741 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 "FUTURESHAPE OF WILLIAMSPORT, INC."

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

(1) To own and operate a toning, figure and exercise salon; 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 Milestone Plaza, 12 Hopewell Road, Williamsport, Maryland, 21795. The name and post office address of the Resident Agent of the Corporation in this State is Richard H. Evans, Futureshape of Williamsport, Inc., Milestone Plaza, 12 Hopewell Road, Williamsport, Maryland, 21795. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 100,000 shares of common stock, with a par value of \$1.00 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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

5-26-88 at 9:10

81476024 1083

until the first annual meeting or until their successors are duly elected and qualify are: Dennis H. Evans and Barbara J. Evans.

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

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

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

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

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

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

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 23^d day of May, 1988, and I acknowledge the same to be my act.

WITNESS:

Pamela S. Ambrose

James W. Stone
James W. Stone

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

I HEREBY CERTIFY, That on this 23rd day of May, 1988, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared James W. Stone 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

Geno 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 Req.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
73	_____	Certificate of Merger/Transfer
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
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

_____ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Miller, Oliver, Beachley, etal

28 W. Washington St.

P.O. Box 1269

Hagerstown, Md. 21741-1269

NOTE: _____

TOTAL FEES 40

Check _____ Cash

Documents on _____ checks

APPROVED BY: J.M.T

542

ARTICLES OF INCORPORATION
OF
FUTURESHAPE OF WILLIAMSPORT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 26, 1988 AT 9:10 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:

\$

D2568327

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 AUG 25 1988

RETURN TO:
MILLER, OLIVER, BEACHLEY, ETAL.
28 WEST WASHINGTON STREET
P.O. BOX 1269
HAGERSTOWN

MD 21741 1269

227C3012807

A 263448



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

ARTICLES OF INCORPORATION
OF
KNIGHT WORKS, INC.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

6/20/88 at 1988 11:45 .m

THIS IS TO CERTIFY:

FIRST: That I, Kathy Jo Knight, the subscriber, as Incorporator, being at least Eighteen (18) 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: Knight Works, Inc.

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

A. To engage generally in the construction and remodeling business and to perform all manner of building improvements and additions.

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.

81728601

81728600

3034 2099

544

D. 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 Route 3, Box 332, Sharpsburg Pike, Hagerstown, Maryland 21740. The resident agent of the Corporation is Kathy Jo Knight, whose address is Route 3, Box 332, Sharpsburg Pike, 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 no par 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 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:

Kathy Jo Knight
Joel A. Knight

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 Board of Directors may classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of the stock; and

3034 2100

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

The 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: The Corporation shall have the power to indemnify, by express provision in its By-Laws, by Agreement or by majority vote of either its stockholders or disinterested directors, any one or more of the following classes of individuals: (1) present or former directors and/or officers of the Corporation, (2) present or former agents and/or employees of the Corporation, (3) present or former administrators, trustees or other fiduciaries under pension, profit-sharing, deferred compensation, or any other employee benefit plan maintained by the Corporation, and (4) persons serving or who have served at the request of the Corporation in any of the aforementioned capacities for any other corporation, partnership, joint venture, trust, or other enterprises; provided, 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.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I do hereby acknowledge these Articles of Incorporation to be my act, this 16th day of June, 1988.

Kathy Jo Knight (SEAL)
Kathy Jo Knight

3034 2101



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	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
73	_____	Certificate of Merger/Transfer
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 <u>cal/20/88</u>
31	<u>6</u>	<u>1</u> Corp. Good Standing <u>175423</u>
NA	_____	Foreign Corporation Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Werner, M. Gray,
Navin et. al.
100 W. Washington St
Hagerstown, Md 21740

NOTE: _____

TOTAL FEES 46

Check Cash

Documents on _____ checks

APPROVED BY: PCM

ARTICLES OF INCORPORATION
OF
KNIGHT WORKS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 20, 1988 AT 11:45 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:

\$

D2582252

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 AUG 25 1988

RETURN TO:
URNER, MCGRORY, NAIRN, ETAL
100 W. WASHINGTON ST.
HAGERSTOWN MD 21740

243C3012169

A 266534



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

3034 2098

548

ARTICLES OF AMENDMENT
OF AUSTIN C. RICE, INC.

A MARYLAND CLOSE CORPORATION ORGANIZED PURSUENT TO
TITLE 4 OF THE CORPORATION AND ASSOCIATIONS ARTICLE OF THE
ANNOTATED CODE OF MARYLAND

Austin C. Rice, Inc., a Maryland Corporation, having its principal office at 2416 Jefferson Boulevard, Hagerstown, Washington County, Maryland 21740, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland, (hereinafter referred to as the "Department"), that:

FIRST: The Charter of the Corporation is hereby amended to provide that the Corporation is, and shall be, a Close Corporation as authorized by Title 4 of the Corporation and Associations Article of the Annotated Code of Maryland, as amended.

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

By written informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendments.

1988 JUN 14 A 9 26

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

81668210

APPROVED FOR RECORD

6-14-88 at 9:26

3034 1715

IN WITNESS WHEREOF, Austin C. Rice, Inc., has caused these Articles of Amendment to be signed and acknowledged 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 day of June 10, 1988.

ATTEST: Austin C. Rice, INC.

Janet L. Rice
Secretary

BY: Austin C Rice
President

CORPORATE SEAL:

AFFIDAVIT

The undersigned, President of Austin C. Rice, Inc., who executed on behalf of said Corporation the foregoing Articles of Amendment, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Amendment to be the corporate act of said Corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Austin C Rice
President



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 09 A BUSINESS CODE 03 COUNTY 71

D2485340 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>2</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
73	_____	Certificate of Merger/Transfer
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
87	_____	Limited Part. Good Standing
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address
- _____ Resignation of Resident Agent
- Change to a "Closed" Corp

Code _____

ATTENTION: _____

MAIL TO ADDRESS:
Snyder & Benjamin, P.A.
28 Jonathan St.
Hagerstown, Md. 21740

NOTE:
Changed to a "Closed" Corp

TOTAL FEES 28

Check _____ Cash

Documents on _____ checks

APPROVED BY: J.M.T.

ARTICLES OF AMENDMENT
OF
AUSTIN C. RICE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 14, 1988 AT 9:36 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:

\$ _____

D2485340

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.

AUG 25 1988

RETURN TO:
SNYDER & BENJAMIN, P.A.
25 JONATHAN STREET
HAGERSTOWN

MD 21740

24203012141

A 266503



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO 1714

552

MARYLAND DAIRY HERD IMPROVEMENT CORPORATION, INC.

ARTICLES OF AMENDMENT

(CHANGING NAME OF CORPORATION, ITS PURPOSE, ITS PRINCIPAL OFFICE AND ITS RESIDENT AGENT)

Maryland Dairy Herd Improvement Corporation, Inc., a body corporate of the State of Maryland, hereby certifies to the Department of Assessments and Taxation, that:

FIRST: The Articles of Incorporation of the Corporation are hereby amended by striking paragraph SECOND of said Articles of Incorporation and inserting in lieu thereof the following:

"SECOND: The name of the Corporation shall be, Mid-East Dairy Herd Improvement Corporation, Inc."

SECOND: The Articles of Incorporation of the Corporation are hereby amended by striking paragraph THIRD of said Articles of Incorporation and inserting in lieu thereof the following:

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

To improve the dairy cattle of the members it serves through sound culling, breeding and mangement programs based upon complete and accurate production and feed consumption records and standardizing of procedures and practices for wider recognition of Dairy Herd Improvement records. To establish policies and rules for the conduct of dairy record keeping programs that may be adopted from time to time by the corporation and in keeping with rules and recommendations of National Dairy Herd Improvement Association and the National Cooperative Dairy Herd Improvement Program.

THIRD: The Articles of Incorporation of the Corporation are hereby amended by striking paragraph FOURTH of said Articles of Incorporation and inserting in lieu thereof the following:

"FOURTH: The post office address of the principal office of the Corporation is 1040 Frederick Street, Hagerstown, Maryland 21740, and the resident agent thereof is Eugene Long, whose post office address is 6903 Colonial Avenue, Thurmont, Maryland 21788; said resident agent is actually residing in the State of Maryland."

FOURTH: The Board of Directors of the Corporation, at a duly called meeting of the corporation, adopted a resolution effective as of January 5, 1988, declaring that these amendments to the Articles of Incorporation of the Corporation were advisable, and that the proposed amendments to the Articles of Incorporation be submitted for action thereon by the members of the Corporation.

11:11 A 13 JUN 88

81338455
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

6-13-88 at 11:11 3034 1711 m.

FIFTH: The Articles of Amendment as proposed by the Board of Directors of the Corporation by the method described in Article FOURTH above was approved by members at a duly called meeting of the Corporation. Said meeting being held on March 1, 1988.

SIXTH: By these Articles of Amendment, paragraphs SECOND, THIRD and FOURTH of the original Articles of Incorporation filed by the Corporation are amended as set forth in paragraphs FIRST, SECOND and THIRD hereof.

SEVENTH: These Articles of Amendment hereinabove set forth have been duly advised by the Board of Directors and duly approved by the members of the Corporation.

IN WITNESS WHEREOF, Mid-East Dairy Herd Improvement Corporation, Inc., formerly Maryland Dairy Herd Improvement Corporation, Inc., has caused these Articles of Amendment to be executed in its name and on its behalf by its duly elected President, attested to by its Secretary, on this 26th day of May, 1988.

ATTEST:

MID-EAST DAIRY HERD IMPROVEMENT CORPORATION, INC. (FORMERLY MARYLAND DAIRY HERD IMPROVEMENT CORPORATION, INC.)

Eugene Long
Eugene Long, Secretary

BY John S. Shank II
John Shank, II, President

STATE OF MARYLAND, COUNTY OF ^{WASHINGTON} ~~FREDERICK~~, TO WIT:

I hereby certify that on this 26th day of May, 1988, before me, the subscribed, a Notary Public, in and for the State and County aforesaid, personally appeared, John Shank, II, President of Mid-East Dairy Herd Improvement Corporation, Inc., formerly Maryland Dairy Herd Improvement Corporation, Inc., a Maryland Corporation, and in the name and on the behalf of the Corporation acknowledged the aforesaid Articles of Amendment to be the true corporate act and deed of said Corporation, and further made oath in due form of law that the matters and facts set forth in said Articles of Amendment with respect to the advisement by the Board of Directors and approval by the members of the Corporation are true.

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

Robert W. Gay
Notary Public

My Commission Expires: July 1, 1990

3034 1712



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

DOCUMENT CODE 09A BUSINESS CODE 04 COUNTY 71

D0132613 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 Req.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
73	_____	Certificate of Merger/Transfer
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
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

Name Change
(New Name) _____
Mid-East Dairy Herd
Improvement Corporation, Inc.
 Change of Name
 Change of Principal Office
 Change of Resident Agent
 Change of Resident Agent Address
_____ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Snyder & Benjamin, PA
129-9 W. Patrick St.
Frederick, Md. 21701

NOTE: _____

TOTAL FEES 20

Check _____ Cash

Documents on _____ checks

APPROVED BY: J.M.T.

ARTICLES OF AMENDMENT
OF
MARYLAND DAIRY HERD IMPROVEMENT CORPORATION
CHANGING ITS NAME TO:
MID-EAST DAIRY HERD IMPROVEMENT CORPORATION,
INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 13, 1988 AT 11:11 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
EEE PAID:

\$ _____

\$ 20.00

\$ _____

00132613

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 AUG 25 1988

RETURN TO:
SNYDER & BENJAMIN, P.A.
129-9 W. PATRICK STREET
FREDERICK MD 21701

242C3012140

A 266502



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

3034 1710

556

ARTICLES OF INCORPORATION
OF
PIONEER PRODUCTION, INC.
(A CLOSED CORPORATION)

1988 JUN 20 A 10:16

THIS IS TO CERTIFY:

FIRST: THAT, I, TIMOTHY ALAN DAVIS, WHOSE POST OFFICE ADDRESS IS 1025A MARYLAND AVENUE, HAGERSTOWN, MARYLAND, 2174Q, 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 PIONEER PRODUCTION, 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 PROFESSIONAL FUND RAISING AND ADVERTISING.
- (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 POWER 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 583 NORTHERN AVENUE, SUITE #71, HAGERSTOWN, MD. 21740. THE RESIDENT AGENT OF THE CORPORATION IS ROBERT L. SCALESE WHOSE POST OFFICE ADDRESS IS ROUTE 3 BOX 446 SMITHSBURG, MARYLAND 21783. SAID RESIDENT AGENT IS A CITIZEN OF THE STATE OF MARYLAND AND ACTUALLY RESIDES THEREIN.

SIXTH: THE TOTAL NUMBER OF SHARES OF 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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

8-20-88 at 10:10 3034 0736

82726332

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, CORPORATIONS AND ASSOCIATIONS, ANNOTATED CODE OF MARYLAND. THE NAME OF THE DIRECTOR WHO SHALL ACT UNTIL AT LEAST ONE SHARE IS ISSUED SHALL BE ROBERT L. SCALESE.

EIGHTH: THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

IN WITNESS WHEREOF, I HAVE SIGNED THESE ARTICLES OF INCORPORATION THE 17th DAY OF JUNE, 1988.

Timothy Alan Davis
TIMOTHY ALAN DAVIS

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, THAT ON THIS 17th DAY OF JUNE, 1988 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.



Margaret S. Deibert
NOTARY PUBLIC

MY COMMISSION EXPIRES:
JULY 1st, 1990



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

DOCUMENT CODE 028 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 Req.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
73	_____	Certificate of Merger/Transfer
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
87	_____	Limited Part. Good Standing
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

_____ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Timothy Alan Davis

1023 A Maryland Ave.

Hagerstown, Md. 21740

NOTE: _____

TOTAL FEES 40

Check _____ Cash

Documents on _____ checks

APPROVED BY: J.M.T.

ARTICLES OF INCORPORATION
OF
PIONEER PRODUCTION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 20, 1988 AT 10:10 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:

\$

D2580835

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 AUG 25 1988

RETURN TO:
TIMOTHY ALAN DAVIS
1023A MARYLAND AVE.
HAGERSTOWN

MD 21740

242C3011952

A 266351



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

3034 0735

Roland G. Funk
Secretary

c/o Hagerstown Financial Planners, Inc.
339 East Antietam Street
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 Section 3-407(c)(2) of the Corporations and Associations Article of the Annotated Code of Maryland, stating that all taxes not barred by limitations which are levied on assessments made by the State Department of Assessments and Taxation of Maryland and billed by and payable to the issuer of each of said Certificates by the Corporation, including taxes for the current year, have been paid or provided for in a manner satisfactory to the issuer of each of said Certificates.

IN WITNESS WHEREOF, PITTMAN ENTERPRISES, INC., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 31st day of December, 1987, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of PITTMAN ENTERPRISES, INC., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.



ATTEST:

PITTMAN ENTERPRISES, INC.

Roland G. Funk
Roland G. Funk, Secretary

By: *Roy R. Pittman*
Roy R. Pittman, President



STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
 LOUIS L. GOLDSTEIN TREASURY BUILDING
 P.O. BOX 466 PHONE 974-3814
 ANNAPOLIS, MARYLAND 21404-0472

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

PITTMAN ENTERPRISES, INC.

have been paid.

WITNESS my hand and official seal this

21ST day of APRIL A.D. 1988.

Patricia A. Mekeal
 DEPUTY COMPTROLLER
 COMPTROLLER OF THE TREASURY

3029 0387 PS-409

The Town of Hancock

MAYOR AND COUNCIL

HANCOCK, MARYLAND 21750

116 WEST HIGH STREET

PHONE 678-5622

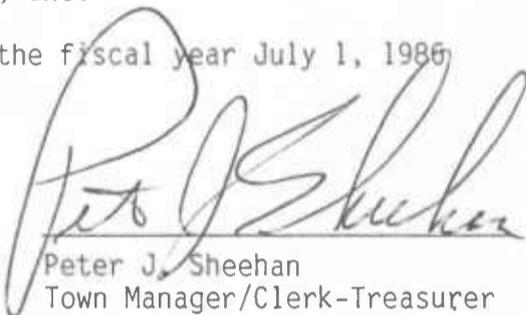
March 9, 1988

RE: Pittman Enterprises, Inc.

This is to certify that the books and records of the Town of Hancock, Hancock, Maryland in 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 Town of Hancock by

Pittman Enterprises, Inc.

have been paid to and including the fiscal year July 1, 1986 thru June 30, 1987.



Peter J. Sheehan
Town Manager/Clerk-Treasurer
for Town of Hancock, Hancock,
Maryland

3029 0388

OFFICE OF
TODD L. HERSHEY
COUNTY TREASURER
 COURT HOUSE ANNEX
 HAGERSTOWN, MARYLAND 21740
 Telephone (301) 791-3173
 MARCOM 249-3173
 VOICE/TTY (301) 791-3175



RONALD L. BOWERS
 President
 RICHARD E. ROULETTE
 Vice President
 R. LEE DOWNEY
 LINDA C. IRVIN
 MARTIN L. SNOOK

The Court House

SERVING WASHINGTON COUNTY SINCE 1873

December 7, 1987

RE: Pittman Enterprises, 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

Pittman Enterprises, Inc.

have been paid to and including the fiscal year July 1, 1986 thru June 30, 1987.

Witness the hand and seal of Todd L. Hershey, County Treasurer for Washington County, this 7th day of December, 1987.

Todd L. Hershey,
 Treasurer for Washington County,
 Maryland

mt

3029 0389



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 19 B BUSINESS CODE _____ COUNTY 71

D1675008 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	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
73	_____	Certificate of Merger/Transfer
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. Certificate of Status
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Cert. of Status
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Wachs, Boone + Bannan
138 W. Washington St

Hagerstown, Md 21740-4769

NOTE:

affidavit - linc of 88

14 days

Helen Richardson certified 88 to 87

TOTAL FEES

50 Check _____ Cash _____
Documents on _____ checks

APPROVED BY: A

THE ARTICLES OF DISSOLUTION
OF
PITTMAN ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 10, 1988 AT 9:59 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

D1675008

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 AUG 25 1988

RETURN TO:
WACHS, BOONE & BANNON
138 W. WASHINGTON STREET
HAGERSTOWN MD 21740 4769

229C3010252

A 263719



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3029 0383

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

568

6/3/88 9:51

ARTICLES OF INCORPORATION

FIRST: I, Robert C. Veil, Jr., whose post office address is 2 Public Square, 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 Robert C. Veil, Jr., P.A..

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

1. To maintain or operate offices, employ attorneys, secretaries, paralegals, legal assistants, receptionists and other personnel as needed to facilitate 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 2 Public Square, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent for the Corporation in this State are Robert C. Veil, Jr., 2 Public Square, 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 names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Robert C. Veil, Jr.

81668218

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 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.

3033 2376

(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;

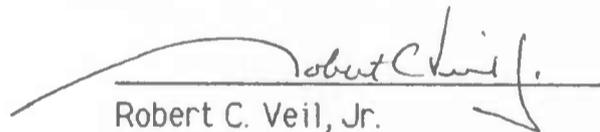
(e) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;

(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 1st day of June, 1988, and I acknowledge same to be my act.


Robert C. Veil, Jr.

3033 2377



DOCUMENT CODE

024

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		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
73		Certificate of Merger/Transfer
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. Certificate of Status
NA		Foreign Corporation Registration
87		Limited Part. Cert. of Status
71		Financial
600		Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
		Other
		Other

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

_____ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Robert Weil
 2 Public Square
 Hagerstown, Md 21740

NOTE:

14 days

TOTAL FEES

40 Check _____ Cash

Documents on _____ checks

APPROVED BY: A

ARTICLES OF INCORPORATION
OF
ROBERT C. VEIL, JR., P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 3, 1988 AT 9:51 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:

\$

D2579951

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 AUG 25 1988

RETURN TO:
ROBERT C. VEIL
2 PUBLIC SQUARE
HAGERSTOWN

MD 21740

240C3011784

A 266180



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

303 2374

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

EWING OIL CO., INC.
ARTICLES OF AMENDMENT

6/9/88

11:15

EWING OIL CO., INC. (the "Corporation"), a Maryland corporation, having its principal office in Hagerstown, Maryland, hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: Pursuant to the resolutions adopted by the Stockholders and Directors of the Corporation as at December 31, 1986, the Charter of the Corporation is hereby amended by striking Article FIFTH (as amended under the Articles of Amendment for the Corporation dated April 27, 1983) in its entirety and inserting in lieu thereof the following:

FIFTH: A. Number of Shares. The total number of Common Shares which the Corporation has authority to issue is 2,000, having a par value per share of Fifty Dollars (\$50), for an aggregate par value or One Hundred Thousand Dollars (\$100,000).

B. Description. The following is a description of the rights, voting powers, restrictions, qualifications and other terms of the Common Stock of the Corporation:

1988 JUN -9 A 11:15

3032 2217

1. No Reclassification. The Common Stock shall not be subject to reclassification by the Board of Directors, and shall have the rights and terms hereinafter specified.

2. Voting Rights. Except as provided herein, each outstanding share of Common Stock shall have one (1) vote in all proceedings in which action shall be taken by the Stockholders of the Corporation.

3. Rights Upon Liquidation. Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of Common Stock shall be entitled, after payment or provision for payment of the debts and other liabilities of the Corporation and the amount to which the holders of outstanding shares of Preferred Stock are entitled, to share ratably in the remaining net assets of the Corporation.

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

SECOND: The foregoing amendment to the Charter of the Corporation has been advised by the Board of Directors and approved by the Stockholders of the Corporation in the manner required by law and by the Charter of the Corporation. The manner of approval is as follows:

(a) By unanimous vote in a meeting of the Board of Directors of the Corporation on December 31, 1986, the Board of Directors of the Corporation duly adopted the resolution setting forth the foregoing amendment to the Charter of the Corporation and declaring the same to be advisable and directing that the same be submitted for action thereon by the Stockholders of the Corporation.

(b) In a meeting of the Stockholders on December 31, 1986, the Stockholders of the Corporation adopted a resolution approving the foregoing amendment to the Charter of the Corporation.

IN WITNESS WHEREOF, EWING OIL CO., INC. has caused these presents to be signed in its name and on its behalf by its President and witnessed by its Secretary on July 7, 1988.

WITNESS:

EWING OIL CO., INC.

[Signature]
Secretary

By *[Signature]*
Caleb C. Ewing, Jr.
President

THE UNDERSIGNED, President of EWING OIL CO., INC., who executed on behalf of the Corporation the foregoing Articles of Amendment of which this Certificate is made a part, hereby acknowledges in the name and on behalf of the Corporation the foregoing Articles of Amendment to be the corporate act of the Corporation and hereby certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.


Caleb C. Ewing, President



DOCUMENT CODE 09

BUSINESS CODE _____

COUNTY 71

D0098137

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 Req.
51	_____	Foreign Name Registration
13	_____	Certified Copy
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate 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 Standings
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Good Standings
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
_____	_____	Other
_____	_____	Other

Name Change (New Name) _____

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

Code 048

ATTENTION: _____

MAIL TO ADDRESS: _____

NOTE: _____

TOTAL FEES

20 Check _____ Cash

Documents on _____ checks

APPROVED BY: A

ARTICLES OF AMENDMENT
OF
EWING OIL CO., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **JUNE** **9, 1988** AT **11:15** 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

\$ _____

D0098137

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 AUG 25 1988

RETURN TO:
PIPEX & MARBURY
1100 CHARLES CENTER SOUTH
36 SOUTH CHARLES STREET
BALTIMORE MD 21201

237C3011349

A 264698



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

3032 2216

ARTICLES OF INCORPORATION

NEW MID-TOWN RESTAURANT AND PUB, INC.

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

FIRST: I, James W. Stone, whose post office address is P.O. Box 1269, Hagerstown, Maryland, 21741, 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 "NEW MID-TOWN RESTAURANT AND PUB, 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 acquire and operate a restaurant, bar and lounge, including the sale of alcoholic beverages and tobacco 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 39 North Mulberry Street, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is Blanche Cauffman, New Mid-town Restaurant and Pub, Inc., 39 North Mulberry 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 100,000 shares of common stock, with a par value of \$1.00 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 Diana M. Harbaugh.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

6/9/88 at 10:00 a.m.

81030321753

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.

(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 7th day of June, 1988, and I acknowledge the same to be my act.

WITNESS:

Pamela S. Ambrose

James W. Stone
James W. Stone

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

I HEREBY CERTIFY, That on this 7th day of June, 1988, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared James W. Stone

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





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

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	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
73	_____	Certificate of Merger/Transfer
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
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

_____ Resignation of Resident Agent

Code _____

ATTENTION: James W. Stone, Esq.

MAIL TO ADDRESS: Miller, Oliver, Beachley + Stone
28 West Washington Street

P.O. Box 1269
Hagerstown, Md 21741-1269

TOTAL FEES 40.00

_____ Check _____ Cash
Documents on _____ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
NEW MID-TOWN RESTAURANT AND PUB, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 9, 1988 AT 10:00 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:

\$

D2577385

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 AUG 25 1988

RETURN TO:
MILLER, OLIVER, BEACHLEY & STONE
ATTN: JAMES W. STONE, ESQ.
28 W. WASHINGTON ST.
P.O. BOX 1269
HAGERSTOWN

MD 21741 1269

237C3011293

A 264649



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3032 1752

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

ARTICLES FOR RECORD

5-18-88 8:58 a.m.

1988 MAY 18 A 8:58

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J

ARTICLES OF INCORPORATION

of

HAGERSTOWN HISTORICAL TRUST, INC.

(a close corporation)

The subscriber, DOUGLASS C. REED, whose post office address is 207 S. Potomac Street, Hagerstown, Maryland 21740, being of full age, and acting for himself intending to subscribe to the Capital Stock of the Corporation, when established under law, hereby presents these Articles for the formation of a corporation under the general Laws of the State of Maryland, authorizing the formation of corporations. The Corporation is a close corporation, as defined by Title 4 of the Corporation and Associations Article of the Annotated Code of Maryland.

1.00 NAME. The name of the Corporation hereinafter referred to as the "Corporation" is HAGERSTOWN HISTORICAL TRUST, INC.

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

2.01 To purchase, sell, hold, convey, lease, rent, own, trade, rehabilitate, restore, repair, and otherwise deal in real property and personal property of every make and description from an historic perspective and otherwise.

2.02 To subscribe for, purchase or otherwise acquire, underwrite, obtain an interest in, own, hold, pledge, hypothecate, create security interests in, assign, deposit, create trusts with respect to, sell, exchange, or otherwise dispose of and generally deal in and with securities of every kind and description of any government, state, territory, district, municipality, or other political or governmental division or subdivision, body politic, corporation, association, partnership, firm, trustee, syndicate, individual, combination, organization, or entity whatsoever

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located in or organized under the laws of any part of the world, including (without limiting the generality of the foregoing) stocks, shares, voting trust certificates, bonds, mortgages, debentures, notes, land trust certificates, warrants, rights, scrip, commercial paper, choses in action, evidences of indebtedness, certificates of interest or other obligations or other securities of any nature howsoever evidenced; to acquire or become interested in any such securities by original subscription, underwriting, participation in syndicates, or otherwise and irrespective of whether or not such securities are fully paid or subject to further payments or assessments; to exercise any and all rights, powers, and privileges of individual ownership or interest in respect of any such securities, including the right to vote thereon and otherwise act with respect thereto, and to promote, manage, participate in, and act as agent for any underwriting, purchase, or selling syndicate or group and otherwise to take part in and assist, in any legal manner, by guaranty or otherwise, the purchase, sale, or distribution of any such securities; to promote, finance, aid, and assist, financially or otherwise, any body politic, corporation, association, partnership, firm, trustee, syndicate, individual, combination, organization, or other entity, located in or organized under the laws of any part of the world; to purchase, lease, or otherwise acquire, take over, hold, sell, liquidate, otherwise dispose of the business and properties, of every kind, of corporations, associations, partnerships, firms, trustees, syndicates, individuals, combinations, organizations, and other entities located in or organized under the laws of any part of the world; to continue, alter, extend, and develop their business, assume their liabilities, guarantee or become surety for the performance of their obligations, reorganize their capital, and participate in any way in their affairs, and to take over as a going concern and to continue in its own name any business so acquired; and to act as financial, commercial, special, or general agent or representative of bodies politic, corporations, associations, partnerships, firms, trustees, syndicates, individuals, combinations, organizations and other

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entities located in or organized under the laws of any part of the world.

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

2.04 To purchase, lease or otherwise acquire, all or any part of property, trademarks, trade names, rights, businesses, contracts, goodwill, franchises, patents, patents applied for, use of patents applied for, and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent) carrying on, or having carried on, in whole or in part, the business or businesses which this Corporation is authorized to carry on; and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof; and to pay for any such property, trademarks, trade names, rights, businesses, contracts, goodwill, franchises, patents, patents applied for, use of patents and patents applied for or assets by the issue, in accordance with the laws of the State of Maryland, of notes, bonds or other securities of the Corporation or otherwise.

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

2.06 To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by any other corporation or association in which the Corporation has an interest, and to enforce or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidence of indebtedness created or

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issued by any such other corporation or association.

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

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

2.09 To carry on any of the businesses hereinbefore enumerated for itself, or for account of other, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects 2798

or businesses, or any of them or any part thereof, or to enhance the value of its property, business or rights; to be a partner in a partnership; to be general partners; to be a limited partner in a limited partnership with or without other limited partners; to be both a general partner and a limited partner in the same limited partnership; to be one of two or more ventures in a joint venture; and generally to act in any capacity in furtherance of the business of the Corporation, as set forth in sec. 2.01 herein.

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

2.11 To do all things a corporation might legally do under the Laws of the State of Maryland.

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

3.00 PRINCIPAL OFFICE AND RESIDENT AGENT. The post office address of the principal office of the Corporation is 207 S. Potomac Street, Hagerstown, Maryland 21740, The Resident Agent is DOUGLASS C. REED, a resident of the State of Maryland, whose post office address is 109 W. Main Street, Sharpsburg, Maryland 21782.

4.00 AUTHORIZED CAPITAL STOCK. The Corporation is hereby authorized to issue Ten Thousand (10,000) shares of capital stock, having an aggregate par value of \$10,000.00 divided into one class at par value of One (\$1.00) Dollar per share:

Common Stock	10,000 shares
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5.01 DESCRIPTION OF CAPITAL STOCK.

5.01 Common Stock shall be entitled to one vote per share in all cases except as may be otherwise provided for in separate shareholders agreement.

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5.02 RESTRICTION. There shall be no restrictions on the transferability or the issue of the corporate stock other than as may be limited by the general Corporation Laws of the State of Maryland as may be amended, from time to time, and by Restrictive Shareholder's Agreements.

6.00 DIRECTORS. After the completion of the organization meeting of the directors and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no board of directors.

Until such time, the Corporation shall have one
(1) director, whose names are:

Douglass C. Reed
109 West Main Street
Sharpsburg, MD 21782

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

7.01 The stockholders of the Corporation are hereby empowered to authorize the issuance from time to time of shares of stock of any class, whether now or hereafter authorized.

7.02 No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected by or invalidated by the fact that any of the stockholders of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any stockholder individually, or any firm of which any stockholder may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation provided that such interest is disclosed or shall have been known to all the stockholders; and any stockholder of this Corporation who is also a stockholder, director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the stockholders of this Corporation.

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7.03 A unanimous vote of the issued and outstanding common stock of the Corporation shall have power from time to time to fix and determine and to vary the amount of working capital of Corporation; to determine whether any, and, if any, what part of the surplus of the Corporation or of the net profits arising from business shall be declared in dividends and paid to the stockholders subject to the provisions of these Articles of Incorporation, and to direct and determine the use and disposition of any of such surplus or net profits. Such stockholders may, in their discretion, use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of stock of the Corporation, or any of its bonds or other evidence of indebtedness, to such extent and in such manner and upon such lawful terms as they shall deem expedient.

7.04 The Corporation reserves the right to make from time to time any amendment of its Articles of Incorporation which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by 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 all of such stock at the time outstanding, by vote at a meeting, or in writing, with or without a meeting.

7.05 A unanimous vote of the issued and outstanding common stock of the Corporation shall have power, subject to any limitation or restrictions herein set forth or imposed by law, to classify or reclassify any unissued stock, whether now or hereafter authorized, by fixing or altering in any one or more specified respects, from time to time, before the issuance of such stock the preferences, voting powers, restrictions and qualifications of, the fixed annual dividends on, the times and prices of redemption of such stock.

7.06 The stockholders shall manage the business and affairs of the corporation by their direct action and may exercise all powers of directors.

7.07 The stockholders of the Corporation are responsible for taking any action required by law to be taken by a board of directors.

7.08 Action by stockholders shall be taken by the voting of shares of stock as elsewhere herein provided in these Articles of Incorporation and in the By-Laws of The Corporation.

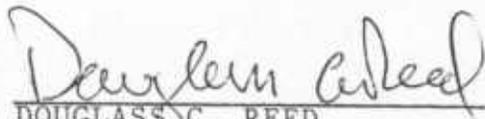
7.09 The stockholders by unanimous vote may take any action which otherwise would require both a resolution of directors and a vote of stockholders.

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

9.00 No holder of any shares of stock of the Corporation of any class now or hereafter authorized shall have any preemptive rights to purchase or subscribe to any shares of stock of the Corporation.

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

IN WITNESS WHEREOF, I, the subscriber, as incorporator, have signed these Articles of Incorporation this 16th day of May, 1988, acknowledging the same to be my act.



DOUGLASS C. REED



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>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	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
73	_____	Certificate of Merger/Transfer
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
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____
Preservation Associates, Inc
207 S. Potomac St.
Hagerstown, Md. 21740

NOTE: _____

TOTAL FEES 54

Check _____ Cash

1 Documents on 2 checks (46.00 + 6.00)

APPROVED BY: J.M.T.

ARTICLES OF INCORPORATION
OF
HAGERSTOWN HISTORICAL TRUST, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 18, 1988 AT 8:58 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 26.00

SPECIAL
FEE PAID:

\$

D2567337

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: MAILED AUG 25 1988
PRESERVATION ASSOCIATES, INC.
207 S. POTOMAC ST.
HAGERSTOWN MD 21740

227C3012708

A 263362



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND IN LIBER. FOLIO.
3027 2794

DEPARTMENT OF REGISTRATIONS
AND CERTIFICATIONS
RECORDED FOR RECORD
6/19/88 9127

ARTICLES OF INCORPORATION
OF
HIGHLAND MANOR COMMUNITY ASSOCIATION, INC.

In compliance with the requirements of Title 5, Subtitle 2 of the Corporations and Associations Article of the Annotated Code of Maryland, the undersigned, a resident of Maryland, who is at least eighteen years of age, has this day, formed a non-stock corporation, not for profit, and does hereby certify:

PK

ARTICLE I

The name of the Corporation is HIGHLAND MANOR COMMUNITY ASSOCIATION, INC., hereafter called the "Association".

ARTICLE II

The principal office of the Association is at 136 South Potomac Street, Hagerstown, Washington County, Maryland 21740.

ARTICLE III

Stephen B. Sagi, whose address is 136 South Potomac Street, Hagerstown, Washington County, Maryland 21740, is hereby appointed the resident agent of the Association.

ARTICLE IV

The terms "Association", "Common Area", "Company", "Lots", "Owner", and "Property" as used in these Articles of Incorporation shall have the same meanings set forth in the Declaration of Covenants, Conditions and Restrictions Relating to the Highland Manor Community Association, Inc. to be recorded among the Land Records of Washington County, Maryland.

ARTICLE V

PURPOSES AND POWERS OF THE ASSOCIATION

The Association shall not operate for pecuniary gain or profit, shall not issue capital stock, and no part of the net earnings of the Association shall inure to the benefit of any member or individual (except that reasonable compensation may be paid for services rendered), and the specific purposes for which it is formed are to provide for: (i) the use, improvement, maintenance, operation and repair of the Common Areas located in the Property including any improvements and amenities located thereon; (ii) the establishment of rules and regulations for the use of the Common Areas including any improvements and amenities located thereon; (iii) the distribution among the Owners of the Property of the costs of the use, improvement, maintenance and repair of the Common Areas including any improvements and amenities located thereon; and (iv) the promotion of the health, safety, pleasure, recreation and welfare of the residents of the Lots within the Property. In furtherance of these purposes, the Association, (by action of its Directors unless otherwise noted in these Articles of Incorporation or in the Declaration) shall have full power to :

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration as the same may be amended from time to time as therein provided, the Declaration being incorporated herein by reference as if set forth in length;

(b) fix, levy, collect and enforce payments by any lawful

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means of all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the affairs of the Association, including all licences, taxes or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold, improve build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association, subject, however, to the requirements of the Declaration.

(d) borrow money and, with the assent of two-thirds (2/3) of the votes of each class of members of the Association, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility subject, however, to the requirements of the Declaration and to such conditions as may be agreed to by the members; and

(f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional property and open space, provided that, except as otherwise provided in the Declaration, any such merger, consolidation or annexation shall require the assent of two-thirds (2/3) of the votes of each class of members; and

(g) have and to exercise any and all powers, rights, and privileges which a non-stock corporation organized under the Corporation Law of the State of Maryland by law may now or hereafter have or exercise.

ARTICLE VI

Every Owner shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

ARTICLE VII

The Association shall have two classes of voting membership:

Class A: Class A membership shall be all Owners with the exception of the Company and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members, however, for purposes of a quorum they shall be treated as a single member. The votes for such Lot shall be exercised as they are determined, but in no event shall more than one vote be cast with respect to any Lot.

Class B: The Class B Members shall be the Company and shall be entitled to three votes for each Lot owned. The Class B Membership shall cease and be converted to Class A Membership on the happening of either of the following events, whichever occurs earlier:

(a) when the total votes outstanding in the Class A Membership equal the total votes outstanding in the Class B Membership; or

(b) on the seventh anniversary of the date of the Declaration.

Provided, however, the Class B Membership shall be revived (and the Company shall again be entitled to three votes for each Lot owned by the Company) during any periods of time occurring before the seventh anniversary of the date of the Declaration, when by reason of the annexation of additional land as a part of the Property additional Lots owned by the Company exist which, when added to the other Lots then owned by the Company, would result in the Company having more than 50% of the votes of the Association were the Company to have three votes for each Lot owned by the Company instead of only a single vote for each Lot owned by the Company.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members of the Association. The number of Directors may be changed by amendment of the By-laws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

Stephen B. Sagi
Howard Bowen
Donald Bowman

These directors, (herein called "Charter Directors") shall serve until the first annual meeting of the members at which their successors are elected. In the event of death or resignation of a Charter Director during his term of office, the remaining Charter Directors shall elect a successor Charter Director to fill the unexpired term of such Charter Director.

ARTICLE IX

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by the holders of not less than two-thirds (2/3) of the votes of each class of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for the purposes similar to those for which this Association was created. In the event that acceptance of such a dedication is refused, the assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to similar purposes.

ARTICLE X

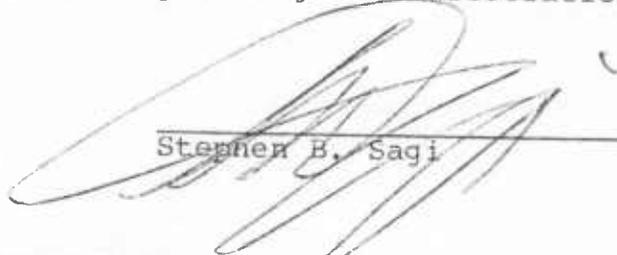
The Association shall exist perpetually.

ARTICLE XI

Amendment of these Articles shall require the assent of the holders of two-thirds (2/3) of the votes of each class of members present in person or by proxy at the meeting at which the vote is taken. Anything set forth above in this Article XI to the contrary notwithstanding, the Company shall have the absolute unilateral right, power and authority to modify, revise, amend, or change any of the terms or provisions of these

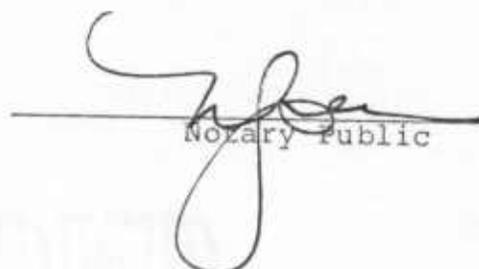
Articles of Incorporation all as from time to time amended or supplemented. However, this unilateral right, power, and authority of the Company may be exercised if any only if either the Veterans Administration or the Federal Housing Administration or any successor agencies thereto shall require such action as a condition precedent to the approval by such agency of the United States of the Property or any part thereof of any Lots thereon for federally approved mortgage financing purposes under applicable Veterans Administration, Federal Housing Administration or similar programs. If the Veterans Administration or the Federal Housing Administration or any successor agencies thereto approve the Property or any part thereof or any Lot therein for federally approved mortgage financing purposes, any amendments to these Articles made during any period of time when there are Class B members of the Association shall also require the prior consent of the agency giving such approval.

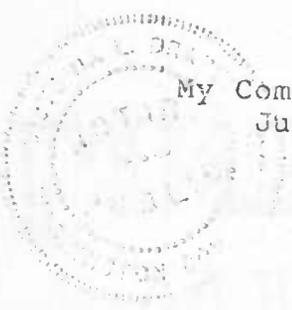
IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Maryland, the undersigned, Stephen B. Sagi, whose post office address is 136 South Potomac Street, Hagerstown, Washington County, Maryland 21740, being at least eighteen years of age, has executed these Articles of Incorporation this 2nd day of June, 1988, for the purposes of incorporating this Association.


Stephen B. Sagi

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 2nd day of June, 1988, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Stephen B. Sagi and acknowledged the execution of the foregoing Articles of Incorporation to be his voluntary act and deed.


Notary Public



My Commission Expires:
July 1, 1990



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.)
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63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
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87	_____	Limited Part. Good Standing
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

_____ Resignation of Resident Agent

Code _____

ATTENTION: J. Alan Baker, Jr. Esq.

MAIL TO ADDRESS: Day and Schneider, P.A.
Suite 300
120 West Washington Street

NOTE: Hagerstown, MD
21740

TOTAL FEES 40.00

Check _____ Cash

Documents on _____ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
HIGHLAND MANOR COMMUNITY ASSOCIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **JUNE 10, 1988** AT **9:27** 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:

\$ _____

D2577096

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 AUG 25 1988

RETURN TO:
DAY AND SCHMIEDEN, P.A.
ATTN: G. CLAIR BAKER, JR., ESQ.
STE. 300, 120 W. WASHINGTON ST.
HAGERSTOWN MD 21740

237C3011264

A 264628



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

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ARTICLES OF INCORPORATION

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF

HENDRICKSON'S INC.

RECORDED FOR RECORD

* * * * *

6/1/88 at 10:02 a.m.

THE UNDERSIGNED, E. Mason Hendrickson, whose post office address is 137 S. Prospect Street, Hagerstown, Maryland 21740, being at least eighteen years of age, does, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, hereby form a corporation.

FIRST: The name of the corporation is Hendrickson's Inc.

1988 JUN - 1 A 10:02

SECOND: The purposes for which the corporation is formed are to have unlimited power to engage in and to do any lawful act concerning any or all lawful business for which corporations may be incorporated under the Maryland General Corporation Law.

THIRD: The post office address of the principal office of the corporation in this State is 137 S. Prospect Street, Hagerstown, Maryland 21740. The name of the resident agent of the corporation in this State is E. Mason Hendrickson and the post office address of the resident agent is 137 S. Prospect Street, Hagerstown, Maryland 21740.

81538233 81538784 3030 0787

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is ten thousand (10,000) shares, all of one class, with no par value.

FIFTH: The number of directors of the corporation shall be three (3), which may be changed in accordance with the by-laws of the corporation. The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are:

E. Mason Hendrickson

Virginia G. Hendrickson

James G. Hendrickson

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:

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

No holder of shares of stock of any class shall be entitled as a matter of right to subscribe for or purchase or

receive any part of any new or additional issue of shares of stock of any class or of securities convertible into shares of stock of any class, whether now or hereafter authorized or whether issued for money, for a consideration other than money or by way of dividend.

Notwithstanding any provision of law requiring a greater proportion than a majority of the votes of all classes or of any class of stock entitled to be cast, to take or authorize any action, the corporation may take or authorize such action upon the concurrence of a majority of the aggregate number of the votes entitled to be cast thereon.

The corporation reserves the right from time to time to make any amendment of its charter, now or hereafter authorized by law, including any amendment which alters the contract rights, as expressly set forth in its charter, of any outstanding stock.

SEVENTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned incorporator of Hendrickson's Inc. who executed the foregoing Articles of Incorporation hereby acknowledges the same to be his act and further acknowledges that, to the best of his knowledge the

matters and facts set forth therein are true in all material respects under the penalties of perjury.

Dated the 27th day of May, 1988.


E. Mason Hendrickson



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>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 Req.
51	_____	Foreign Name Registration
13	<u>10</u>	<u>1</u> Certified Copy <u>4</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
73	_____	Certificate of Merger/Transfer
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. Certificate of Status
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Cert. of Status
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

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

Code 014

ATTENTION: _____

MAIL TO ADDRESS: _____

NOTE:

Copy made

TOTAL FEES

70 Check _____ Cash

1 Documents on 2 checks

APPROVED BY: A

ARTICLES OF INCORPORATION
OF
HENDRICKSON'S INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **JUNE 1, 1988** AT **10:02** O'CLOCK **A.** M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 40.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

D2572584

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 AUG 25 1988

RETURN TO:
CT CORPORATION SYSTEM
OLIVER BUILDING
MELLON SQUARE
PITTSBURG

PA 15222

232C3010651

A 264109



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

3030 0786

606

APPROVED FOR RECORD

6/3/88 at 9:51 a.m.

ARTICLES OF INCORPORATION

OF

HOPITAL DES SPECIALISTES DAKAROIS, INC.

8

I, the undersigned, Stephen J. Cichelli, a citizen of the State of Maryland, over eighteen years of age, whose address is 15 Taylor Drive, Keedysville, Maryland 21756, hereby express my intent to form a corporation under and by virtue of the general laws of the State of Maryland.

FIRST: The name of the Corporation (hereinafter called the "Corporation") is:

HOPITAL DES SPECIALISTES DAKAROIS, INC.

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

To build and operate in Dakar, Senegal a hospital/medical center complex and provide professional medical services to inhabitants and visitors of Senegal and other African sovereign states.

As principal, agent, or otherwise, to buy, sell, hold, own, improve, operate, lease, convey, exchange, mortgage, pledge, transfer or otherwise acquire, use and dispose of land, water rights, factories, warehouses, offices, buildings, shops, salesroom, apparatus, materials, supplies and property both real and personal, wheresoever situated, and to exercise such rights and privileges as may be requisite to carry out any or all of the

1988 JUN -3 A 9 51

3030 2675

81556075

foregoing purposes, and to construct, equip, lease, rent, hire, manage buildings and structures of every kind and description.

To carry on the business of warehousing and storing and all business incidental thereto, including the issuance of warehouse and storage receipts, negotiable or otherwise, and the making of advances or loans of any kind, to manufacture, purchase or acquire in any lawful manner and to hold, own, mortgage, pledge, sell, transfer, or in any manner dispose of, and to deal and trade in goods, wares, merchandise and property of any and every class and description, and in any part of the world.

To acquire the good will, rights and property and to undertake the whole or any part of the assets or liabilities of any person, firm, association or corporation; to pay for the same in cash, the stock of their corporation or this corporation, bonds, or otherwise; in any manner to hold or dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

To acquire by subscription, purchase, exchange or otherwise, to hold as an investment or for any other purpose, to sell, exchange, pledge, mortgage, transfer or otherwise dispose of any bonds, notes, evidences, or indebtedness, shares of stock or other securities or obligations of any kind issued or created by any other corporation of any state, the District of Columbia, or territory of the United States or of any foreign country; and

to aid in any manner any corporation whose securities or obligations are to be held, and to control or direct the operations of such corporations; and to do any act or thing designed to preserve, protect or improve the value of said securities and obligations; and while the holder of said securities of such corporation to exercise all the powers and privileges of ownership, including the power to vote and to carry on all of the objects and exercise all of the powers provided by this paragraph as fully as a natural person might be legally entitled to do.

To apply for, purchase, or in any manner to acquire and to hold, own, use and operate, and to sell or in any manner dispose of, and to grant license or other rights in respect of and in any manner deal with, any and all rights, inventions, improvements and processes used in connection with or secured under letter patent or copyrights of the United States or other countries, or otherwise, and to work, operate or develop the same, and to carry on business, manufacturing or otherwise, which may directly or indirectly effectuate these objects or any of them.

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of any or all of the shares of capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of this State or any other state, territory, country, nation or government, and while owner of said stock may exercise all the

3030 2677

rights, powers, and privileges of ownership, including the right to vote thereon, to the same extent as natural persons might or could do.

To enter into, make and perform contracts of every kind, with any person, firm, association or corporation, municipality, body politic, country, county, territory, state, government or colony or dependency thereof, and without limit as to amount, to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or transferrable instruments and evidence of indebtedness, whether secured by mortgage or otherwise, as well as to secure the same by mortgage or otherwise.

To do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world, as principals, agents, contractors, or otherwise, and either alone or in company with others.

To conduct business in any of the States, in the District of Columbia and territories, and in any and all foreign countries, to have one or more offices therein to hold, purchase, mortgage and convey real and personal property, without limit as to the amount.

To purchase, hold and reissue any of the shares of its capital stock subject to the applicable laws of this jurisdiction.

In general, to carry on any other business in connection with the foregoing 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 these, or any part thereof, or to enhance the value of its property, business or rights; and to have and exercise all the powers conferred by the laws of this jurisdiction upon corporations formed therein.

It is the intention that the objects, purposes and powers in these Articles of Incorporation expressed shall in no way be limited or restricted by reference to or inference from the clause of any other paragraph in these Articles, but that the objects, purposes and powers specified herein and in each of the clauses and paragraphs of this charter shall be independent objects, purposes and powers. Further, the said corporation shall have, enjoy and exercise all of the powers and rights conferred by statute upon corporations, and the enumeration of specific powers in these Articles if made in furtherance and not in limitation of the powers conferred by law, and no restrictions upon any power is intended to be implied in such specification or from any expression of said sections.

THIRD: The post office address of the principal office of the Corporation, 15 Taylor Drive, Keedysville, Maryland, 21756 ✓

The Resident Agent of the Corporation is Stephen J. Cichelli, 15 Taylor Drive, Keedysville, Maryland 21756, a ✓ resident of the State of Maryland, who actually resides therein.

FOURTH: The Corporation shall have the authority to issue the following common stock, all of one class.

<u>Number of Shares</u>	<u>Par Value</u>
5,000	None

There shall be no preferences, qualifications, limitation, restrictions, nor special or relative rights in respect of the stock and there shall be no provisions limiting or denying to shareholders the preemption right to acquire additional shares of the Corporation.

FIFTH: The number of directors constituting the Board of Directors shall be one which number may be increased pursuant to the by-laws of the Corporation and the name of the director who shall act until the first meeting or until successors are duly elected and qualified is Stephen J. Cichelli.

SIXTH: The duration of the Corporation shall be perpetual.



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

613

DOCUMENT CODE 0287 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>24</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	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
73	_____	Certificate of Merger/Transfer
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. Certificate of Status
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Cert. of Status
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

_____ Resignation of Resident Agent

Code _____

ATTENTION: Stephen J. Cichelli

MAIL TO ADDRESS: Project Consultants, Inc
15 Taylor Drive
Keedysville,
MD 21756

NOTE:

TOTAL FEES 44.00

_____ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
HOPITAL DES SPECIALISTES DAKAROIS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 3, 1988 AT 9:51 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 24.00

SPECIAL
FEE PAID:

\$

02573640

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 AUG 25 1988

RETURN TO:
PROJECT CONSULTANTS, INC.
ATTN: STEPHEN C. CICHELLI
15 TAYLOR DRIVE
KEEDYSVILLE

MD 21756

23303010815

A 264241



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3030 2674

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

6/8/88 at 8:54

LEED'S, LTD.
ARTICLES OF INCORPORATION

FIRST: I, Roger Schlossberg, whose post office address is 134 West Washington Street, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is "Leed's, Ltd".

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

- (1) To engage in the retail sales of clothing and/or related items; 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 53 West Franklin Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Robert H. Ginsberg, 53 West Franklin 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 names of the Director who shall act until the first annual meeting or until his successor is duly chosen and qualified is:

Robert H. Ginsberg

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

81608140

59878-118-88

3036-04-12

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

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

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

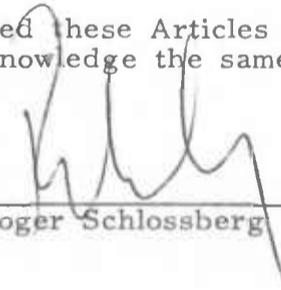
NINTH: (1) As used in this Article Ninth, any word or words that are defined in §2-418 of the Corporation and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 7th day of June, 1988, and I acknowledge the same to be my voluntary act and deed.

Barbara J. Sprecher
Witness


Roger Schlossberg

(SEAL)
3032 0143



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02.4 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 Req.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
73	_____	Certificate of Merger/Transfer
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
87	_____	Limited Part. Good Standing
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

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

Code _____

ATTENTION: Rogers
Schlossberg, Esq.

MAIL TO ADDRESS: 134
West Washington
Street
Hagerstown, MD
21740

NOTE:

TOTAL FEES

40.00

Check _____ Cash

Documents on _____ checks

APPROVED BY: DK

618

ARTICLES OF INCORPORATION
OF
LEED'S, LTD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 8, 1988 AT 8:54 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:

\$

02575835

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 AUG 25 1988

RETURN TO:
ATTN: ROGER SCHOLSSBERG, ESQ.
134 WEST WASHINGTON ST.
HAGERSTOWN MD 21740

235C3011068

A 264439



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3032 0141

6/8/88 8:53

ARTICLES OF INCORPORATION

YU

FIRST: That I, Donna N. Coble, whose post office address is Route #1, Box 237 A, Sharpsburg, Washington County, Maryland 21782, being at least twenty-one (21) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is The Sharpsburg After School Care Center, Inc.

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

(a) The Corporation is organized exclusively for educational and charitable purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such school-related, 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 of any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any Will, Deed of Trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article NINTH of these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive take title to, hold and use the proceeds and income of stocks, bonds, obligations or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for school-related, 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.

ES 8 A 8- NR 8861

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, Directors, Officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(c) Included among the school-related, 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 consider and deal by all lawful means with common problems involved in developing and operating a program of after school care for the students of the Sharpsburg Elementary School and other elementary school students as the space is available.

(2) To develop a program of after school care for students of the Sharpsburg Elementary School in grades K through 5 and other children in grades K through 5 as space is available.

(3) The Corporation is organized and operated exclusively for the stated purpose and for other non-profit 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 The Sharpsburg Elementary School, Route #1, Box 27, Main Street, Sharpsburg, Washington County, Maryland 21782. The name and address of the Resident Agent of the Corporation in the State of Maryland is Mrs. Donna N. Coble, Route #1, Box 2372, Sharpsburg, 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 a minimum of 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 organizational or annual meeting or until their successors are duly chosen and qualified are: Donna N. Coble, Rebecca K. Weaver, William Wells and Rosemarie P. Shade.

-3-

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 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 charitable, literary, or educational purposes within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1954, but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

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

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

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

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

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

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

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 31st day of May, 1988, and I acknowledge the same to be my act.

WITNESS:

Donna N. Coble
Donna N. Coble

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

I HEREBY CERTIFY that on this 31st day of May, 1988, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Donna N. Coble, and acknowledged the foregoing Articles of Incorporation to be her act and deed and further made oath in jue form of law that the matters and facts set forth in said Articles of Incorporation with respect to the approval thereof are true to the best of her knowledge, information and belief.

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

Lynnda M. Wilson 032 0048
Notary Public



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

623

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	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

_____ Resignation of Resident Agent

73 _____ Certificate of Merger/Transfer

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
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

Code _____

ATTENTION: Richard F. McHenry, Esq.

MAIL TO ADDRESS: McHenry + Schaefer
152 West Washington Street
Hagerstown, MD 21740

NOTE:

TOTAL FEES

40.00

Check _____ Cash

Documents on _____ checks

APPROVED BY: MK

3032 0049

624

ARTICLES OF INCORPORATION
OF
THE SHARPSBURG AFTER SCHOOL CARE CENTER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 8, 1988 AT 8:53 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:

\$

D2575686

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 AUG 25 1988

RETURN TO:
MCGRORY & SCHAEFER
ATTN: RICHARD F. MCGRORY, ESQ.
152 W. WASHINGTON ST.
HAGERSTOWN MD 21740

235C3011053

A 264425



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3032 0044

STATE DEPARTMENT OF REVENUE, TAXES, AND TAXATION

APPROVED FOR

TORCHCROSS, INC. 5-23-88

9:23a

ARTICLES OF INCORPORATION

J

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 **Torchcross, Inc.**

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

(1) To design, manufacture, and market equipment, supplies, and devices in the environmental controls field, including but not limited to equipment, supplies, and devices involving the removal and disposal of asbestos.

(2) To purchase, hold, manage, develop and rent real property.

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

✓

FOURTH: The post office address of the principal office of the Corporation in this State is 879 Commonwealth Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is David McCain, 879 Commonwealth Avenue, Hagerstown, Maryland

81448268

21740. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of Directors of the Corporation shall be four (4), which numbers may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

(1) If there is no stock outstanding, the number of directors may be less than three but not less than one (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 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 Boothroyd, Allan Bosomworth, Dennis E. Weaver, and David McCain.

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.

3027 2462

(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 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
3027 2463

"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 stockholders who were not parties to the proceeding, that indemnification of such corporate representative

3027 2464

other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 20th day of May, 1988, and I acknowledge the same to be my act.

Scott L. Schubel
Scott L. Schubel
Incorporator

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

I HEREBY CERTIFY, that on this 20th day of May, 1988, 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 L. Feather
Notary Public



My Commission Expires:
7-1-90



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

DOCUMENT CODE 129 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>	Certified Copy <u>Sp</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
73	_____	Certificate of Merger/Transfer
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
87	_____	Limited Part. Good Standing
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

- Name Change (New Name) _____
- _____
- _____
- _____ Change of Name
- _____ Change of Principal Office
- _____ Change of Resident Agent
- _____ Change of Resident Agent Address
- _____ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Scott Schubel
138 W. Wash. St.
Hagerstown Md
21740-4769

NOTE: _____

TOTAL FEES 51

Check _____ Cash

Documents on _____ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
TORCHCROSS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 23, 1988 AT 9:23 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:

\$

D2567089

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 AUG 25 1988

RETURN TO:
SCOTT SCHUBEL
138 W. WASH. ST.
HAGERSTOWN

MD 21740 4769

226C3012655

A 263318



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS 3087 2460

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

632

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
5/9/88

at 8:51

S. L. RHOTON, INC.

Articles of Revival

FIRST: The name of the corporation at the time the charter was forfeited was S. L. Rhoton, Inc.

SECOND: The name which the corporation will use after revival is S. L. Rhoton, Inc.

THIRD: The name and address of the resident agent is Creager & Newhouse, P.A., 1329 Pennsylvania Avenue, Hagerstown, Maryland, 21740. Said Resident Agent is a Maryland Corporation.

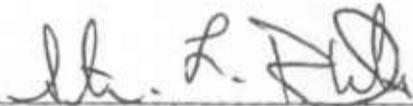
FOURTH: These Articles of Revival are for the purpose of reviving the charter of the corporation.

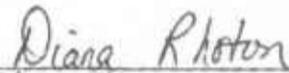
FIFTH: At or prior to filing these Articles of Revival, the Corporation has:

- (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 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 Route 2, Box 210, Williamsport, Maryland 21795.

The undersigned, who were respectively the last acting President and Secretary of the corporation severally acknowledge the Articles to be their act.


Steven L. Rhoton
Last Acting President


Diana Rhoton
Last Acting Secretary



1988 MAY - 9 A 8 51

81528099

3028 1563



AFFIDAVIT FOR REVIVAL OF A CHARTER

I, Steven L. Rhoton of S. L. Rhoton, Inc.
 (insert name and title) (insert name of corporation)

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.

Steven L. Rhoton

Steven L. Rhoton
 (PRINT NAME BENEATH SIGNATURE)

I hereby certify that on May 5 1988 before me, the
 (insert date)

subscriber, a notary public of the State of Maryland, in and for

Washington County personally appeared
 (insert name or county for which notary is appointed)

Steven L. Rhoton and made oath under the penalties of
 (insert name of person swearing)

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

Judith Ann Butts
 (signature of notary public)

My Commission expires 7-1-90.

3028 1564



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 18 BUSINESS CODE _____ COUNTY 71

D2021947 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>20</u>	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
73	_____	Certificate of Merger/Transfer
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
87	_____	Limited Part. Good Standing
71	_____	Financial
600	<u>120</u>	<u>1986, 87, 88</u> Personal Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

- Name Change (New Name) _____
- Change of Name
 - Change of Principal Office
 - Change of Resident Agent
 - Change of Resident Agent Address
 - Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Creager + Newhouse
1329 Pennsylvania Ave
Hagerstown, Md 21740

NOTE: _____

TOTAL FEES 170

Check _____ Cash

Documents on _____ checks

APPROVED BY: PCM

THE ARTICLES OF REVIVAL
OF
S. L. RHOTON, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 9, 1988 AT 8:51 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

D2021947

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: **MAILED AUG 25 1988**
CREAGER & NEWHOUSE
1329 PENNSYLVANIA AVE.
HAGERSTOWN MD 21740

228C3010109

A 263597



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

636

VALLEY SPRINGS ESTATES, INC. 5-31-88
ARTICLES OF INCORPORATION

8:23a

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 Valley Springs Estates, Inc..

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

(1) To engage in the business of acquiring and developing real estate including the construction and sale of residential improvements thereon; 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 2, Box 109, Smithsburg, Maryland 21783. The name and post office address of the Resident Agent of the Corporation in this State is Harry S. Keller, Route 2, Box 109, Smithsburg, Maryland 21783. Said Resident Agent is an individual actually residing in this State.

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

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

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

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

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

Harry S. Keller and Virginia I. Keller

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.

23 8 23 1988 MAR 15 11 44 AM '88

3030 0762
8152-079

(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.

26th IN WITNESS WHEREOF, I have signed these Articles of Incorporation this day of May, 1988, and I acknowledge the same to be my voluntary act and deed.

David Schlossberg
Witness

Roger Schlossberg
Roger Schlossberg

3030-0753
(SEAL)



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

DOCUMENT CODE 025 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)	_____
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	_____	_____ Certified Copy _____	_____ Change of Resident Agent Address
56	_____	Penalty	_____ Resignation of Resident Agent
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
73	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	
84	_____	Amendment to Limited Partnership	ATTENTION: _____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	_____ Corp. Good Standing	MAIL TO ADDRESS: _____
NA	_____	Foreign Corporation Registration	<u>Roger Schlossberg</u>
87	_____	_____ Limited Part. Good Standing	<u>134 W. Wash St.</u>
71	_____	Financial	<u>Hagerstown, Md</u>
600	_____	_____ Personal Property Reports and _____ late filing penalties	<u>21740</u>
70	_____	Change of P.O., R.A. or R.A.A.	
_____	_____	Other _____	NOTE: _____
_____	_____	Other _____	

TOTAL FEES 40

Check _____ Cash

Documents on _____ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
VALLEY SPRINGS ESTATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 31, 1988 AT 8:23 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

\$ 20.00

\$

D2572535

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. WASH. ST.
HAGERSTOWN

MAILED AUG 25 1988

MD 21740

232C3010646

A 264105



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3030 0761

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

640

**WILES BROTHERS CARPENTRY, INC.
(A Close Corporation)**

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 **Wiles Brothers Carpentry, Inc.**

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

(1) To operate a construction business.

(2) To do anything permitting 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 28 West Wilson Boulevard, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are Tammy Wiles, 28 West Wilson 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

02 6 V 1E 14M 886
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

81528328

APPROVED FOR RECORD

3029 0910

5/31/88 at 9:20 .m.

(5,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be four (4), which numbers may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

(1) If there is no stock outstanding, the number of directors may be less than three but not less than one (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 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 Cecil Wiles, Vickie Ann Wiles, Verick John Wiles, and Tammy Lynn Wiles.

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

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

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

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

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

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

NINTH: The Corporation shall be a close Corporation as authorized by Title IV of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

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

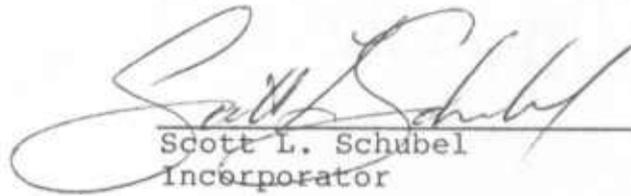
"Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(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 proceedings; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative

other than a present or former director or officer is proper in the circumstances.

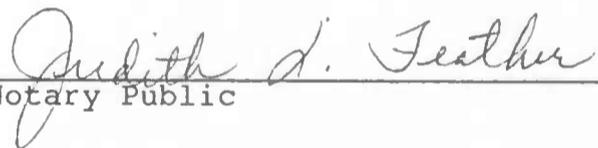
IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 27th day of May, 1988, and I acknowledge the same to be my act.


Scott L. Schubel
Incorporator

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

I HEREBY CERTIFY, that on this 27th day of May, 1988, 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.


Notary Public



My Commission Expires:
7-1-90



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

645

DOCUMENT CODE

02/0

BUSINESS CODE

03

COUNTY

71

P.A. Religious Close Stock Nonstock

Merging (Transferor)

Surviving (Transferee)

CODE AMOUNT FEE REMITTED

Table with columns CODE, AMOUNT, FEE REMITTED. Rows include 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 Penalty, 54 For. Supplemental Cert., 53 Foreign Resolution, 73 Certificate of Conveyance, 73 Certificate of Merger/Transfer, 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, 87 Limited Part. Good Standing, 71 Financial, 600 Personal Property Reports and late filing penalties, 70 Change of P.O., R.A. or R.A.A., Other

Name Change (New Name)

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

Code

ATTENTION: Scott L. Schubel, Esq.

MAIL TO ADDRESS: Wacker, Boone, + Barron, P.A., 138 West Washington Street

NOTE: Hagerstown, MD 21740-4769

TOTAL FEES

57.00

Check Cash

Documents on checks

APPROVED BY: [Signature]

CERTIFIED COPY MADE

3029 0915

ARTICLES OF INCORPORATION
OF
WILES BROTHERS CARPENTRY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 31, 1988 AT 9:20 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:

\$

02570661

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 AUG 25 1988

RETURN TO:
WACHS, BOONE & BANNON, P.A.
ATTN: SCOTT L. SCHUBEL, ESQUIRE
138 WEST WASHINGTON STREET
HAGERSTOWN MD 21740 4769

23003010288

A 263758



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND IN LIBER, FOLIO 3029 0909

NOTICE OF CHANGE OF ADDRESS OF THE RESIDENT AGENT

I, William P. Young, Jr. hereby notify the State Department of Assessments and Taxation of the State of Maryland that in my capacity as Resident Agent, I am hereby filing for record with the Department, this statement of the change of my address as follows:

OLD 81 West Washington Street
Hagerstown, Maryland 21740

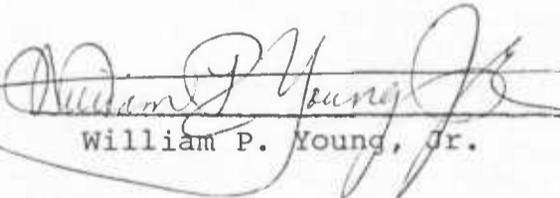
NEW The Bryan Centre
82 West Washington Street
Hagerstown, Maryland 21740

Said address change is effective April 1, 1988. The following Maryland corporations are those for which I serve as Resident Agent:

- Community Supermarket, Inc.
- Long Meadow Supermarket, Inc.
- Old Orchard Supermarket, Inc.
- Professional Village Limited Partnership
- The Greater Hagerstown Committee, Inc.
- The Washington County Historical Society, Incorporated

1988 JUN 06 AM 8:34

The officers of the above stated corporations have been notified of my change of address and the filing of this Notice.


William P. Young, Jr.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
6/6/88 at 8:34 A.M.

81055300

3031 1919



STATE OF MARYLAND
State Department of Assessments and Taxation

Gen L Burner, Director

DOCUMENT CODE _____

BUSINESS CODE _____

COUNTY 24

See below

___ 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 Req.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
73	_____	Certificate of Merger/Transfer
70	<u>3.00</u>	Recording Fee
75	<u>30.00</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. Certificate of Status
NA	_____	Foreign Corporation Registration
87	_____	Limited Part. Cert. of Status
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

- ___ Change of Name
- ___ Change of Principal Office
- ___ Change of Resident Agent
- Change of Resident Agent Address
- ___ Resignation of Resident Agent
- ___ Designation of Resident Agent and Agent's address.

Code _____

ATTENTION: _____

MAILED AUG 25 1988

MAIL TO ADDRESS: _____

Meyer Young & Stone
P.O. Box 1267
Agentown, MD 21741

NOTE:

- D1441310 ✓
- D2336766 ✓
- D1513597 ✓
- D1515850
- D1544725
- M1953348 ✓

TOTAL FEES \$33.00

2 Check _____ Cash

1 Documents on 2 checks

APPROVED BY: RAC

8161 1202

NOTICE OF CHANGE OF RESIDENT AGENT'S ADDRESS

OF

THE WASHINGTON COUNTY HISTORICAL SOCIETY, INCORPORATED
THE GREATER HAGERSTOWN COMMITTEE, INC.
LONG MEADOW SUPERMARKET, INC.
COMMUNITY SUPERMARKET, INC.
OLD ORCHARD SUPERMARKET, INC.
THE PROFESSIONAL VILLAGE LIMITED PARTNERSHIP

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

OF MARYLAND June 6, 1988

AT 8:34

O'CLOCK

A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 3.00

\$ 30.00

TO THE CLERK OF THE COURT OF Washington County 71

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

RMC



A 242498

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

650



MARYLAND State Department of Assessments and Taxation

Nº 81

CERTIFICATE OF CONSOLIDATION OR MERGER FOR FOREIGN CORPORATIONS—§3-117

Pursuant to §3-117 of the Corporations and Associations Article of the Annotated Code of Maryland, the State Department of Assessments and Taxation does hereby certify that an instrument of consolidation or merger has been filed in its office by Whiteford, Taylor & Preston which said document of consolidation or merger was received by said Department on 7/7/88 and in accordance with said Article and Section of the Code it is further certified:

- (A) The names and jurisdictions of incorporation of the merging or consolidating corporations are THE CHESAPEAKE AND OHIO RAILWAY COMPANY (A VIRGINIA CORPORATION)
(B) The name and jurisdiction of incorporation of the surviving or new corporation is CSX TRANSPORTATION, INC. (A VIRGINIA CORPORATION)
(C) The location of the principal office in Maryland (if any) of the surviving or new corporation is 100 North Charles Street Baltimore, Maryland
(D) The document of consolidation or merger is dated September 2nd, 1987
(E) The date of receipt for record of the document of consolidation or merger in the office of the officer or agency of the jurisdiction of incorporation of the new or surviving corporation, as set forth in an officially certified copy thereof filed with this Department, was July 7th, 1988

AS WITNESS to the act of the State Department of Assessments and Taxation at Baltimore, this 13th day of July, 1988, I have set my hand and caused the seal of said Department to be hereto affixed.

Handwritten signature of Paul B. Anderson

Paul B. Anderson Assistant Corporate Administrator

BEAR PAW SECURITIES, INC.

ARTICLES OF INCORPORATION

7-8-88 S.49W

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

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

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

1. To provide security services, guards, watchman and security police to residences, retail and commercial establishments; to provide protection against burglary and any other intrusion and to install, repair, inspect, and overhaul burglar alarms and other alarms of all kinds, makes and description; to devise and put into operation and conduct ways, systems and methods for the prevention and detection of crime and generally to do all things commonly done by a security services agency including protection of privacy in telephonic and other communications with respect to possible prevention of espionage of company patents, secrets and information.

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

8:49
A
3
JUL 1988

10-20-88

3040 1437

as now existing and any and all amendments thereto hereafter made (and without in any way limiting the right to exercise such general powers) and in addition thereto.

✓ FOURTH: The post office address of the principal office of the Corporation in Maryland is Route 1, Box 388-F, Boonsboro, Maryland 21713. The name and post office address of the Resident Agent of the Corporation in Maryland is Karen S. Paugh, Route 1, Box 388-F, Boonsboro, Maryland 21713. Said Resident Agent is an individual actually residing in Maryland.

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

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

Wayne R. Paugh
Karen S. Paugh

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.

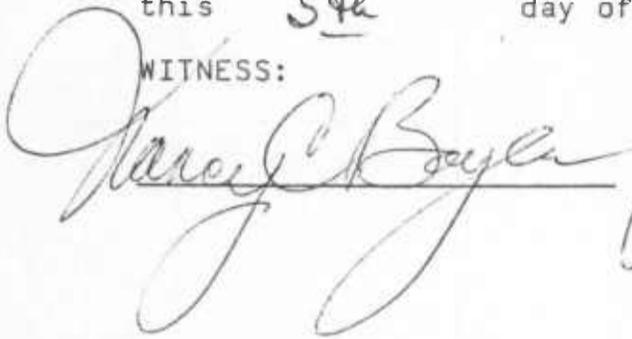
The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by

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.

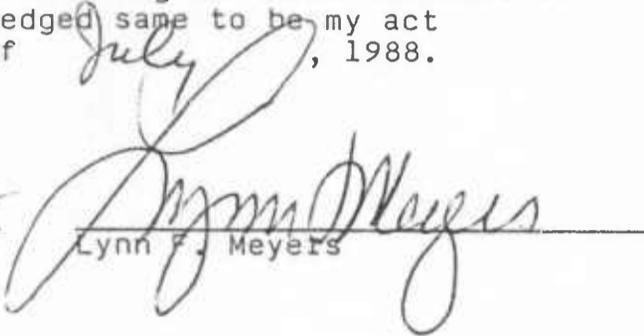
EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, 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 5th day of July, 1988.

WITNESS:



Nancy C. Boyle



Lynn F. Meyers



STATE OF MARYLAND

State Department of Assessments and Taxation

Gen L. Burner, Director

DOCUMENT CODE

026

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 Req.
 51 _____ Foreign Name Registration
 13 _____ Certified Copy
 56 _____ Penalty
 54 _____ For. Supplemental Cert.
 53 _____ Foreign Resolution
 73 _____ Certificate of Conveyance

73 _____ Certificate of Merger/Transfer

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
 87 _____ Limited Part. Good Standing
 71 _____ Financial
 600 _____ Personal Property Reports and late filing penalties

70 _____ Change of P.O., R.A. or R.A.A.
 _____ Other _____
 _____ Other _____

Name Change (New Name) _____

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

Code 075

ATTENTION: Nana Bayer

MAIL TO ADDRESS: _____

NOTE:

TOTAL FEES 40

Check _____ Cash
Documents on _____ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
BEAR PAW SECURITIES, INC.

LIBER FOLIO
LAND
DENNIS J. WEYER, CLERK

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JULY 8, 1988 AT 8:49 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:

\$

 D2594968

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 OCT 25 1988

RETURN TO:
MEYERS, YOUNG & GROVE, P.A.
ATTN: NANCY BAGER
P O BOX 1267
HAGERSTOWN

MD 21741 1267

00803020794

A 268073



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 2486

ARTICLES OF INCORPORATION
OF
HAMBY HOME IMPROVEMENT AND CONTRACTING, INC.

JP

THIS IS TO CERTIFY:

7-8-88 a:Ha

FIRST: I, the undersigned, Brian K. Hamby, whose address is Route 2, Box 253, 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 Hamby Home Improvement and Contracting, Inc.

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

Residential home improvements and residential and commercial construction.

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.

ER & ENJAMIN, P.A.
ATTORNEYS AT LAW
DOWNTOWN MARYLAND
Baltimore, Maryland

3340 1305

51305470

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 Route 2, Box 253, Hagerstown, Maryland 21740. The name and address of the Resident Agent of the Corporation in this State is Brian K. Hamby, Route 2, Box 253, 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 1000 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 his successors are duly chosen and qualified are: Brian K. Hamby and Gregory L. Hamby.

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

3040 2306

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 15th day of July, 1988.

WITNESS:

Kristi A. Miles

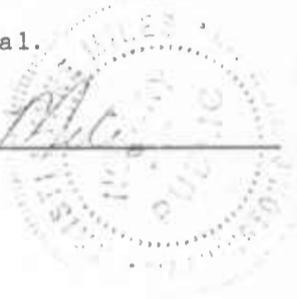
Brian K. Hamby
Brian K. Hamby

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

I HEREBY CERTIFY, that on this 15th day of July, 1988, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Brian K. Hamby, and severally acknowledged the execution of the foregoing Articles of Incorporation to be his voluntary acts and deeds.

WITNESS my hand and Official Notarial Seal.

Kristi A. Miles
Notary Public



My Commission Expires:
July 1, 1990

3040 3307



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)	_____
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>9</u>	1/ Certified Copy <u>30</u>	_____ Change of Resident Agent Address
56	_____	Penalty	_____ Resignation of Resident Agent
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
73	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	
84	_____	Amendment to Limited Partnership	ATTENTION: _____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	Corp. Good Standing	MAIL TO ADDRESS: _____
NA	_____	Foreign Corporation Registration	<u>George Snyder</u>
87	_____	Limited Part. Good Standing	<u>28 Jonathan St</u>
71	_____	Financial	<u>Hagerstown, Md</u>
600	_____	Personal Property Reports and late filing penalties	<u>21740</u>
70	_____	Change of P.O., R.A. or R.A.A.	NOTE: _____
_____	_____	Other _____	
_____	_____	Other _____	

TOTAL FEES 49
 Check Cash
 _____ Documents on _____ checks

APPROVED BY: JS

ARTICLES OF INCORPORATION
OF
HAMBY HOME IMPROVEMENT AND CONTRACTING, INC.

LIBER FOLIO
LAD 5
DENNIS J. WEAVER, CLERK

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JULY 8, 1988 AT 9:41 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:

\$

D2594695

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 OCT 25 1988

RETURN TO:
GEORGE SNYDER
28 JONATHAN STREET
HAGERSTOWN

MD 21740

008C3020767

A 268050



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO 2304

EAGLE PEAK FLOOR COVERING, INC.

7-11-88

9:59a

ARTICLES OF INCORPORATION

FIRST: I, David Keith Hoover, whose post office address is Corner of Maryland Avenue and Memorial Boulevard, P.O. Box 2161, Hagerstown, Maryland 21742, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the general laws of the State of Maryland.

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

EAGLE PEAK FLOOR COVERING, INC.

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

1. To own and carry on the business of floor covering installation and sales.
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 Corner of Maryland Avenue and Memorial Boulevard, P.O. Box 2161, Hagerstown, Maryland 21742. The name and post office address of the Resident Agent of the Corporation is David Keith Hoover, Corner of Maryland Avenue and Memorial Boulevard, P.O. Box 2161, Hagerstown, Maryland 21742. Said Resident Agent is an individual actually residing in this State.

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

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

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

b5 b V 11 INC 001

11315077

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

David Keith Hoover
James Raymond Edgel

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 (1) 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 27th day of June, 1988, and I
acknowledge the same to be my act.

WITNESS:

James P. Egan

David Keith Hoover (SEAL)
David Keith Hoover



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

120

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 Certified Copy
56 Penalty
54 For. Supplemental Cert.
53 Foreign Resolution
73 Certificate of Conveyance

Name Change (New Name)

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

73 Certificate of Merger/Transfer

75 Special Fee
80 For. Limited Partnership
83 Cert. Limited Partnership
84 Amendment to Limited Partnership
85 Termination of Limited Partnership

Code

ATTENTION:

21 Recordation Tax
22 State Transfer Tax
23 Local Transfer Tax
31 Corp. Good Standing
NA Foreign Corporation Registration
87 Limited Part. Good Standing
71 Financial

MAIL TO ADDRESS:

D. Clair Baker Jr.
120 W. Wash. St.
300
Hagerstown Md

600 Personal Property Reports and late filing penalties

NOTE: 21740

70 Change of P.O., R.A. or R.A.A.
Other
Other

TOTAL FEES 50

Check Cash
Documents on checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
EAGLE PEAK FLOOR COVERING, INC.

LIBER _____ FOLIO _____
LAND _____
DENNIS J. WEAVER, CLERK

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JULY 11, 1988 AT 9:59 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:

\$ _____

D2594612

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 OCT 25 1988

RETURN TO:
G. CLAIR BAKER, JR.
120 W. WASHINGTON STREET, #300
HAGERSTOWN MD 21740

008C3020759

A 268042



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO

2680 2649

STATE DEPARTMENT OF ASSESSMENT
AND TAXATION
VICTORY BAPTIST CHURCH OF BOONSBORO, MARYLAND

ARTICLES OF AMENDMENT

APPROVED FOR RECORD
6/24/88 at 9:02

Victory Baptist Church of Boonsboro, Maryland, 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 adding three amendments to satisfy the Federal Internal Revenue Service qualifications for tax-exempt status. All former Articles of Incorporation stand as written and approved by the State of Maryland.

AMENDMENT I

"Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation the remaining assets shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for religious purposes (of like faith and practice) and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code."

AMENDMENT II

"No part of the net earnings of this corporation shall ever inure to or for the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes for which it was formed."

AMENDMENT III

"Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954."

The resident agent's address is 418 North Main Street, Boonsboro, Maryland 21713

SECOND: The foregoing amendments were duly advised by the trustees and approved by the members of the religious corporation (Victory Baptist Church).

81750000

2010 081

1988 JUN 24 A 9:02

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.

Edward J. Wade 6-21-88
Edward J. Wade Date

James M. Mertz 6-22-88
James M. Mertz Date

Harlan E. Renner 6-22-88
Harlan E. Renner Date

Charles E. Wade 6-22-88
Charles E. Wade Date

The Undersigned, Pastor/Head Trustee of the meeting of the members, certify to best of my knowledge, information, and belief, the matters and facts set forth therein with respect to the approval thereof are in all material respect, under the penalties of perjury.

Edward J. Wade 6-21-88
Edward J. Wade, Pastor Date

3040 1005 1



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

09

BUSINESS CODE

COUNTY

71

D2225290

P.A

Religious

Close

Stock

Nonstock

Merging

(Transferor)

Surviving

(Transferee)

CODE

AMOUNT

FEE REMITTED

20 Organ. & Capitalization
 61 Rec. Fee (Arts. of Inc.)
 62 10 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 2 Certified Copy 4
 56 Penalty
 54 For. Supplemental Cert.
 53 Foreign Resolution
 73 Certificate of Conveyance

Name Change (New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Resignation of Resident Agent

73 Certificate of Merger/Transfer

75 Special Fee
 80 For. Limited Partnership
 83 Cert. Limited Partnership
 84 Amendment to Limited Partnership

Code

ATTENTION:

85 Termination of Limited Partnership

21 Recordation Tax
 22 State Transfer Tax
 23 Local Transfer Tax

31 Corp. Good Standing
 NA Foreign Corporation Registration

MAIL TO ADDRESS:

Victory Baptist Church
P.O. Box 123
Boonsboro, Md 21713

87 Limited Part. Good Standing Financial

71 Personal
 600 Property Reports and late filing penalties

NOTE:

check copy made

70 Change of P.O., R.A. or R.A.A.

Other

Other

TOTAL FEES

19

Check

Cash

Documents on checks

APPROVED BY:

PCM

670

ARTICLES OF AMENDMENT
OF
VICTORY BAPTIST CHURCH OF BOONSBORO, MARYLAND

LIBER
LAND
DENNIS J. WEAVER, CLERK

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 24, 1988 AT 9:02 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

\$ _____

D2225290

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 OCT 25 1988

RETURN TO:
VICTORY BAPTIST CHURCH
P. O. BOX 123
BOONSBORO

MD 21713

007C3020672

A 267966



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO 0059

CHARTER AMENDMENT CHANGING CORPORATE NAME
OF
OLYMPIC TROPHY COMPANY
TO
OLYMPIA TROPHY COMPANY

6-27-88 9:34W

P

WHEREAS, the Articles of Incorporation of Olympic Trophy Company were received and approved by the State Department of Assessments and Taxation on April 29, 1983 and that Corporation having duly and lawfully operated continuously since, and

WHEREAS, it has come to the attention of the president of the Corporation that the United States Olympic Committee has instituted patent, copyright or trade name litigation against another business association of another state containing the word "Olympic" in its name; and

WHEREAS, it has never been the intention of the Corporation in choosing its name to purport to associate, usurp, or convey to its customers or the public in general any connection with the United States Olympic Committee, nor to gain any benefit whatsoever from the existence or achievements of the United States Olympic Committee; as evidenced by the Corporations full compliance with the Corporations and Association Article of the Annotated Code of Maryland at the time of the filing of the Articles of Incorporation requesting its corporate name and subsequent approval by the Maryland StateDepartment of Assessments and Taxation.

WHEREAS, by its best efforts to further clarify its above stated intentions and to prevent and avoid any such issue concerning its corporate name, it is hereby advisable and therefore proposed to change the corporate name.

81793288 2502
81793288

WHEREAS, it not being the intention of this Charter Amendment to affect any pre-existing rights and liabilities of the Corporation.

NOW, THEREFORE, at a duly called special joint stockholders and directors meeting of the Corporation on the date on which this Charter Amendment is executed, it was unanimously

RESOLVED, that pursuant to and fully in accordance with Article 2-620 (1) of the Corporations and Associations Article of the Annotated Code of Maryland, and the By-Laws of the Corporation, amendment is to change the corporate name from Olympic Trophy Company to OLYMPIA TROPHY COMPANY; and

RESOLVED, the above amendment was unanimously advised by the Board of Directors and approved by the stockholders of the Corporation, and

RESOLVED, the above amendment was unanimously approved by the entire Board of Directors and that no stock entitled to be voted on the matter was outstanding or subscribed for at the time of approval.

Date: 6/20/53

ATTEST: [Signature]
Secretary

[Signature]
Charles L. Kight, President
and Chairman of the Board of
Directors

I, CHARLES L. KIGHT, President and Chairman of the Board of Directors, hereby acknowledge on behalf of Olympic Trophy Company that the foregoing Articles of Amendment are the corporate act of said Corporation and further certify under the penalties of perjury to the best of my knowledge, information and belief, the matters and facts set forth in the Articles are true in all material respects.

[Signature]
Charles L. Kight

3038 2502



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

9A

BUSINESS CODE

COUNTY

71

W-1555416 P.A. Religious Close Stock Nonstock

Merging (Transferor)

Surviving (Transferee) Olympia Trophy Company

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>	<input checked="" type="checkbox"/> Certified Copy <u>2p</u>
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
73		Certificate of Merger/Transfer
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
87		Limited Part. Good Standing
71		Financial
600		Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
		Other
		Other

Name Change (New Name) Olympia Trophy Company

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

Code _____ ATTENTION: _____

MAIL TO ADDRESS: Thomas Wade
44 N. Potomac St
204
Hagerstown Md
21740

NOTE: _____

TOTAL FEES

28

Check Cash

1 Documents on 2 checks

APPROVED BY: [Signature]

674

ARTICLES OF AMENDMENT
OF
OLYMPIC TROPHY COMPANY
CHANGING ITS NAME TO:
OLYMPIA TROPHY COMPANY

LIBER _____
LAND _____
DENNIS J. WEAVER, CLERK

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 27, 1988 AT 9:34 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

\$ _____

D1555416

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 OCT 25 1988

RETURN TO:
THOMAS MADE
44 N. POTOMAC STREET
SUITE 204
HAGERSTOWN

MD 21740

00403020316

A 267656



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

3038 250i

92

ARTICLES OF INCORPORATION

WASHINGTON COUNTY RESTAURANT & BEVERAGE
CHARITABLE FOUNDATION, Inc.

6-30-88

9:53a

FIRST: I, Larry Roberts, whose post office address is 912 Club Road, Hagerstown, Maryland, 21740, being over eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation") is "WASHINGTON COUNTY RESTAURANT & BEVERAGE CHARITABLE FOUNDATION," Inc.

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

(1) To receive and administer funds for scientific, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 and to that end to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, this Certificate of Incorporation, the Bylaws of the Corporation, or any laws applicable thereto. To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers.

(2) No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 candidate for public office.

(3) 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.

1988 JUN 30 A 9:53

6-30-88

9:53a

(4) 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.

(5) 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.

(6) 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.

(7) 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.

(8) Notwithstanding any other provisions of this certificate, 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 and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

(9) Pursuant to Section 5-202 of the Corporations and Associations Volume of the Annotated Code of Maryland the Corporation has no authority to issue capital stock.

(10) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue code and its Regulations as they now exist or as they may hereafter be amended.

✓ FOURTH: The post office address of the principal office of the Corporation in this State is Route #4, Box 40, Boonsboro, Maryland, 21713. The name and post office address of the Resident Agent of the Corporation in this State is Larry Roberts, 912 Club Road, Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: 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 two (2).

The names of the Directors who shall act until the first annual meeting or until their successors are duly elected and qualify are: Louis Thomas, Larry Roberts, and Edward Myers.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 24th day of June, 1988, and I acknowledge the same to be my act.

WITNESS:

Pamela S. Ambrose

Larry Roberts
Larry Roberts

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

I HEREBY CERTIFY, That on this 24th day of June, 1988, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Larry Roberts 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

Gen 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	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 Req.
51		Foreign Name Registration
13		Certified Copy
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
73		Certificate of Merger/Transfer
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
87		Limited Part. Good Standing
71		Financial
600		Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
		Other _____
		Other _____

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Harry Roberts
912 Club Rd
Hagerstown Md
21740

NOTE: _____

TOTAL FEES 40

Check Cash

Documents on checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
WASHINGTON COUNTY RESTAURANT & BEVERAGE
CHARITABLE FOUNDATION, INC.

LIBER
LAND
DENNIS J. REAVEN, CLERK

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 30, 1988 AT 9:53 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:

\$

D2589786

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: MAILED OCT 25 1988
LARRY ROBERTS
912 CLUB RD.
HAGERSTOWN

MD 21740

00303020147

A 267512



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO 1306

ARTICLES OF INCORPORATION

P

MANUFACTURING & QUALITY ENGINEERING CONSULTANTS, INC.

4,500 P

6/17/88

FIRST: I, Virginia M. Pearson, whose post office address is 25546 Military Road, P.O. Box 0696, Cascade, Maryland 21719, being at least 18 years of age, hereby form a corporation under the Maryland Close Corporation Law.

SECOND: The name of the corporation is Manufacturing & Quality Engineering Consultants, Inc. (the "Corporation").

THIRD: The Corporation is formed for the purposes of engaging in the business of engineering and manufacturing consulting and quality assurance; to perform all necessary and proper related services and activities; and to engage in any other lawful trade or business activity. The Corporation shall have all of the general powers granted by law to Maryland corporations and all other powers necessary or appropriate to such purposes which are not specifically prohibited by law.

FOURTH: The post office address of the principal office of the Corporation is 25546 Military Road, P.O. Box 0696, Cascade, Maryland 21719. The name and post office address of the resident agent of the Corporation is Virginia M. Pearson, 25546 Military Road, P.O. Box 0696, Cascade, Maryland 21719. The resident agent is a citizen of, and actually resides in, the State of Maryland.

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

SIXTH: The Corporation hereby elects to be a close corporation under Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.



3036 0493

SEVENTH: The Corporation hereby elects to have no Board of Directors, pursuant to Maryland Corporations and Associations Code Annotated Section 4-302. The name of the Director who shall serve until the election by the Corporation herein to have no Board of Directors becomes effective is Virginia M. Pearson.

EIGHTH: The Corporation shall indemnify, to the fullest extent, all persons permitted to be indemnified by the Maryland Corporation Law, as it applies to statutory close corporations, but shall not be required to purchase or maintain insurance on behalf of such persons.

IN WITNESS WHEREOF, I acknowledge these Articles of Incorporation to be my act this 10th day of June, 1988.

WITNESS:

Michael J. Cone

Virginia M. Pearson
Virginia M. Pearson



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>8</u>	(Certified Copy <u>2p</u>)
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
73	_____	Certificate of Merger/Transfer
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
87	_____	Limited Part. Good Standing
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

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

Code _____

ATTENTION: Martini & Kornfield

MAIL TO ADDRESS: 17 North Church St
Haynesboro, Pa.
17268

NOTE:

TOTAL FEES 48.00

Check _____ Cash

Documents on _____ checks

APPROVED BY: DK

ARTICLES OF INCORPORATION
OF
MANUFACTURING & QUALITY ENGINEERING
CONSULTANTS, INC.

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

LIBER FOLIO
LAND
DENNIS J. WEAVER, CLERK

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 17, 1988 AT 4:00 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D2589240

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 OCT 25 1988

RETURN TO:
ATTN: MARTIN & KORNFIELD
17 NORTH CHURCH ST.
WAYNESBORO

PA 17268

002C3010077

A 267442



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3038 0432

684

RECEIVED FOR RECORD OCT.20th, 1988
at 9:30 A.M.
INC. RECORD # 39

6-28-88

9:00A

ARTICLES OF INCORPORATION
OF

6/28/88

9:00 A

WASHINGTON COUNTY PUBLIC GOLF CORPORATION

THIS IS TO CERTIFY:

FIRST: The undersigned, David K. Poole, Jr.

whose post office address is 5 Public Square, Suite 511

Hagerstown, Maryland, 21740, being at least twenty one (21) 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 hereafter called the Corporation) is:

"WASHINGTON COUNTY PUBLIC GOLF CORPORATION."

THIRD: The purposes for which the Corporation is formed are: To establish, maintain, operate and improve the golf course for the benefit and use of the public; to establish, maintain, and operate the golf pro shop, driving range and other concessions and facilities at the golf course; to do any and all things and acts necessary to improve the golf course; to hire personnel, including golf pro, to work at the golf course; to lease, sell, and trade in any and all types of equipment and supplies necessary or convenient for the golf course and/or concessions to operate; to enter into contracts for the

LE & POOLE, P.A.
ATTORNEYS AT LAW
HAGERSTOWN TRUST BUILDING
101 WASHINGTON STREET
HAGERSTOWN, MD 21740

1988 JUN 28 10:39 AM

61388031



Professional
Sports Bldg.
Public Sq.
Suite 511

307 185m

accomplishment of the aforesaid purposes; to borrow funds for the accomplishment of the aforesaid purposes; to engage in and to raise funds for the Corporation by means of fund-raising and solicitations, of funds, contributions, grants, donations, from any and all individuals and associations; to do any and all things necessary or appropriate to such activities; and, without limitation by the foregoing, to be vested with and exercise all of the powers conferred upon corporations by the Public General Laws of Maryland, including the powers set forth in Section 2-103, of the Corporation and Association, Volume of the Annotated Code of Maryland (1985 Edition), and any amendments thereto, provided only that this is and shall be a non-profit corporation, no part of the net earning of which shall inure to the benefit of any individual whatsoever.

FOURTH: The Corporation is organized and shall be operated exclusively for the public purposes set forth herein, and its activities shall be carried on primarily in Washinton County, State of Maryland, but in any event shall be carried on only within the United States or any of its possessions. No part of the net earnings of the Corporation shall inure to the benefit of any private shareholder, officer, director or individual, and no substantial part of the activities shall consist of carrying on propaganda or otherwise attempting to

3037 1695

influence legislation. It shall not participate in or interview in any political campaign on behalf of any candidate for public office.

FIFTH: The powers of the Corporation, both with reference to the organization and the operation of the Corporation, shall be construed as limited in order to comply with the requirements of the Internal Revenue Code for a corporation qualified under the present Section 501(c) (3) and as it may be amended from time to time.

SIXTH: The post office address of the principal office of the Corporation is 5 Public Square, Suite 511
 _____, Hagerstown, Maryland. The Resident Agent, an individual actually residing in this State, is David K. Poole, Jr.
_____, whose post office address is 5 Public Square Suite 511, Hagerstown, Maryland.

SEVENTH: The Corporation is not authorized to issue any stock whatsoever.

EIGHTH: The Corporation shall have no less than nine (9) directors, and those who shall act as such until the first annual meeting or until their successors are duly chosen and qualify are:

1. J. Richard Kelly
2. Richard McCleary

3. Robert Nichols
4. Harold Otis
5. Constance Richards
6. Irvine Rutledge
7. Ronald Stansbury
8. Bert Yingling
9. James Young

NINTH: Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, scientific or cultural purposes, or to the Board of County Commissioners of Washington County, Maryland, as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of Washington County, Maryland, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 13th day of June, 1988.

WITNESS:

Judith A. Boyer [Signature] (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 13th day of June, 1988, before me, the subscriber, a Notary Public of the State of Maryland and County of Washington, personally appeared David K. Poole, Jr., known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Official Notarial Seal.



My Commission Expires: 7-1-90

Judith A. Boyer
Notary Public



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 24 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 _____ Penalty
 54 _____ For. Supplemental Cert.
 53 _____ Foreign Resolution
 73 _____ Certificate of Conveyance

Name Change (New Name) _____

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Resignation of Resident Agent

73 _____ Certificate of Merger/Transfer

75 _____ Special Fee
 80 _____ For. Limited Partnership
 83 _____ Cert. Limited Partnership
 84 _____ Amendment to Limited Partnership

Code _____

ATTENTION: _____

85 _____ Termination of Limited Partnership

21 _____ Recordation Tax
 22 _____ State Transfer Tax
 23 _____ Local Transfer Tax

MAIL TO ADDRESS: _____

31 _____ Corp. Good Standing
 NA _____ Foreign Corporation Registration
 87 _____ Limited Part. Good Standing
 71 _____ Financial

Pooler & Pooler, P.A.
5 Public Square
Hagerstown, Md. 21740

600 _____ Personal Property Reports and late filing penalties

NOTE: _____

70 _____ Change of P.O., R.A. or R.A.A.
 _____ Other
 _____ Other

TOTAL FEES

40.00

Check _____ Cash

Documents on _____ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
WASHINGTON COUNTY PUBLIC GOLF CORPORATION

LIBER _____
LAND _____
DENNIS J. WEAVER, CLERK

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **JUNE 28, 1988** AT **9:00** 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:

\$ _____

D2588150

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 OCT 25 1988

RETURN TO:
POOLE & POOLE, P.A.
5 PUBLIC SQUARE
HAGERSTOWN

MD 21740

001C3013013

A 267305



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

3037 1693

ARTICLES OF INCORPORATION

MID-ATLANTIC ORTHOPAEDIC SPECIALISTS/
DRS. CIRINCIONE & SALVAGNO, P.A.

6/21/88 8:36 A

FIRST: I, William McC. Schildt, whose post office address is 138 West Washington Street, Hagerstown, Maryland 21740, being at least 18 years of age, hereby form a corporation under the General Laws of the State of Maryland, including the Maryland Professional Service Corporation Act.

SECOND: The name of the Corporation is Mid-Atlantic Orthopaedic Specialists/Drs. Cirincione & Salvagno, P.A. (the "Corporation").

THIRD: The Corporation is formed for the purposes of engaging in the business of rendering service in the practice of medicine, especially orthopaedic treatment and surgery, and in any and all activities necessary or related thereto. The Corporation shall have all the general powers granted by law to Maryland professional corporations, including the power to invest its funds in real estate, mortgages, stocks, bonds, or any other type of investment and to own real or personal property necessary for the performance of a professional service.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 419 Spring Creek Road, Hagerstown, Maryland 21740. The name and post office address of the resident

1988 JUN 28 P 9 57
5080870



agent of the Corporation in Maryland is Robert J. Cirincione, 419 Spring Creek Road, Hagerstown, Maryland 21740. The Resident Agent is a citizen of and actually resides in the State of Maryland.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Ten Thousand (10,000) shares, without par value, all of one class called Common Stock.

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 two (2), provided:

1. If there is no stock outstanding, the number of directors may be less than two (2) but not less than one (1); and

2. If there is stock outstanding and so long as there are less than two (2) stockholders, the number of directors may be less than two (2) but not less than the number of stockholders. The names of the directors who shall act until the first annual meeting or until their successor or successors are duly chosen and qualified are Robert J. Cirincione, M.D. and Ralph T. Salvagno, M.D.

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

securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

EIGHTH: The following provisions are 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.

IN WITNESS WHEREOF I acknowledge these Articles of

Incorporation to be my act this 20th day of June, 1988.

WITNESS:

Baron M. Hooy

William McC. Schildt
William McC. Schildt



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

62

BUSINESS CODE

06

COUNTY

71

_____ P.A. Religious _____ Close _____ Stock Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

20 40 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 Penalty
54 For. Supplemental Cert.
53 Foreign Resolution
73 Certificate of Conveyance

Name Change (New Name) _____

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Resignation of Resident Agent

73 Certificate of Merger/Transfer

75 Special Fee
80 For. Limited Partnership
83 Cert. Limited Partnership
84 Amendment to Limited Partnership

Code _____

ATTENTION: _____

85 Termination of Limited Partnership
21 Recordation Tax
22 State Transfer Tax
23 Local Transfer Tax
31 Corp. Good Standing
NA Foreign Corporation Registration
87 Limited Part. Good Standing
71 Financial

MAIL TO ADDRESS: _____

Strate, Schildt & Varner
138 W. Washington St
Ste 200
Hagerstown, Md 21740

600 Personal Property Reports and late filing penalties

NOTE: _____

70 Change of P.O., R.A. or R.A.A.
Other
Other

TOTAL FEES

60.00

Check

Cash

Documents on checks

APPROVED BY: [Signature]



ARTICLES OF INCORPORATION
OF
MID-ATLANTIC ORTHOPAEDIC SPECIALISTS/DRS.
CIRINCIONE & SALVAGNO, P.A.

LIBER _____
LAND _____
DENNIS J. WEAVER, CLERK

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 21, 1988 AT 8:36 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 40.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

D2588069

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 OCT 25 1988

RETURN TO:
SRITE, SCHILDT & VARNER
138 W. WASHINGTON ST., STE. 200
HAGERSTOWN MD 21740

001C3013004

A 267296



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

3037 1639

K & D TRANSPORT, INC.

ARTICLES OF INCORPORATION

STATE DEPARTMENT OF REVENUE
TAXATION

APPROVED FOR RECORD

7/26/88 at 9:19 A

FIRST: I David W. Burch, whose post office address is Route 6, Box 193 S, 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 K & D TRANSPORT, INC.

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

(1) Contract Motor Carrier Transportation; 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 Rt. 6, Box 193 S Clearway Drive, Hagerstown, Maryland 21740. The name and address of the Resident Agent of the Corporation in this State are David W. Burch, Rt. 6, Box 193 S, 193 S Clearway 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 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: Kimberly J. Burch, and David W. Burch.

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 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 Maryland General Corporation Law 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 preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any

securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 25th day of July, 1988, and I acknowledge the same to be my act.



David W. Burch



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	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		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
73		Certificate of Merger/Transfer
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
87		Limited Part. Good Standing
71		Financial
600		Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
		Other
		Other

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Thomas A. Wade P.A.
 44 N Potomac St
 Suite 204
 Hagerstown, Md 21740

NOTE: _____

TOTAL FEES

48.00

Check _____ Cash _____

Documents on _____ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
K & D TRANSPORT, INC.

LIBER FOLIO
LAND
DENNIS J. WEAVER, CLERK

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JULY 26, 1988 AT 9:19 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:

\$

D2604627

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 OCT 25 1988

RETURN TO:
THOMAS A. WADE P.A.
44 N. POTOMAC ST SUITE 204
HAGERSTOWN MD 21740

019C3022338

A 268480



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO 3045 1763

STATE DEPARTMENT OF MANAGEMENTS
AND TRAINING

ARTICLES OF INCORPORATION

APPROVED FOR

7/22/88

8:24

A

FIRST: I, GERALD L. SHINDLE, whose post office address is 2532 Virginia Avenue, 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.

OK

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

A R NATALE, INC.

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

- (1) to provide and sell food and beverages to the general public; and to engage in any other lawful purpose and/or business, and
- (2) to do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is Route 12, Box 86, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Gerald L. Shindle, 2532 Virginia Avenue, Williamsport, Maryland 21795. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 2,000 shares of common stock, without par value.

1988 JUL 22 A 8:25

82040063
3045 0226

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: GERALD L. SHINDLE, whose post office address is 2532 Virginia Avenue, Williamsport, Maryland 21795, and ANTONIO NATALE, whose post office address is 743 Ryan Lane, Greencastle, Pennsylvania 17225, and JEFFREY BAKER, whose post office address is 1061E Noland Drive, Hagerstown, Maryland 21740.

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

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

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

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

EIGHTH: Except as may otherwise be provided by the Board of Directors, 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.

3045 0228

IN WITNESS WHEREOF, we have signed these Articles of Incorporation
this 21st day of July, 19 88, and we
acknowledge the same to be our acts.

Joni D. Kline
WITNESS

Gerald L. Shindle
GERALD L. SHINDLE

3045 0229



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 _____ Penalty
 54 _____ For. Supplemental Cert.
 53 _____ Foreign Resolution
 73 _____ Certificate of Conveyance

Name Change (New Name) _____

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Resignation of Resident Agent

73 _____ Certificate of Merger/Transfer

75 _____ Special Fee
 80 _____ For. Limited Partnership
 83 _____ Cert. Limited Partnership
 84 _____ Amendment to Limited Partnership

Code _____

ATTENTION: _____

85 _____ Termination of Limited Partnership

21 _____ Recordation Tax
 22 _____ State Transfer Tax
 23 _____ Local Transfer Tax

MAIL TO ADDRESS: _____

31 _____ Corp. Good Standing
 NA _____ Foreign Corporation Registration
 87 _____ Limited Part. Good Standing
 71 _____ Financial

Gerald L. Shindle
2532 Virginia Ave.
Williamsport, MD 21795

600 _____ Personal Property Reports and late filing penalties

NOTE: _____

70 _____ Change of P.O., R.A. or R.A.A.
 _____ Other _____
 _____ Other _____

TOTAL FEES

40.00

Check _____ Cash _____

Documents on _____ checks _____

APPROVED BY: 04

ARTICLES OF INCORPORATION
OF
A R NATALE, INC.

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

LIBER _____ FOLIO _____
LAND _____
DENNIS J. WEAVER, CLERK

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JULY 22, 1988 AT 8:24 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:

\$ _____

D2604114

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 OCT 25 1988

RETURN TO:
GERALD L. SHINDLE
2532 VIRGINIA AVENUE
WILLIAMSPORT

MD 21795

018C3022239

A 268351



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 0225

R L INVESTMENT SERVICE CORPOPATION ARTICLES OF INCORPORATION

OK

7/22/88 8:26 A.M.

FIRST: We, GERALD L. SHINDLE, whose post-office address is 2532 Virginia Avenue, Williamsport, Maryland 21795; and ROBERT O. LAUVER, JR., whose post office address is 644 Frederick Street, Hagerstown, Maryland 21740, all 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 R L INVESTMENT SERVICE CORPORATION.

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

(1) To provide entertainment and sell food and beverages to the general public; and to engage in any other lawful purpose and/or business incidental thereto.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 2532 Virginia Avenue, Williamsport, Maryland 21795. The name and post office address of the Resident Agent of the Corporation in this State is GERALD L. SHINDLE, 2532 Virginia Avenue, Williamsport, Maryland 21795. Said Resident Agent is an individual actually residing in this State.

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

1988 JUL 22 A 8:26
8204503035 0215

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 stock outstanding, the number of directors may be less than three but not less than one; and

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

The name of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: GERALD L. SHINDLE, whose post office address is 2532 Virginia Avenue, Williamsport, Maryland 21795, and ROBERT O. LAUVER, JR., whose post office address is 644 Frederick Street, Hagerstown, Maryland 21740, and LEONARD R. MOATS, whose post office address is 437 North Prospect Street, Hagerstown, Maryland 21740.

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

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

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

3045 0216

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 clauses of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have and 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, we have signed these Articles of Incorporation this 21st day of July, 1988, and we acknowledge the same to be our acts.

Joni D. Kline
WITNESS

Joni D. Kline
WITNESS

Gerald L. Shindle
GERALD L. SHINDLE

Robert O. Lauver, Jr.
ROBERT O. LAUVER, JR.

3045 0217



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>W</u>	Organ. & Capitalization	Name Change
61	<u>W</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 Req.	_____ Change of Resident Agent
51	_____	Foreign Name Registration	_____ Change of Resident Agent Address
13	_____	_____ Certified Copy _____	_____ Resignation of Resident Agent
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
73	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	ATTENTION: _____
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	MAIL TO ADDRESS: _____
NA	_____	Foreign Corporation Registration	<u>Gerald L. Shindle</u>
87	_____	_____ Limited Part. Good Standing	<u>2537 Virginia Ave</u>
71	_____	Financial	<u>Washington, MD 21795</u>
600	_____	_____ Personal Property Reports and _____ late filing penalties	
70	_____	Change of P.O., R.A. or R.A.A.	NOTE: _____
_____	_____	Other _____	
_____	_____	Other _____	

TOTAL FEES 40.00

Check _____ Cash

Documents on _____ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
R L INVESTMENT SERVICE CORPOATION

LIBER _____
LAND CO _____
DENNIS J. WEAVER, CLERK

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JULY 22, 1988 AT 8:26 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:
\$ _____

D2604098

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 OCT 25 1988

RETURN TO:
GERALD L. SHINDLE
2532 VIRGINIA AVENUE
WILLIAMSPORT MD 21795

01803022237

A 268349



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3045 0214

714

RECEIVED FOR RECORD OCTOBER 20th, 1988 at 9:30 A.M. Inc. Records # 39

CREATIVE MORTGAGE SERVICES, INC.

7/25/88

9:24 A

ARTICLES OF INCORPORATION including election to be a Close Corporation

FIRST: I, Hilton C. Smith, Jr., whose post office address is 817 The Terrace, 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

CREATIVE MORTGAGE SERVICES, 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 provide mortgage financing and services, except that the Corporation shall not have the power to make or arrange loans secured by residential property of four (4) or less units.

(2) Except as limited in subparagraph (1) above, 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 50 Summit Avenue, Hagerstown, Washington County, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is Hilton C. Smith, Jr., 817 The Terrace, 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 one hundred thousand (100,000) shares of a par value of One Dollar (\$1.00),

3045 0002

3317-080

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 four (4) directors, whose names are Hilton C. Smith, Jr., Catherine M. Smith, Donna W. Rogers and William E. Murray.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 20th day of July, 1988, and I acknowledge the same to be my act.

WITNESS:

Karen Hersh

Hilton C. Smith, Jr.



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02.00 BUSINESS CODE 03 COUNTY 71

_____ P.A. _____ Religious _____ Close Stock _____ Nonstock _____

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
20	<u>20.00</u>	Organ. & Capitalization	Name Change (New Name) _____
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	_____ Change of Name
50	_____	Cert. of Qual. or Reg.	_____ Change of Principal Office
51	_____	Foreign Name Registration	_____ Change of Resident Agent
13	_____	Certified Copy	_____ Change of Resident Agent Address
56	_____	Penalty	_____ Resignation of Resident Agent
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
73	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	
84	_____	Amendment to Limited Partnership	ATTENTION: _____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	Corp. Good Standing	MAIL TO ADDRESS: _____
NA	_____	Foreign Corporation Registration	<u>William C. Womack Esq.</u>
87	_____	Limited Part. Good Standing	<u>123 West Washington St</u>
71	_____	Financial	<u>Hagerstown, Md 21740</u>
600	_____	Personal Property Reports and late filing penalties	
70	_____	Change of P.O., R.A. or R.A.A.	NOTE: _____
	_____	Other	
	_____	Other	

TOTAL FEES 50.00

_____ Check _____ Cash

Documents on _____ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
CREATIVE MORTGAGE SERVICES, INC.

LIBER _____
LAND _____
DENNIS J. WEAVER, CLERK

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JULY 25, 1988 AT 9:24 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
EEE PAID:

\$ _____

02603728

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 OCT 25 1988

RETURN TO:
WILLIAM C. WANTY, ESQUIRE
123 W. WASHINGTON STREET
HAGERSTOWN MD 21740

018C3022200

A 268320



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

3045 0001

SCHUBEL ENTERPRISES, LTD.
(A Close Corporation)

ARTICLES OF INCORPORATION

7-21-88 8:35a

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 **Schubel Enterprises, Ltd.**

THIRD: The purposes for which the Corporation is formed are to do anything permitting by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is Route 2, Box 329-A, Hancock, Maryland 21750. The name and post office address of the Resident Agent of the Corporation in this State are Scott L. Schubel, Route 2, Box 329-A, Hancock, Maryland 21750. Said Resident Agent is an individual actually residing in this State.

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

1988 JUL 21 A 8:35

32030002

██████████ 14 2540

1988 JUL 21 A 8:35

JP

SIXTH: The Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is Scott L. Schubel.

SEVENTH: The Corporation shall be a close Corporation as authorized by Title IV of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

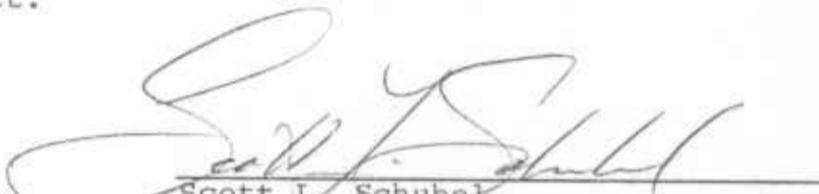
EIGHTH: (1) As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification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

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

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue

or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by an affirmative unanimous vote, at a duly constituted meeting of all the 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 July, 1988, and I acknowledge the same to be my act.


Scott L. Schubel
Incorporator

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

I HEREBY CERTIFY, That on this 12th day of July, 1988, 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.


Notary Public

My Commission Expires:
7-1-90





STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

721

DOCUMENT CODE 02 WVR 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	<u>9</u>	<u>1</u> Certified Copy <u>30</u> Penalty	_____ Change of Resident Agent
56	_____	For. Supplemental Cert.	_____
54	_____	Foreign Resolution	_____ Change of Resident Agent Address
53	_____	Certificate of Conveyance	_____
73	_____	_____	_____ Resignation of Resident Agent
73	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	_____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	ATTENTION: _____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	_____ Corp. Good Standing	MAIL TO ADDRESS: _____
NA	_____	Foreign Corporation Registration	<u>Scott Schutzel</u>
87	_____	_____ Limited Part. Good Standing	<u>138 W. Washington St.</u>
71	_____	Financial	<u>Hagerstown, Md</u>
600	_____	_____ Personal Property Reports and _____ late filing penalties	<u>21740</u>
70	_____	Change of P.O., R.A. or R.A.A.	NOTE: _____
_____	_____	Other _____	<u>Copy made</u>
_____	_____	Other _____	_____

TOTAL FEES 49
 Check _____ Cash
Documents on _____ checks

APPROVED BY: gp

722

ARTICLES OF INCORPORATION
OF
SCHUBEL ENTERPRISES, LTD.

LIBER
LAND CT
DENNIS J. WEAYER, CLERK

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JULY 21, 1988 AT 8:35 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:

\$

D2603082

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 OCT 25 1988

RETURN TO:
SCOTT SCHUBEL
138 W. WASHINGTON ST.
HAGERSTOWN

MD 21740

01803022136

A 268261



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO 2044 2539

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD K & C Properties, Inc.

7-18-88 at 8:47 a.m. Articles of Amendment

K & C Enterprises, Inc., a Maryland corporation having its principal office in Baltimore City, 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 changing the name of the corporation to K & C Enterprises, Inc.

The corporation shall be a close corporation as approved unanimously by the stockholders and as authorized by Title 4.

The corporation shall be a Subchapter S corporation.

Second: The amendment of the charter of the corporation as herein above set forth has been duly advised by the board of directors and there is no stock entitled to vote on the matter either outstanding or suscribed for at the time of approval.

Third: The total number of shares of all classes of stock of the corporation heretofore authorized, and the number and par value of shares of each class are as follows: Shall remain the same as in the original charter.

In witness whereof: K & C Enterprises, Inc., has caused these presents to be signed in its name and on its behalf by its President or one of its Vice Presidents and attested by its Secretary or one of its assistant secretaries on July 15, 1988.

ATTEST: K & C Enterprises, Inc.

Kevin N. Tyler Sr. President, Cherie M. Tyler, Cheryl M. Pulley Secretary, Kevin L. Pulley Sr.

The undersigned, President of K & C Enterprises, Inc., who executed on behalf of said Corporation, the foregoing Articles of Amendment, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Amendment to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Lh:8 V 81 709 8861

84008193 3044 0588

Kevin N. Tyler Sr.



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

DOCUMENT CODE 09A BUSINESS CODE 03 COUNTY 71

D2547271 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	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
73	_____	Certificate of Merger/Transfer
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
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) K & C Enterprises, Inc

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

Code _____
ATTENTION: _____

MAIL TO ADDRESS: K & C Enterprises, Inc
P.O. Box 29385
Balto., Md. 21213-9385

TOTAL FEES 20
 Check Cash
Documents on _____ checks

APPROVED BY: Jm.T

ARTICLES OF AMENDMENT
OF
K & C PROPERTIES, INC.
CHANGING ITS NAME TO:
K & C ENTERPRISES, INC.

LIBER _____
LAND _____
DENNIS J. WEAVER, CLERK

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JULY 18, 1988 AT 3:47 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:
\$ _____

D2547271

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 OCT 25 1988

RETURN TO:
K&C ENTERPRISES, INC.
P.O. BOX 29385
BALTIMORE

MD 21213 9385

017C3022094

A 268204



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 2644 0587

726 RECEIVED FOR RECORD OCTOBER 20th, 1988 at 9:30 A.M.

ARTICLES OF AMENDMENT Inc. Records # 39
UNITED FUND FOUNDATION OF WASHINGTON COUNTY, MARYLAND, INC.

The United Fund Foundation of Washington County, Maryland, Inc., a Maryland non-stock corporation having its principal offices at 998 Potomac Avenue, Hagerstown, Maryland 21740 (the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: Upon motion duly made, seconded and carried by an affirmative vote of two-thirds (2/3) or more of the Members present and constituting a quorum, the following Amendments to the Articles of Incorporation of the Corporation were approved:

FIRST: The Articles of Incorporation of the Corporation are hereby amended by deleting therefrom in its entirety ARTICLE SECOND and by substituting in lieu thereof the following new ARTICLE SECOND:

"SECOND": The name of the Corporation (which is hereinafter called the Corporation) is: "UNITED WAY FOUNDATION OF WASHINGTON COUNTY, MARYLAND, INC."

SECOND: The Articles of Incorporation of the Corporation are hereby further amended by deleting therefrom in its entirety ARTICLE FOURTH and by substituting in lieu thereof the following new ARTICLE FOURTH:

"FOURTH": The post office address of the principal office of the Corporation in this State is 998 Potomac Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent in this State is Charles E. Heiden, 998 Potomac Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State."

THIRD: The Articles of Incorporation of the Corporation are further amended by deleting therefrom in its entirety ARTICLE FIFTH and by substituting in lieu thereof the following new ARTICLE FIFTH:

"FIFTH": The membership of the Corporation shall consist of the members of the United Way of Washington County, Maryland, Inc.

SECOND: On the 23rd day of ~~February~~ ^{May} 1988, at a special meeting of the Board of Directors of the Corporation called and held pursuant to and in accordance with Section 2-409 of

64:3 d 22 NOV 88

1988 JUL 18 A 8:42

82008031



the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation, by an affirmative vote of at least two-thirds (2/3) of the Directors present and constituting a quorum, duly approved the foregoing Amendments, and by special meeting of the Members of the Corporation, called and held pursuant to and in accordance with Sections 2-502 and 2-504 of the Corporations and Associations Article of the Annotated Code of Maryland, the Members of the Corporation, by the affirmative vote of at least two-thirds (2/3) of the Members present and constituting a quorum, duly approved the foregoing Amendments.

IN WITNESS WHEREOF, the Corporation has duly 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 13 day of ~~February~~, 1988. June

ATTEST: UNITED FUND FOUNDATION OF WASHINGTON COUNTY, MARYLAND, INC.

RHR
~~Charles S. Rhoads~~
Secretary
Ross H. Rhoads

BY: *Harold F. Otis, Jr.* June 13, 1988
~~Richard M. Rhoads~~
President
Harold F. Otis, Jr.

I Charles E. Heiden hereby acknowledge on behalf of the United Way Foundation Washington County, Maryland, Inc. that the foregoing Articles of amendment are the corporate act of said corporation and further certify under the penalties of perjury to the best of my knowledge, information and belief, the matters and facts set forth in the Articles are true in all material respects.

C. Heiden 7/12/88
Charles E. Heiden, Executive Director



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 09A BUSINESS CODE _____ COUNTY 71

D0259986 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 Req.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
73	_____	Certificate of Merger/Transfer
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
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

United Way Foundation of Washington County, Maryland, Inc.

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

Code _____

ATTENTION: United Way of Washington County, Maryland, Inc.

MAIL TO ADDRESS: 998 Potomac Avenue Hagerstown, MD 21740

NOTE:

TOTAL FEES 20.00

Check _____ Cash

Documents on _____ checks

APPROVED BY: [Signature]

ARTICLES OF AMENDMENT
OF
UNITED FUND FOUNDATION OF WASHINGTON COUNTY,
MARYLAND, INC.
CHANGING ITS NAME TO:
UNITED WAY FOUNDATION OF WASHINGTON COUNTY,
MARYLAND, INC.

LIBER
LAND
DENNIS J. WEAVER, CLERK

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JULY 18, 1988 AT 8:42 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

\$ _____

00259986

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 OCT 25 1988
RETURN TO:
UNITED WAY OF WASHINGTON COUNTY,
MARYLAND, INC.
998 POTOMAC AVENUE
HAGERSTOWN MD 21740

01403021762

A 265674



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO. 265674

RESOLUTION
OF THE
BOARD OF DIRECTORS
OF FUTURESHAPE
FUTURESHAPE OF WILLIAMSPORT, INC.

CHANGE OF RESIDENT AGENT OF THE CORPORATION

The undersigned, being all of the members of the Board of Directors of Futureshape of Williamsport, Inc., a Maryland corporation (the "Corporation"), hereby take the following action without a meeting, pursuant to Section 2-408 of the Corporations and Associations Article, Maryland Code Annotated, and Section 11 of Article III of the By-Laws of the Corporation:

RESOLVED that the name and post office address of the Resident Agent of the Corporation in this State is Dennis H. Evans, Futureshape of Williamsport, Inc., Milestone Plaza, 12 Hopewell Road, Williamsport, Maryland 21795. Said Resident Agent is an individual actually residing in this State.

This action shall be filed with the Minutes of the Board of Directors of the Corporation and with the Department of Assessments and Taxation.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

7/15/88 at 8:41 A.M.

Dennis H. Evans
Dennis H. Evans, Director

Barbara J. Evans
Barbara J. Evans, Director

I, Barbara J. Evans, Secretary of Futureshape of Williamsport, Inc., a corporation existing under the Laws of the State of Maryland, do hereby certify that the foregoing is a true copy of a Resolution unanimously approved by the Board of Directors of the Corporation.

Barbara J. Evans
Barbara J. Evans, Secretary

14:8 V 51 707 8861

81970153

3042 2875



STATE OF MARYLAND
State Department of Assessments and Taxation
 Gen^e L. Burner, Director

731

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 71

D2568329 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 Req.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
73	_____	Certificate of Merger/Transfer
70	<u>\$10.00</u>	Recording 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
87	_____	Limited Part. Good Standing
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Miller
Oliver Beatty Stone
28 West Washington St
Box 1264
Hagerstown, Md 20641-1264

NOTE: _____

TOTAL FEES \$10.00

1 Check _____ Cash

1 Documents on 1 checks

APPROVED BY: [Signature]

CHANGE OF RESIDENT AGENT
OF
FUTURESHAPE OF WILLIAMSPORT, INC.

LIBER _____ FILE _____
LAND _____
DENNIS J. WEAVER, CLERK

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JULY 15, 1988 AT 8:41 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 10.00

SPECIAL
FEE PAID:

\$ _____

D2568327

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 OCT 25 1988

RETURN TO:
MILLER, OLIVER, LAURICELLA, ETAL
28 W. WASHINGTON STREET
BOX 1269
HAGERSTOWN

MD 21741 1269

01403021710

A 265629



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 2674

ARTICLES OF INCORPORATION

EVER-SOFT WATER CONDITIONING, INC.

JP

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

7-18-88

8:57a

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

Ever-Soft Water Conditioning, Inc.

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

1. To sell, provide, install, service and rent water softening, purification, filtration and conditioning units and equipment for residential and commercial customers and properties.

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.

1988 JUL 18 A 8:57

36-3 1033

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 60 Maugans Avenue, Maugansville, Maryland 21767. The name and post office address of the Resident Agent of the Corporation in Maryland is Nathan Paul Keener, 60 Maugans Avenue, Maugansville, Maryland 21767. 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 per share.

SIXTH: The number of Directors of the Corporation shall be four (4), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three.

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

Nathan Paul Keener
Steven Paul Keener
Nathan Larry Keener
Retha Ellen Keener

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.

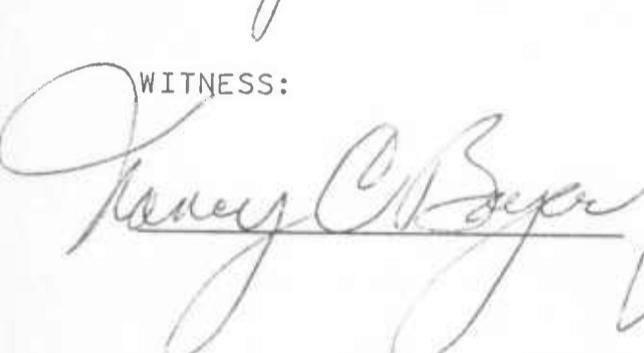
The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by

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 17 day of July, 1988.

WITNESS:



 Lynn F. Meyers



STATE OF MARYLAND

State Department of Assessments and Taxation

Geno L. Burner, Director

DOCUMENT CODE 02 *oh* 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 Req.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
73	_____	Certificate of Merger/Transfer
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
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

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

Code 075
ATTENTION: Nancy Bayer

MAIL TO ADDRESS: _____

NOTE:

TOTAL FEES

40

Check _____ Cash

Documents on _____ checks

APPROVED BY: js

ARTICLES OF INCORPORATION
OF
EVER-SOFT WATER CONDITIONING, INC.

LIBER
LAND CO
DENNIS J. WEAVER, CLERK

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JULY 18, 1988 AT 8:57 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:

\$

02600278

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 OCT 25 1988

RETURN TO:
MEYERS, YOUNG & GROVE, P.A.
ATTN: NANCY BAYER
P O BOX 1267
HAGERSTOWN

MD 21741 1267

014C3021657

A 265582



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO 42 2338

7-13-88
ARTICLES OF INCORPORATION

9:27

OF

8

LADIES AUXILIARY OF CHEWSVILLE, INC.

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Sigrid Knode, whose post office address is Main Street, P.O. Box 3, Chewsville, Maryland; Annabel Harp, Box 38, Chewsville, Maryland; and Constance Grimm, Route 2, Smithsburg, Maryland, each being at least twenty-one (21) years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation is LADIES AUXILIARY OF CHEWSVILLE, INC. (which is hereinafter called the Corporation).

THIRD: The purposes for which the Corporation is organized and shall be operated are exclusively charitable and educational. For the general purposes aforesaid, and limited to those purposes, the objects to be carried on by it are as follows:

A. To act for the betterment of the community in general; to assist the elderly and to help children of the community; to assist the Chewsville Community Center financially; and

B. In general, to carry on any lawful furtherance of the purposes of the Corporation, and to have and exercise all

1988 JUL 13 A 9 27

01530076

powers, rights and privileges 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 a corporation of this character by the said General Laws, now or thereafter in force; the enumeration of certain powers as herein specified are not intended to exclude any such powers, rights or privileges.

✓
FOURTH: The post office address of the principal office of the Corporation in this State is Chewsville Community Center, Whitehall Road, Chewsville, Maryland 21721, and the resident agent is Sigrid Knode, P.O. Box 3, Chewsville, Maryland 21721, who 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 number of Directors of the Corporation shall be three (3), which number may be increased pursuant to the By-Laws of the corporation, but shall never be less than three; and the name of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Sigrid Knode, Annabel Harp and Constance Grimm.

SEVENTH: The following provision is adopted for the purpose of defining, limiting and regulating the powers of the Corporation and the Directors:

The Board of Directors of this Corporation is also empowered to do, act for and conduct the business of the

Corporation as is proper, lawful and customary for business similar to that in which this Corporation is engaged, and to exercise all such powers and to do all acts and things as may be exercised or done pursuant to Article Three of these Articles of Incorporation, and which are hereinabove or by Statute conferred upon it.

EIGHTH: This Corporation is one which does not contemplate pecuniary gain or profit to the members thereof, and is organized for non-profit purposes and no part of any net earnings thereof shall inure to the benefit of any member of other individual.

NINTH: The conditions and regulations of membership and the rights or other privileges of the classes of members shall be determined and fixed by the By-Laws.

TENTH: The Corporation may acquire and receive by purchase, lease, donations, bequest, legacy, contract, or otherwise, any property, real, personal or mixed; borrow or raise money for any of the purposes of the Corporation; issue notes or other lawful consideration, and secure the payment thereof and the interest thereon by mortgage upon, or pledge, or conveyance, or assignment in trust of the whole or any party of the property or the Corporation, real, personal or mixed, including contract rights, whether at the time owed or thereafter acquired; and sell, pledge, discount, or otherwise dispose of such notes or obligations; hold, use encumber, lease, or dispose of any or all of such property or obligations in and for the accomplishment of the above

purposes and for such other purposes as may be permitted under the General Laws of the State of Maryland.

ELEVENTH: No party of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private personal, 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 herein. No substantial party of the activities of the Corporation shall be 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).

TWELFTH: Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation,

dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

WITNESS:

[Signature]

Sigrid Knode (SEAL)
Sigrid Knode

[Signature]

Annabel Harp (SEAL)
Annabel Harp

[Signature]

Constance Grimm (SEAL)
Constance Grimm

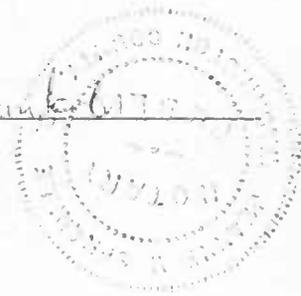
STATE OF MARYLAND, COUNTY OF WASHINGTON, to wit:

I HEREBY CERTIFY, that on this 8th day of July, 1988, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Sigrid Knode, Annabel Harp and Constance Grimm, acknowledged by the execution of the foregoing Articles of Incorporation to be her voluntary act.

WITNESS my hand and Official Notarial Seal.

[Signature]
Notary Public

My Commission Expires:
July 1, 1990



1988 JUL 10



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 Req.
51	_____	Foreign Name Registration
13	<u>11</u>	<u>1</u> Certified Copy <u>5</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
73	_____	Certificate of Merger/Transfer
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
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

_____ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Sigrid Knode
P.O. Box 3
Chesville, Md. 21721

NOTE: _____

TOTAL FEES 51

Check _____ Cash

Documents on _____ checks

APPROVED BY: J.M.T

ARTICLES OF INCORPORATION
OF
LADIES AUXILIARY OF CHEWSVILLE, INC.

LIBER _____
LAND _____
DENNIS J. WEAVER, CLERK

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JULY 13, 1988 AT 9:27 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:

\$ _____

D2598209

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.

mco OCT 25 1988

RETURN TO:
SIGRID KNODE
P.O. BOX 3
CHEWSVILLE

MD 21721

01203021402

A 265335



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 2711

746

WASH HOUSE, INC.
Articles of Sale and Transfer

8-1-88 9:52a

ARTICLES OF SALE AND TRANSFER entered into this 25th day of July, 1988, by and between WASH HOUSE, INC., a Maryland Corporation (hereinafter sometimes referred to as the "Transferor"), and MICHAEL A. ROGERS (hereinafter sometimes referred to as "Transferee").

THIS IS TO CERTIFY THAT:

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

SECOND: The Transferee's name, address and principal place of business are:

Michael A. Rogers

address: 6198 Viewsite Drive
Frederick, MD 21701

principal place of business:

c/o the Wash House,
Willow Tree Plaza
Frederick, Frederick County,
Maryland 21701

The Transferee owns an interest in land in Frederick and Washington Counties.

THIRD: The Transferor a Maryland Corporation and its name, sole principal office and principal place of business are:

Wash House, Inc.

Principal Place of Business:
Willowtree Shopping Plaza
Frederick, Frederick County, Maryland 21701

Principal Office:
1811 Preston Road
Hagerstown, MD 21740

The Transferor owns no interest in land in any County.

FOURTH: The nature and amount of the consideration to be paid to the Transferor for the property and assets hereby transferred to it as set forth in Article SEVENTH herein, is Sixty Five Thousand Dollars (\$65,000.00), all to be paid in cash or deferred cash to Transferor.

FIFTH: The Board of Directors of Transferor, by unanimous written informal action signed by all the Directors 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

1988 AUG - 1 A 8 52

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.

SIXTH: In consideration of the payment to Transferor of Sixty Five Thousand Dollars (\$65,000.00) Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, its successors and assigns, all of the property described in Exhibit A, attached hereto and hereby made a part of this instrument and used in the business known as the Wash House, presently located on the store premises situate and lying in Frederick City Election District, Frederick County, Maryland, and more particularly known as as Willow Tree Shopping Plaza, Frederick, Maryland, 21701.

SEVENTH: The Transferor covenants that it will warrant generally all equipment intended to be used for the business herein conveyed and that it will execute such other and further assurances of personal property as may be necessary or requisite.

EIGHTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor, a Maryland corporation, and Transferee, and it is accordingly understood and agreed that these Articles of Sale and Transfer shall be construed in accordance with the law applicable to contracts made and entirely to be performed within the State of Maryland.

IN WITNESS WHEREOF, the 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 Wash House, Inc., by its president or vice president and attested by the secretary or an assistant secretary, and by Michael A. Rogers, all on this 25th day of July, 1988.

WITNESS/ATTEST:

TRANSFEROR:

WASH HOUSE, INC.

By:  (SEAL)
A. J. PLUMMER VICE PRESIDENT

TRANSFEEEE:
 (SEAL)
Michael A. Rogers

STATE OF MARYLAND, COUNTY OF FREDERICK: to wit

On this 25th day of July, 1988, before me, the undersigned officer, personally appeared A. J. Plummer, the VICE PRESIDENT of Wash House, Inc., 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, on behalf of Wash House, Inc., as its authorized agent, and in my presence signed and sealed the same and further acknowledged that the consideration recited hereinabove is true and bona fide.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.
PATRICIA E. ANSEL
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires July 1, 1990
My Commission Expires: 7/1/90

[Signature]
Notary Public

STATE OF MARYLAND, COUNTY OF FREDERICK: to wit

On this 25th day of July, 1988, before me, the undersigned officer, personally appeared Michael A. Rogers, 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, and in my presence signed and sealed the same and further acknowledged that the consideration recited hereinabove is true and bona fide.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.
PATRICIA E. ANSEL
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires July 1, 1990
My Commission Expires: 7/1/90

[Signature]
Notary Public

SCHEDULE OF ASSETS

The following schedule of assets is intended as an enumeration (but not limitation) of all of the assets of Wash House, Inc. to be conveyed pursuant to the Contract of Sale for same between Wash House, Inc., Seller, and Michael Alan Rogers and Stephanie S. Rogers, Buyers, together with an allocation of the specified purchase price thereof. Assets not specifically enumerated shall notwithstanding be included in the transaction unless specifically excluded by the terms of said Contract.

Equipment	\$ 5,000.00
Leasehold improvements	55,000.00
Lease and Security Deposit	2,990.00
Goodwill	2,000.00
Trade Name & Telephone -	10.00
TOTAL	<u>\$ 65,000.00</u>

Y
WAS



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 128 BUSINESS CODE _____ COUNTY 71

12139061 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

~~Merging~~
(Transferor) Wash House, Inc.

~~Surviving~~
(Transferee) Michael A. Rogers

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	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
73	_____	Certificate of Merger/Transfer
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
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

_____ Resignation of Resident Agent

Code _____

ATTENTION: _____

Patty Ansel
MAIL TO ADDRESS: _____
Superior Title Company
19 N. Court St.
Frederick Md
21201

NOTE:

MAILED JAN 11 1989

TOTAL FEES 20

Check Cash

Documents on _____ checks

APPROVED BY: AS

ARTICLES OF TRANSFER
 BETWEEN
 WASH HOUSE, INC. (A MD CORP.) - TRANSFEROR
 AND
 MICHAEL A. ROGERS (AN INDIVIDUAL) - TRANSFEREE

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

OF MARYLAND August 1, 1988

AT 8:52

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 242610

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

3048 1861

cm

752

203 Heth Road
Williamsport, MD 21795
August 12, 1988

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

Gentlemen:

At a general meeting of the Tammany Manor Civic Association, Inc., held on August 9, 1988, the membership voted to make the following change in the Corporation charter, Fourth Article:

(Original) The post office address of the principal office of the corporation in this State is 112 Sheridan Drive, Route 2, Williamsport, Maryland. The name and post office address of the resident agent of the corporation in this State are Glenn L. Bowman, 112 Sheridan Drive, Route 2, Williamsport, Maryland. Said resident agent is an individual actually residing in this State.

(Change to) The post office address of the principal office of the corporation in this State is 203 Heth Road, Williamsport, Maryland 21795. The name and post office address of the resident agent of the corporation in this State are Norman O. White, 203 Heth Road, Williamsport, Maryland 21795. Said resident agent is an individual actually residing in this State.

If there is any fee or cost connected with effecting this change in the corporation's resident agent and address please advise and we will forward payment.

Very truly yours,

TAMMANY MANOR CIVIC ASSOCIATION, Inc.
(Md. corp. ID #D0207639)

Norman O. White

Norman O. White
Secretary

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

8-22-88 at 10:00 a.m.

1988 AUG 15 P 10:22

w

2085 2286



DOCUMENT CODE _____

BUSINESS CODE _____

COUNTY 11

DO207639

 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 Req.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
73	_____	Certificate of Merger/Transfer
70	<u>510.00</u>	Recording Fee
80	_____	For. Limited Partnership
81	_____	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
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
30	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

_____ Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

_____ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Norman O. White
203 Heth Rd.
Williamsport, Md
21795

NOTE: _____

TOTAL FEES 510.00

1 Check _____ Cash

1 Documents on 1 checks

APPROVED BY: CS

CHANGE OF RESIDENT AGENT & ADDRESS AND PRINCIPAL OFFICE
OF
TAMMANY MANOR CIVIC ASSOCIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AUGUST 22, 1988 AT 10:00 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

\$ _____

D0207639

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:
NORMAN O. WHITE
203 HETH ROAD
WILLIAMSPORT

MAILED JAN 11 1989

MD 21795

041C3022798

A 271302



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

WILES BROTHERS CARPENTRY, INC.

ORGANIZATIONAL MEETING OF THE BOARD OF DIRECTORS

The organizational meeting of the Board of Directors named in the Articles of Incorporation of Wiles Brothers Carpentry, Inc., a corporation organized under the laws of the State of Maryland (the "Corporation"), was held at the offices of Wachs, Boone and Bannon, P.A., 138 West Washington Street, Hagerstown, Maryland 21740, on August 11, 1988, at 4:30 p.m., pursuant to written waiver of notice signed by each member, and attached to these minutes. The following members were present, constituting the entire Board:

Robert C. Wiles
Vickie Ann Wiles
Verick John Wiles
Tammy Lynn Wiles

Upon motion duly made, seconded and unanimously carried, Robert C. Wiles was named Chairman of the meeting and Vickie Ann Wiles was designated to act as Secretary.

The Chairman announced that the Articles of Incorporation were filed with and approved by the State Department of Assessments and Taxation on May 31, 1988. He presented to the meeting a certified copy of the Articles of Incorporation and thereupon the following resolutions were offered, seconded and unanimously adopted:

RESOLVED: That the Articles of Incorporation of this Corporation filed with the State Department of Assessments and Taxation on May 31, 1988, be and the same hereby are approved and accepted.

RESOLVED: That a certified copy of the Articles of Incorporation be annexed to the minutes of this meeting and made a part of the corporate records of the Corporation.

The Chairman then presented to the meeting a set of By-Laws for the conduct and regulation of the business and affairs of the Corporation. The By-Laws were read and the following resolutions were offered, seconded, and unanimously adopted:

RESOLVED: That the By-Laws submitted to and read at this meeting of the Board of Directors of the Corporation be and the same are hereby declared to the By-Laws of this Corporation.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

1988 AUG 19 10:21 P

APPROVED FOR RECORD

8/15/88 at 10:21 A.m.

82328096

8088 2274



LIBRARY RECORD

RESOLVED: That the Secretary of this meeting be and is hereby instructed to cause the By-Laws referred to in the foregoing resolution to be annexed to the minutes of this meeting and made a part of the corporate records of the Corporation.

The Chairman announced that it was in order to elect officers of the Corporation to serve until the first annual meeting and until their successors may be elected and qualify. Thereupon, the following persons were nominated to serve as officers of the Corporation in the respective capacities set after their several names, the terms of office of each such person to be until the first annual meeting of the Board of Directors and until their respective successors shall be elected and qualified:

Robert C. Wiles, President

Verick John Wiles, Vice President

Tammy Lynn Wiles, Treasurer

Vickie Ann Wiles, Secretary

There being no further nominations, on motion duly made, seconded and unanimously carried, the nominations were closed and the Secretary was directed to cast the ballot for the unanimous election of the persons nominated for the respective offices as set forth above. The ballot was cast and the Chairman declared all such persons to be elected to the respective offices which they were nominated to serve until the first annual meeting of the Board of Directors of the Corporation and until their respective successors have been elected and qualified.

The following resolutions were offered, seconded and unanimously adopted:

RESOLVED: That the seal of the Corporation shall consist of a circular impression bearing around the outside rim the words "Wiles Brothers Carpentry, Inc." and the word "Maryland", and in the center the date "1988".

RESOLVED: That the seal presented to this meeting by the Secretary is hereby adopted as the seal of the Corporation and the Secretary is hereby directed to place an impression thereof on the minutes of this meeting.

The Chairman stated that it was in order to nominate a depository for the funds of the Corporation and to make appropriate provisions for the drawing of checks or drafts

thereon and for the transaction of other business incidental thereto. The following resolutions were offered, seconded and unanimously adopted:

RESOLVED: That the Farmers & Merchants Bank be and it hereby is designated as a depository of the Corporation, and that the corporate banking resolutions of said bank be and the same hereby are adopted and approved.

RESOLVED: That the Secretary of this meeting be and is hereby instructed to cause the corporate banking resolutions referred to in the foregoing resolution to be annexed to the minutes of this meeting and made a part of the corporate records of the Corporation.

RESOLVED: That the Treasurer be and is hereby authorized and directed to pay all fees and expenses incidental to and necessary for the organization and qualification of the Corporation, including, without limitation, all legal and accounting fees and costs to procure proper corporate books.

The Chairman stated that it was in order to authorize the opening of stock books to record ownership of capital stock of the Corporation and to authorize the issuance of stock.

The following resolution was offered, seconded and unanimously adopted:

RESOLVED: That the proper officer of the Corporation cause to be prepared appropriate books and records with respect to the capital stock of the Corporation in which shall be recorded, among other things, the names and addresses of the several stockholders and the number of shares held by each.

The Chairman raised the question of whether the Corporation should elect to qualify as a tax option corporation pursuant to Subchapter S of the Internal Revenue Code of 1986. After a discussion the following resolution was offered, seconded and unanimously adopted:

RESOLVED: That the Corporation elect to qualify as a S corporation pursuant to Subchapter S of the Internal Revenue Code of 1986, provided that the stockholders of the Corporation approve unanimously such election, and that the proper officer of the Corporation files all forms and undertakes all action necessary to effectuate such election.

The Chairman stated that it was in order to consider the matter of changing the resident agent of the corporation. After a discussion, the following resolution was offered, seconded, and unanimously adopted.

RESOLVED: That Vickie Ann Wiles, Route 3, Box 148A1, Hagerstown, Maryland 21740, being an individual actually residing in this State, be and is hereby named resident agent of the Corporation.

The Chairman stated that it was in order to consider the matter of stock issuance. After a discussion the following resolutions were offered, seconded and unanimously adopted:

RESOLVED: That the Corporation issue the following number of shares of Common Stock without par value to the following below-named individuals, in consideration of the assets and liabilities transferred to the Corporation by the said individuals, as set forth in the attached schedule, in accordance with §351 of the Internal Revenue Code of 1986. The Board of Directors has determined that the net fair market value of the assets and liabilities transferred is as set forth herein. The shares shall be issued in such manner as to qualify under Section 1244 of the Internal Revenue Code, and the total shares of outstanding capital stock shall not exceed the amount of One Million Dollars (\$1,000,000.00).

Name	No. of Shares	Consideration
Robert C. Wiles & Vickie A. Wiles, as tenants by the entireties	100	\$1,250.00
Verick J. Wiles & Tammy L. Wiles, as tenants by the entireties	100	\$1,250.00

RESOLVED: That all of the consideration received by the Corporation for each share of Common Stock issued pursuant hereto, shall constitute stated capital of the Corporation, resulting in an aggregate of Two Thousand Five Hundred Dollars (\$2,500.00) constituting stated capital.

The Chairman raised the question of whether the Corporation should approve the prior actions of the Officers and Directors. After a discussion, the following resolution was offered, seconded and unanimously adopted:

RESOLVED: That any and all actions taken or contracts entered into heretofore by any officer and/or director for the Corporation, either as officer and/or director, as well as any and all actions taken or contracts entered into by said persons as individuals, acting for the Corporation, be and the same are hereby ratified, approved and confirmed by the Corporation, and all such contracts adopted as though said individual had at such time full power and authority to act for and by the Corporation and in the same manner as if each and every act had been done pursuant to the specific authorization of the Corporation.

The chairman announced that it was in order to consider the matter of the Corporation electing on its first Federal Income Tax return to deduct all expenses incurred in connection with the organization of the Corporation, including filing, license, attorneys' and accountants' fees ratably over a sixty (60) month period, starting with the month in which the Corporation begins business, pursuant to Section 248 of the Internal Revenue Code.

The following resolution was offered, seconded, and unanimously adopted:

RESOLVED: That the Corporation elect on its first Federal Income Tax return to deduct the foregoing expenses ratably over a sixty (60) month period, starting with the month in which the Corporation begins business, pursuant to Section 248 of the Internal Revenue Code.

There being no further business to come before the meeting, the meeting was adjourned.

Respectfully submitted,

Vickie A. Wiles
Secretary of the Meeting

I hereby certify that the foregoing is a true and exact copy of the Minutes of the Organizational Meeting of Wiles Brothers Carpentry, Inc.

Vickie A. Wiles
Vickie A. Wiles, Secretary



DOCUMENT CODE _____

BUSINESS CODE _____

COUNTY 71

• D2570661 _____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Deeding (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 Req.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
71	_____	Certificate of Merger/Transfer
70	<u>\$10.00</u>	Recording Fee
80	_____	For. Limited Partnership
81	_____	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
82	_____	Limited Part. Good Standing
77	_____	Financial
600	_____	Personal Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Resignation of Resident Agent

Code _____

ATTENTION: _____

Scott L. Schabel

MAIL TO ADDRESS: _____

Weeks, Bonnie & Bernard
138 W. Washington St.
Hagerstown, Md. 21740-4769

NOTE: _____

TOTAL FEES \$10.00

1 Check _____ Cash

1 Documents on 1 checks

APPROVED BY: C. S.

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS
OF
WILES BROTHERS CARPENTRY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AUGUST 15, 1988 AT 10:21 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

\$ _____

D2570661

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 JAN 11 1989

RETURN TO:
WACHS, BOONE & BANNON
ATTN: SCOTT L. SCHUBEL
138 W. WASHINGTON STREET
HAGERSTOWN MD 21740 4769

041C3022792

A 271297



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

3000 2275

762

John Perini

PERINI LANDMARK DEVELOPMENT CORPORATION

ARTICLES OF INCORPORATION

FIRST: The undersigned, Peter E. Perini, whose address is 2424 Paradise Church Road, Hagerstown, Maryland 21740, 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

PERINI LANDMARK DEVELOPMENT CORPORATION

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 purchase, develop, construct, renovate, own, lease or otherwise acquire, hold, sell, assign, transfer, mortgage or otherwise dispose of real property, buildings thereon and improvements thereto, and to invest in entities which engage in any of the above functions or activities, including limited partnerships or other entities or corporations 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.

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

1988 AUG 23 P 3:03

8/23/88

3:03

goodwill, franchises 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, 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.

(3) 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.

(4) To engage in and perform any activities or functions which may lawfully be performed by a business corporation organized 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 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 the State of Maryland is Airport Industrial Park, R. D. 8, Oaks Road and Route 11 North, Hagerstown, Maryland 21740. ✓

FIFTH: The name and address of the resident agent of the Corporation in the State of Maryland are Peter E. Perini, 2424 Paradise Church Road, Hagerstown, Maryland 21740. Said resident agent is a citizen and resident of the State of Maryland. ✓

SIXTH: The total number of shares of stock of all classes which the Corporation has authority to issue is Ten Million (10,000,000) shares of one class of common stock of a par value of One Cent (\$.01) per share, divided into Five Million (5,000,000) shares of Voting Common Stock and Five Million (5,000,000) shares of Non-Voting Common Stock, amounting in the aggregate to One Hundred Thousand Dollars (\$100,000.00).

All shares of both the Voting Common Stock and the Non-Voting Common Stock shall be identical in all respects and neither the Voting nor the Non-Voting Common Stock shall have any preferential rights with respect to dividends, redemption, liquidation, dissolution and any and all other distributions or any other rights of stockholders whatsoever, except that the holders of shares of the Corporation's Voting Common Stock shall have the sole right to vote on any and all matters requiring stockholder approval; the holders of Non-Voting Common Stock shall have no right either to vote such shares whatsoever or to receive notice of meetings of the Corporation's stockholders, unless otherwise required by applicable law.

SEVENTH: The Board of Directors shall manage the business and affairs of the Corporation and may exercise all of the powers of the Corporation except those conferred on, or reserved to, the stockholders by law. The number of Directors of the Corporation shall be that established by the By-laws of the Corporation, but shall never be less than three (3), unless there are less than three (3) stockholders in which case the number of Directors may be less than three (3) but not less than the number of stockholders. Each Director shall hold office until the next annual meeting of the Corporation's stockholders and until his successor shall have been elected and qualified. The name of the Director who will serve until the first annual meeting and until his successor is elected and qualified is as follows:

Peter E. Perini

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:

(1) The Board of Directors shall have power from time to time and in its sole discretion: (a) to determine in accordance with sound accounting practice what constitutes annual or other net profits, earnings, surplus or net assets in excess of capital; (b) 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; (c) to set apart out of any funds of the Corporation such reserve or reserves in such amount or amounts and for such proper purposes as it shall determine and to abolish or redesignate any such reserve or any part thereof; (d) 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 (e) 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 of the Corporation, 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) 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 solely because of any one or more of the following:

(a) the common directorship or interest; (b) the presence of the Director at the meeting of the Board or a committee of the Board which authorizes, approves or ratifies the contract or transaction; or (c) the counting of the vote of the Director for the authorization, approval, or ratification of the contract or transaction; provided that: (i) the fact of the common directorship or interest is disclosed or known to the Board of Directors or its 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; (ii) the fact of the common directorship or interest is disclosed or known to 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 (iii) 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 the meeting of the Board of Directors or a committee of the Board 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 this paragraph, 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.

(3) The Corporation shall indemnify its Directors and Officers to the fullest extent permitted by the General Laws of the State of Maryland now or hereafter in force, including the advance of related expenses. Upon authorization by the Board of Directors, the Corporation may indemnify other employees or agents to the same extent provided herein for Directors and Officers.

(4) No holders of stock of the Corporation of whatever class shall have any preemptive rights or 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 rights, 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 authorize for issuance, 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, as the Board may determine.

(5) The Board of Directors of the Corporation shall have the power in its sole discretion and without limitation, subject only to any restrictions imposed by law, to authorize the issuance from time to time of shares of the Corporation's stock, with or without par value, of any class, and of securities convertible into shares of the Corporation's stock, with or without par value, of any class, for such consideration (irrespective of the value or amount of such consideration) and in such manner and by such means as said Board of Directors may deem advisable.

(6) The Board of Directors shall have the power in its sole discretion and without limitation, subject only to any restrictions imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by setting, altering or eliminating in any one or more respects, from time to time before the issuance of such shares, any feature of such shares, including but not limited to the designation, par value, preferences, conversion or other rights, voting powers, qualifications, and terms and conditions of redemption of, and limitations as to dividends and any restrictions on, such shares.

(7) The liability of the Directors and Officers of the Corporation for money damages shall be limited to the fullest extent permitted under the General Laws of the State of Maryland now or hereafter in force, including Section 2-405.2(A) of the Maryland General Corporation Law, or any successor provision of law of similar import. No subsequent repeal, amendment or

modification to these Articles shall eliminate, reduce or adversely affect the rights and protections afforded to either a Director or Officer of the Corporation with respect to any event, omission or matter which occurred prior to such repeal, amendment or modification.

(8) 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 of contract rights, as expressly set forth in its charter, of any of its outstanding stock by classification, reclassification or otherwise.

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

NINTH: The duration of the Corporation's existence shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, acknowledging the same to be my act on this 21 day of August, 1988.

WITNESS:

J. Katherine Perini

Peter E. Perini
Peter E. Perini

ARTICLES OF INCORPORATION
OF
PERINI LANDMARK DEVELOPMENT CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **AUGUST 23, 1988** AT **3:03** O'CLOCK **P.** M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

D2623601

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:
SEMMES, BOWEN & SEMMES
CHARLES MARAN, ESQUIRE
250 WEST PRATT STREET
BALTIMORE

MAILED JAN 11 1989

MD 21201

041C3022655

A 271200



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

774

CLC ASSOCIATES, INC.
ARTICLES OF INCORPORATION

5/24/88 10:03 A

OK

FIRST: The undersigned Robert J. Carson, Esquire,
whose address is 100 Light Street, 5th Floor, Baltimore, Maryland
21202, being at least eighteen 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 herein-
after called the "Corporation") is

CLC ASSOCIATES, INC.

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

(a) To loan money to, and invest money with,
individuals and businesses that own and develop real estate and
to own and develop real estate in its own name and do all things
related to the ownership, development and sale of real estate,
including borrowing money, and to act as a general partner in any
partnership that is engaged in any of the aforementioned
activities.

(b) To do any and all acts and things in the
furtherance of any and all of the aforementioned purposes, as
authorized by and in accordance with law.

(c) 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,

1988 AUG 24 A 10:03

5/24/88

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.

(d) 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 address of the principal office of the Corporation in Maryland is 33 Summit Avenue, Hagerstown, Maryland 21740.

FIFTH: The name and address of the resident agent of the Corporation in Maryland are Robert J. Carson, Esquire, 100 Light Street, 5th Floor, Baltimore, Maryland 21202. Said resident agent is a citizen of Maryland and actually resides therein.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is ten thousand (10,000) shares of the par value of One Dollar (\$1.00) a share, all of one class, and having the aggregate par value of Ten Thousand Dollars (\$10,000.00). The Board of Directors may classify and reclassify any unissued shares of capital stock from time to time by setting

or changing in any one or more respects the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications or terms or conditions of redemption of such shares of stock.

SEVENTH: The number of directors of the Corporation shall be three (3), which number may be increased and decreased pursuant to the By-Laws of the Corporation but shall never be less than required by law. The names of those who will serve as directors until the first annual meeting and until their successors are elected and qualify are Robert J. Carson, J. Richard Saas, and James E. Baker, 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 shareholders:

(a) The board of directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock 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 lawful consideration as said board of directors may deem advisable and without any action by the stockholders.

(b) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of other than a majority of all the votes cast at a meeting at which a quorum is present, such action shall be effective and valid if taken or authorized by the affirmative

vote of the holders of a majority of the total number of shares of stock outstanding and entitled to vote thereon, except as otherwise provided in the Corporation's charter.

(c) No stockholder of the Corporation shall have an preferential or preemptive right to acquire or to subscribe to additional shares of stock of the Corporation except to the extent and on the terms that the board of directors may from time to time determine.

(d) The Corporation shall indemnify each past, present and future director and officer of the Corporation (and his or her heirs and personal representatives) against any and all liabilities, judgments, penalties, fines, settlements and reasonable expenses (including attorney's fees) incurred by each director or officer in connection with or arising out of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, in which such director or officer is or may be involved by reason of his or her having been a director or officer of the Corporation, to the fullest extent permitted by Maryland law now or hereafter in force, and the Corporation shall advance the reasonable expenses incurred by such director or officer to the fullest extent permitted by Maryland law.

(e) 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 which alter the contract rights of any class of its stock by classifi-

cation, reclassification, or otherwise; but no such amendment which alters the contract rights of any of the outstanding stock of any class shall be valid unless such alteration shall have been authorized by the holders of two-thirds (2/3) of all the shares of such class of stock at the time outstanding.

NINTH: To the fullest extent permitted by Maryland law now or hereafter in force, no director or officer of the Corporation shall be personally liable to the Corporation or its stockholders for money damages resulting from his or her actions in his or her official capacity as a director or an officer. Any repeal or modification of the foregoing by the stockholders of the Corporation shall not adversely affect any right or protection of a director or an officer existing at the time of such repeal or modification.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, acknowledging the same to be my act, on this 24th day of August, 1988.

WITNESS:

J. Richard Spae

Robert J. Carson (SEAL)
Robert J. Carson,
Incorporator

RTS920.198 L2.amp



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

779

DOCUMENT CODE 026 BUSINESS CODE 03 COUNTY 71

P.A Religious Close Stock Nonstock

Merging (Transferor) Surviving (Transferee)

Table with columns: CODE, AMOUNT, FEE REMITTED, Name Change (New Name). 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 Req., Foreign Name Registration, Certified Copy, Penalty, For. Supplemental Cert., Foreign Resolution, Certificate of Conveyance, Certificate of Merger/Transfer, 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, Limited Part. Good Standing, Financial, Personal Property Reports and late filing penalties, Change of P.O., R.A. or R.A.A., Amend/Cancellation, for Limited Part., Other, Other.

TOTAL FEES 40.00 Check Cash Documents on checks

APPROVED BY: [Signature]

Code 074 ATTENTION: J. Richard [Signature] MAIL TO ADDRESS: NOTE:

ARTICLES OF INCORPORATION
OF
CLC ASSOCIATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **AUGUST 24, 1988** AT **10:03** 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:

\$ _____

D2623189

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: **MAILED JAN 11 1989**
SMITH, SOMERVILLE & CASE
ATTN: J. RICHARD SAAS, ESQUIRE
100 LIGHT STREET
BALTIMORE MD 21202

04003022578

A 271127



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

3054 1251

RLC ASSOCIATES, INC. 8/24/88
ARTICLES OF INCORPORATION 10:54 a.m.

RLC
FIRST: The undersigned Robert J. Carson, whose address is 100 Light Street, 5th Floor, Baltimore, Maryland 21202, being at least eighteen 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 herein-after called the "Corporation") is

RLC ASSOCIATES, INC.

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

(a) To loan money to, and invest money with, individuals and businesses that own and develop real estate and to own and develop real estate in its own name and do all things related to the ownership, development and sale of real estate, including borrowing money, and to act as a general partner in any partnership that is engaged in any of the aforementioned activities.

(b) To do any and all acts and things in the furtherance of any and all of the aforementioned purposes, as authorized by and in accordance with law.

(c) 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

82878314

DEC 22 1988

RECORDED
1988 DEC 21
10:03

this Article or to any other business at the time or theretofore engaged in by the Corporation.

(d) 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 address of the principal office of the Corporation in Maryland is 33 Summit Avenue, Hagerstown, Maryland 21740.

FIFTH: The name and address of the resident agent of the Corporation in Maryland are Robert J. Carson, 100 Light Street, 5th Floor, Baltimore, Maryland 21202. Said resident agent is a citizen of Maryland and actually resides therein.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is ten thousand (10,000) shares of the par value of One Dollar (\$1.00) a share, all of one class, and having the aggregate par value of Ten Thousand Dollars (\$10,000.00). The Board of Directors may classify and reclassify any unissued shares of capital stock from time to time by setting or changing in any one or more respects the preferences, conversion or other rights, voting powers, restrictions,

limitations as to dividends, qualifications or terms or conditions of redemption of such shares of stock.

SEVENTH: The number of directors of the Corporation shall be three (3), which number may be increased and decreased pursuant to the By-Laws of the Corporation but shall never be less than required by law. The names of those who will serve as directors until the first annual meeting and until their successors are elected and qualify are Robert J. Carson, J. Richard Saas, and James E. Baker, 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 shareholders:

(a) The board of directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock 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 lawful consideration as said board of directors may deem advisable and without any action by the stockholders.

(b) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of other than a majority of all the votes cast at a meeting at which a quorum is present, such action shall be effective and valid if taken or authorized by the affirmative vote of the holders of a majority of the total number of shares

of stock outstanding and entitled to vote thereon, except as otherwise provided in the Corporation's charter.

(c) No stockholder of the Corporation shall have an preferential or preemptive right to acquire or to subscribe to additional shares of stock of the Corporation except to the extent and on the terms that the board of directors may from time to time determine.

(d) The Corporation shall indemnify each past, present and future director and officer of the Corporation (and his or her heirs and personal representatives) against any and all liabilities, judgments, penalties, fines, settlements and reasonable expenses (including attorney's fees) incurred by each director or officer in connection with or arising out of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, in which such director or officer is or may be involved by reason of his or her having been a director or officer of the Corporation, to the fullest extent permitted by Maryland law now or hereafter in force, and the Corporation shall advance the reasonable expenses incurred by such director or officer to the fullest extent permitted by Maryland law.

(e) 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 which alter the contract rights of any class of its stock by classification, reclassification, or otherwise; but no such amendment

which alters the contract rights of any of the outstanding stock of any class shall be valid unless such alteration shall have been authorized by the holders of two-thirds (2/3) of all the shares of such class of stock at the time outstanding.

NINTH: To the fullest extent permitted by Maryland law now or hereafter in force, no director or officer of the Corporation shall be personally liable to the Corporation or its stockholders for money damages resulting from his or her actions in his or her official capacity as a director or an officer. Any repeal or modification of the foregoing by the stockholders of the Corporation shall not adversely affect any right or protection of a director or an officer existing at the time of such repeal or modification.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, acknowledging the same to be my act, on this 24th day of August, 1988.

WITNESS:

J. Richard Jones

Robert J. Carson (SEAL)
Robert J. Carson,
Incorporator

PFH924.198 H3.amp

ARTICLES OF INCORPORATION
OF
RLC ASSOCIATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AUGUST 24, 1988 AT 10:03 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

\$ 20.00

\$

D2623171

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: MAILED JAN 11 1989
SMITH, SOMERVILLE & CASE
ATTN: J. RICHARD SAAS, ESQUIRE
100 LIGHT STREET
BALTIMORE MD 21202

04CC3022577

A 271126



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

788

APPROVED FOR RECORD

8/22/88 9:00

John

ARTICLES OF INCORPORATION

OF

COMPUTER PROGRAMMING PLUS, INC.
(A Close Corporation)

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Howard W. Gilbert, Jr., being at least eighteen years of age, 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 COMPUTER PROGRAMMING PLUS, 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 a business involved with programming, consulting, sales and service of computer hardware and software 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 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 237, Williamsport, Maryland 21795. The name and post office address of the resident agent of the Corporation in this State are Richard L. Vandegrift

0222 2053 1988

Route # 1, Box 237V, Williamsport, Maryland 21795. Said resident agent is a citizen actually residing in this State. ✓

SIXTH: The total number of shares of stock which the Corporation has authority to issue is one thousand shares (1,000) of the par value of \$100.00 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. Richard L. Vandegrift and Philip L. Hebb 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 18 day of August, 1988.

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 18 day of August, 1988, 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



3053 1910

ENTRANCE
WILLIAMSPT MARYLAND
LIVELY RECORDED
1057

ARTICLES OF INCORPORATION
OF
COMPUTER PROGRAMMING PLUS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AUGUST 22, 1988 AT 9:00 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:

\$

02621183

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 JAN 11 1989

RETURN TO:
MACKEY, GILBERT & MARKS
ATTN: H. W. GILBERT, ESQUIRE
35 EAST WASHINGTON STREET
HAGERSTOWN MD 21740

03803022343

A 270911



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

308 1988

792

ARTICLES OF INCORPORATION

OF

8/18/88

9:41

SAVE OPEN SPACE, INC.

FIRST: We, the undersigned, Harry J. McAbee, Jr., whose post office address is 1633 Edgewood Place, Apt. 103, Hagerstown, Maryland, each being at least eighteen (18) years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is Save Open Space, Inc.

THIRD: The principal purpose for with the Corporation is formed is:

To initiate actions necessary to save open spaces throughout Washington County, Maryland.

(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

YDER & BENJAMIN, PA.
ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND
P.O. BOX 100
HAGERSTOWN, MARYLAND

1988 AUG 18 A 9:41

1988 SEP 1

property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article NINTH of these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501 (c)(3) of the Internal Revenue Code of 1954, as now in force or 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:

For the sole purpose of maintaining open spaces for the benefit of the citizens of Washington County, Maryland.

✓
FOURTH: The post office address of the principal office of the Corporation in this State is 1633 Edgewood Place, Apt. 103, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Harry J. McAbee, Jr., 1633 Edgewood Place, Apt. 103, 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 four (4), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified, are: Harry J. McAbee, Jr., Ron Harsh, Stan Kruger, Harriet Littleton.

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 4th day of August, 1988, and I acknowledge same to be my act.

WITNESS:

Kurt L. Miller

Harry J. McAbee, Jr.
Harry J. McAbee, Jr.

LIBRARY
WESTON CO
BOSTON

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

I HEREBY CERTIFY, that on this 4th day of August, 1988, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Harry J. McAbee, Jr., and acknowledged the execution of the foregoing Articles of Incorporation to be his voluntary acts and deed.

WITNESS my hand and Official Notarial Seal

Scott L. Miller
Notary Public

My Commission Expires: July 1, 1990





STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

799

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	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)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	_____ Change of Principal Office
66	_____	Rec. Fee (Revival)	_____ Change of Resident Agent
52	_____	Foreign Qualification	_____ Change of Resident Agent Address
50	_____	Cert. of Qual. or Req.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	
13	_____	_____ Certified Copy _____	
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	ATTENTION: _____
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	MAIL TO ADDRESS: _____
NA	_____	Foreign Corporation Registration	<u>Snyder + Benjamin</u>
87	_____	_____ Limited Part. Good Standing	<u>28 Jonathan St.</u>
71	_____	Financial	<u>Hagerstown, Md. 21740</u>
600	_____	_____ Personal Property Reports and _____ late filing penalties	NOTE: _____
70	_____	Change of P.O., R.A. or R.A.A.	
91	_____	Amend/Cancellation, for Limited Part.	
	_____	Other _____	
	_____	Other _____	

TOTAL FEES 40 Check _____ Cash _____ Documents on _____ checks

APPROVED BY: A

ARTICLES OF INCORPORATION
OF
SAVE OPEN SPACE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AUGUST 18, 1988 AT 9:41 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:

\$

D2620664

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.

JAN 11 1989

RETURN TO:
SYNDER E BENJAMIN
28 JONATHAN ST.
HAGERSTOWN

MD 21740

03103022273

A

270823



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

ARTICLES OF INCORPORATION

8-17-88

8:17a

WILLIAMSPORT SLENDER YOU SALON, 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 498 North Potomac Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Williamsport Slender You Salon, Inc..

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

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

(1) to own and operate a slenderizing salon; 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 128 North Burhans Boulevard, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Richard W. Lauricella, 498 North Potomac 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 1000 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 Norma W. Johnson.

11:3 A 11 987 8851

82308071

3082 2512

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.

(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 August, 1988, and I acknowledge the same to be my act.

WITNESS:

David H. Dinger

Richard W. Lauricella
Richard W. Lauricella

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

I HEREBY CERTIFY, That on this 16th day of August, 1988, 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.

David K. Sawyer
Notary Public



My Commission Expires:
July 1, 1990

IRON
WESTON CO
MILWAUKEE RECORD
148



STATE OF MARYLAND
State Department of Assessments and Taxation

Geno 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	_____ 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 _____	_____ Resignation of Resident Agent
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	
84	_____	Amendment to Limited Partnership	ATTENTION: _____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	Corp. Good Standing	MAIL TO ADDRESS: <u>Richard</u>
NA	_____	Foreign Corporation Registration	<u>Dr. Lauricella</u>
87	_____	Limited Part. Good Standing	<u>Attorney at Law</u>
71	_____	Financial	<u>498 N. Potomac St.</u>
600	_____	Personal Property Reports and late filing penalties	<u>Hagerstown Md 21740</u>
70	_____	Change of P.O., R.A. or R.A.A.	NOTE: _____
91	_____	Amend/Cancellation, for Limited Part.	
	_____	Other _____	
	_____	Other _____	

TOTAL FEES \$40
 Check _____ Cash _____
Documents on _____ checks

APPROVED BY: b

ARTICLES OF INCORPORATION
OF
WILLIAMSPORT SLENDER YOU SALON, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **AUGUST 17, 1988** AT **8:17** 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:

\$ _____

D2619625

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 JAN 11 1989

RETURN TO:
RICHARD W. LAURICELLA
ATTORNEY AT LAW
498 NORTH POTOMAC STREET
HAGERSTOWN MD 21740

03603022157

A 270718



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

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

8-09-88 at 8:37

ARTICLES OF AMENDMENT
OF
HAGERSTOWN BUSINESS COLLEGE INCORPORATED

Hagerstown Business College, Incorporated, a Maryland corporation, having its principal office in Hagerstown, Washington County, Maryland, hereinafter called the Corporation, hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The Charter of the Corporation is hereby amended to change Article SECOND and inserting in lieu thereof the following:

SECOND: The name of the corporation (which is hereinafter called the Corporation) is GKG, Incorporated.

The Board of Directors of the Corporation at a Special Meeting duly convened and held on August 4, 1988 adopted a Resolution in which was set forth the foregoing Amendment to the Charter, and that the Board of Directors and the Stockholders of the Corporation approved said Amendment by unanimous written consent.

IN WITNESS WHEREOF, Hagerstown Business College, Incorporated has caused these presents to be signed in its name and on its behalf by its President and its Corporate Seal to be hereunto affixed and attested by its Secretary on the 4th day of August, 1988.

ATTEST:

HAGERSTOWN BUSINESS COLLEGE
INCORPORATED



By 

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

I HEREBY CERTIFY that on August 4, 1988, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Glenda Smith, President of the Hagerstown Business College, Incorporated, a Maryland corporation, and in the name and on behalf of said Corporation

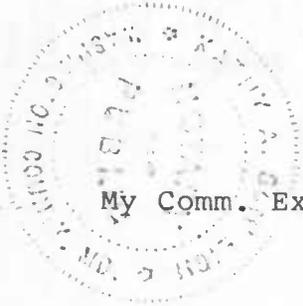
1988 AUG 9 P 8:31

03028160

0002 2361

acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation, and further made oath in due form of law that the matters and facts set forth in said Articles of Amendment with respect to the approval thereof are true to the best of her knowledge, information and belief.

WITNESS my hand and Official Notarial Seal.



Kathy A. Kline
Notary Public



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

DOCUMENT CODE 09A BUSINESS CODE 03 COUNTY 71

DO115071 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 Req.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
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
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, for Limited Part.
	_____	Other _____
	_____	Other _____

Name Change (New Name) _____

GKG, Incorporated

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Urner, Nairn & Barton
100 W. Washington St.
Hagerstown, Md. 21740

NOTE: _____

TOTAL FEES

20

Check _____ Cash

Documents on _____ checks

APPROVED BY: J.M.T.

ARTICLES OF AMENDMENT
OF
HAGERSTOWN BUSINESS COLLEGE, INCORPORATED
CHANGING ITS NAME TO:
GKG, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AUGUST 9, 1988 AT 8:31 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

\$ _____

D0115071

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 JAN 11 1989

RETURN TO:
URNER, NAIRN & BARTON
100 W. WASHINGTON STREET
HAGERSTOWN MD 21740

035C3022127

A 270673



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

810 Corporation Liber #39

STATE DEPARTMENT OF REGISTRATION

RJO:jz/jl/plm

1134Z:4

08/02/88

8-05-88 3:17

HAGERSTOWN BUSINESS COLLEGE, INC.

ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TRANSFER entered into this 4th day of August, 1988, by and between HAGERSTOWN BUSINESS COLLEGE, INC., a Maryland corporation (the "Transferor") and O/E LEARNING, INC., a Michigan corporation (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, address, and place of incorporation of the Transferor are: Hagerstown Business College, Inc., having its principal office at 1050 Crestwood Drive, Hagerstown, Maryland, 21740; the place of incorporation is the State of Maryland. The name, address, and place of incorporation of the Transferee are: O/E Learning, Inc., having its principal office at 3290 W. Big Beaver Road, Suite 128, Troy, Michigan, 48084; the place of incorporation is the State of Michigan. The Transferor and the Transferee own no real property in Maryland.

THIRD: The date of incorporation of O/E Learning, Inc. is March 5, 1984. O/E Learning, Inc. is incorporated under the general corporate law of Michigan. The corporation is registered or qualified to do business in the State of Maryland. The date of its registration or qualification is June 6, 1988.

1988 AUG -5 P 3:11

3052 2273

FOURTH: The principal place of business of the Transferee is 3290 W. Big Beaver Road, Suite 128, Troy, Michigan, 48084.

FIFTH: The sole principal office in the State of Maryland of the Transferor is at 1050 Crestwood Drive, Hagerstown, Maryland, 21740.

SIXTH: The name and address of the resident agent of the Transferee in the State of Maryland is CT Corporation, 32 South Street, Baltimore, Maryland 21202, and the principal place of business of the Transferee in Maryland will be 1040 Crestwood Drive, Hagerstown, Maryland 21740.

SEVENTH: The terms and conditions of the transfer of assets set forth in these Articles have been advised, authorized, and approved by Transferor and Transferee in the manner and by the vote required by its respective charters and the laws of the respective places where each is organized. The Board of Directors of Transferor by unanimous written informal action signed by all the members, 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 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 Informal Action setting forth approval of these Articles of Sale and Transfer was signed by all 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 the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of the Transferor.

The Board of Directors of Transferee by unanimous consent resolution signed by all the members, filed with the minutes of the proceedings of the Board, duly adopted a resolution declaring that the purchase, 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 executed by the President of the corporation, all in the manner and by the vote required by the Michigan Business Corporation Act and the Charter of the Transferee.

EIGHTH: In consideration of the payment to Transferor of Two Hundred Sixty Thousand Dollars (\$260,000.00), which such payment shall be adjusted as provided in the Purchase Agreement, Transferor does hereby bargain, sell, transfer, set over and assign to Transferee, its successors and assigns, substantially all the assets of the business of the Transferor (the "purchased assets", as such term is defined in the Purchase Agreement).

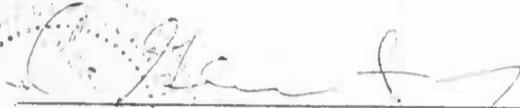
NINTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by

Transferor, a Maryland corporation and by Transferee, a Michigan corporation, and it is accordingly understood and agreed that these Articles of Sale and Transfer shall be construed in accordance with the laws applicable to contracts made and entirely to be performed within the State of Maryland.

IN WITNESS WHEREOF, Hagerstown Business College, Inc. and O/E Learning, Inc., parties to these Articles of Sale and Transfer, have caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of such corporation party to these Articles of Sale and Transfer by its president and attested by the secretary as of this 4th day of August, 1988.

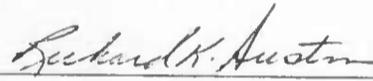
ATTEST:

HAGERSTOWN BUSINESS COLLEGE, INC.,
a Maryland corporation


C. Glenn Fry, Secretary

By: 
Glenda Smith, President

O/E LEARNING, INC., a Michigan
corporation


Secretary

By: 
Thomas A. Doonan, President

THE UNDERSIGNED, GLENDA SMITH, President, of Hagerstown Business College, Inc., who executed on behalf of said corporation the foregoing Articles of Sale and Transfer, of which this Certificate is 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.

WITNESS:

David G. Lavin Glenda F. Smith

THE UNDERSIGNED, THOMAS A. DOONAN, President, of O/E Learning, Inc., who executed on behalf of said corporation the foregoing Articles of Sale and Transfer, of which this Certificate is 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.

WITNESS:

David G. Lavin Thomas A. Doonan



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

815

DOCUMENT CODE 12 BUSINESS CODE _____ COUNTY 71

* _____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

~~Merging~~
(Transferor) _____

~~Surviving~~
(Transferee) _____

Hagerstown Business College,
Incorporated

O/E Learning, Inc.
F2573822

D0115071

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	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
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
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal Property Reports and _____ late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, for Limited Part.
	_____	Other _____
	_____	Other _____

Name Change
(New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Royston Mueller, McLean, et al.
102 W. Pennsylvania Ave.
Towson, Md. 21204

NOTE: _____

TOTAL FEES 20
_____ Check _____ Cash

Documents on _____ checks

APPROVED BY: JMT

89223154

ARTICLES OF TRANSFER
 OF
 HAGERSTOWN BUSINESS COLLEGE, INCORPORATED
 (A MD CORP.) TRANSFEROR
 AND
 O/E LEARNING, INC.
 (A MI CORP.) TRANSFEREE

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
 OF MARYLAND AUGUST 5, 1988 AT 3:11 O'CLOCK P.M. AS IN CONFORMITY
 WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
 CAPITALIZATION FEE PAID:

RECORDING
 FEE PAID:

SPECIAL
 FEE PAID:

\$ _____

\$ 20.00

\$ _____

F2573822

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: ~~MAR 10~~ JAN 11 1989
 ROYSTON, MUELLER, MCLEAN ETAL
 102 W. PENNSYLVANIA AVENUE
 TOWSON MD 21204

035C3022106

A 270653



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

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

8-17-88
ARTICLES OF INCORPORATION

8:35A.M.

OF

GROUP II PROPERTIES, INC.

THIS IS TO CERTIFY:

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 corporation.

SECOND: The name of this Corporation, which is hereinafter referred to as the "Corporation", is GROUP II PROPERTIES, 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, construction, sale, lease and/or rental of unimproved and improved property for residential and commercial uses 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.

1988 AUG 17 A 8:35

82306082

3032 1988

c. To do everything necessary or proper for the accomplishment of the purposes or the furtherance of the powers 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
Rt. 12 Box 228
Hagerstown, Maryland 21740 ✓

SIXTH: The Post Office address of the principal office of the Corporation in this State is: Rt. 12 Box 228, Hagerstown, ✓
Maryland 21740.

SEVENTH: The maximum amount of capital stock of this Corporation is to be 500 shares of common stock, bearing no par value, all of common class.

EIGHTH: The Corporation shall have two (2) director(s). The names and addresses of the initial directors are as follows:

Douglas M. Mills
Rt. 12 Box 228
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 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 15th day of August, 1988.

Colette R. Mills
Colette R. Mills,
Incorporator

DISTRICT OF COLUMBIA) ss:

THIS IS TO CERTIFY that on the 15th day of August, 1988, 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 15th day of August, 1988.

J. B.
Notary Public
My Commission Expires: *December 14, 1989.*





STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

821

DOCUMENT CODE

028

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 Certified Copy HP
56 Penalty
54 For. Supplemental Cert.
55 Foreign Resolution
73 Certificate of Conveyance

Name Change (New Name)

Change of Name
Change of Principal Office
Change of Resident Agent
Change of Resident Agent Address
Resignation of Resident Agent

76 Certificate of Merger/Transfer

75 Special Fee
80 For. Limited Partnership
83 Cert. Limited Partnership
84 Amendment to Limited Partnership
85 Termination of Limited Partnership

Code

ATTENTION: Colette Mills

21 Recordation Tax
22 State Transfer Tax
23 Local Transfer Tax
31 Corp. Good Standing
NA Foreign Corporation Registration
87 Limited Part. Good Standing
71 Financial

MAIL TO ADDRESS: Main St. P.O. Box 51 Chewsville Md. 21721

600 Personal Property Reports and late filing penalties

NOTE: Copy made

70 Change of P.O., R.A. or R.A.A.
91 Amend/Cancellation, for Limited Part.
Other
Other

TOTAL FEES

50

Check Cash

Documents on checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
GROUP II PROPERTIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **AUGUST 17, 1988** AT **8:35** 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:

\$ _____

D2619005

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: **MAILED JAN 11 1989**
ATTN: COLETTE MILLS
MAIN ST., P. O. BOX 51
CHEWSVILLE MD 21721

035C3022046

A 270599



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

STATE DEPARTMENT OF ASSESSMENTS

VICKI'S CAKE DECORATING CLASSES AND SUPPLIES, INC.

ARTICLES OF TRANSFER

8-16-88 9:16

ARTICLES OF TRANSFER entered into this 15th day of August, 1988, by and between VICKI'S CAKE DECORATING CLASSES AND SUPPLIES, INC., a Maryland Corporation, hereinafter called the "Transferor", and CINDY'S SWEETS AND SUPPLIES, INC., a Maryland Corporation, hereinafter called the "Transferee".

THIS IS TO CERTIFY:

1. Transferor does hereby agree to transfer all of its property to Transferee, as hereinafter set forth.
2. The name and address of the Transferee are CINDY'S SWEETS AND SUPPLIES, INC., Route 3, Box 336, Williamsport, MD 21795. The Transferee is a corporation organized and existing under the laws of the State of Maryland, and has a principal place of business at 16 Hopewell Road, Williamsport, MD 21795.
3. The Transferor was incorporated in Maryland on November 10, 1981.
4. The nature and amount of consideration to be paid by the Transferee for the property, goodwill and assets hereby transferred is Ninety Thousand (\$90,000.00) Dollars.
5. The principal office of the Transferor is in Washington County, Maryland. The only county in 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. The Transferor owns no interest in real property.
6. The Board of Directors of the Transferor, by unanimous 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 transfer of substantially all the assets of Transferor as herein set forth is advisable and directing that these Articles of Transfer be submitted for action thereon by the stockholder of the Transferor by 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 Corporation.
7. A unanimous written informal action setting forth approval of these Articles of Transfer was signed by all of the Stockholders of the Transferor entitled to vote thereon, and such unanimous written informal action is filed with the minutes of the proceedings of the stockholders of the transferor, all in the

32-2322-
1988 1981

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

8. For and in consideration of the sum of Ninety Thousand (\$90,000.00) Dollars, the Transferor does hereby grant and convey unto the Transferee all of the assets, tangible property, intangible property, business and goodwill of the Transferor, of every kind and description (except Transferor's cash, bank accounts and cake top decoration inventory).

9. The Transferee shall not be liable for any of the debts or obligations of the Transferor.

10. These Articles of Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor to Transferee, and it is accordingly understood and agreed that these Articles of Transfer shall be construed in accordance with the laws of the State of Maryland.

IN WITNESS WHEREOF, VICKI'S CAKE DECORATING CLASSES AND SUPPLIES, INC. has caused these Articles of Transfer to be signed and acknowledged in the name and on behalf of the Transferor by its President and attested by the ^{Treasurer} Secretary, and CINDY'S SWEETS AND SUPPLIES, INC., Transferee, has caused these Articles of Transfer to be signed and acknowledged in the name and on behalf of the Transferee by its President and attested by the ^{Treasurer} Secretary, as of this 15th day of August, 1988.

ATTEST:

VICKI'S CAKE DECORATING CLASSES AND SUPPLIES, INC.

Walter R. Utter
Secretary Treasurer

BY: Vicki L. Detrow
Vicki L. Detrow, President

TRANSFEROR

ATTEST:

CINDY'S SWEETS AND SUPPLIES, INC.

Helen L. Long
Secretary

BY: Cynthia Lou Long
Cynthia Lou Long, President

TRANSFEEEE

The undersigned, President of VICKI'S CAKE DECORATING CLASSES AND SUPPLIES, INC., who executed on behalf of said corporation the foregoing Articles of Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Transfer

7052 1988

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.

Vicki L. Detrow
Vicki L. Detrow

The undersigned, as President of the Transferee, who executed on behalf of said corporation the foregoing Articles of Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of 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.

Cynthia Lou Long
Cynthia Lou Long



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

DOCUMENT CODE 126 BUSINESS CODE _____ COUNTY 71

_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

~~Merging~~
(Transferor) Vicki's Cake Dec-
orating Classes and Supplies
Inc.

~~Surviving~~
(Transferee) Cindy's Sweets
and Supplies, Inc

D 1341056

D 2612034

CODE	AMOUNT	FEE REMITTED	
20	_____	Organ. & Capitalization	<u>Name Change</u>
61	_____	Rec. Fee (Arts. of Inc.)	<u>(New Name)</u> _____
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	_____ Change of Name
50	_____	Cert. of Qual. or Req.	_____ Change of Principal Office
51	_____	Foreign Name Registration	_____ Change of Resident Agent
13	_____	Certified Copy _____	_____ Change of Resident Agent
56	_____	Penalty	_____ Change of Resident Agent
54	_____	For. Supplemental Cert.	_____ Address
53	_____	Foreign Resolution	_____ Resignation of Resident Agent
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	ATTENTION: _____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	MAIL TO ADDRESS: _____
22	_____	State Transfer Tax	<u>William Wanta</u>
23	_____	Local Transfer Tax	<u>123 W. Washington St</u>
31	_____	Corp. Good Standing	<u>Hagerstown, Md</u>
NA	_____	Foreign Corporation Registration	<u>21740</u>
87	_____	Limited Part. Good Standing	NOTE: _____
71	_____	Financial	_____
600	_____	Personal Property Reports and late filing penalties	_____
70	_____	Change of P.O., R.A. or R.A.A.	_____
91	_____	Amend/Cancellation, for Limited Part.	_____
_____	<u>4</u>	Other <u>1 copy not certified</u>	_____
_____	_____	Other _____	_____

TOTAL FEES 24
 Check _____ Cash
Documents on _____ checks

APPROVED BY: [Signature]

ARTICLES OF TRANSFER
OF
VICKI'S CAKE DECORATING CLASSES AND SUPPLIES,
INC.

(A MD CORP.)
AND
CINDY'S SWEETS AND SUPPLIES, INC.
(A MD CORP.)

TRANSFEROR

TRANSFeree

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AUGUST 16, 1988 AT 9:11 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

\$ _____

D2612034

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: MAILED JAN 11 1989
WILLIAM WANTZ
123 W. WASHINGTON STREET
HAGERSTOWN MD 21740

03403021969

A 270531



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

828

8.15.88 8:51/a

jus
Rec

MARYLAND TITLE SERVICES DIRECTORY, INC.

A Maryland Close Corporation

ARTICLES OF INCORPORATION

FIRST: I, Arthur J. Campbell, Jr., whose post office address is 125 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

MARYLAND TITLE SERVICES DIRECTORY, 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, as amended.

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

1. To own, manage, operate and engage in the business of compiling, publishing and distributing a directory of those persons, firms and corporations whose business specializes in services relating to the titles to real and personal property in Maryland and elsewhere.

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.

8:51 P 15:8

82288093

3051 1392

FIFTH: The post office address of the principal office of the Corporation in this State is 125 West Washington Street, Hagerstown, Maryland 21740. The name and address of the Resident Agent of the Corporation is Richard W. Douglas, 21 Summit Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

SEVENTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, 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: Arthur J. Campbell, Jr. and Claire M. Campbell.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 8th day of August, 1988, and I acknowledge the same to be my act.



 Arthur J. Campbell, Jr.

3061 1393

STATE OF MARYLAND, WASHINGTON COUNTY, To-wit:

I HEREBY CERTIFY, that on this 8TH day of August, 1988, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Arthur J. Campbell, Jr., and did acknowledge the foregoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Notarial Seal.

May M. Buckley (Binkholder)
Notary Public



My Commission Expires:
July 1, 1990

4061 1694



STATE OF MARYLAND

State Department of Assessments and Taxation

Geno L. Burner, Director

831

DOCUMENT CODE

02

BUSINESS CODE

03

COUNTY

21

_____ 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 _____ Penalty
54 _____ For. Supplemental Cert.
53 _____ Foreign Resolution
73 _____ Certificate of Conveyance

Name Change (New Name) _____

Change of Name
Change of Principal Office
Change of Resident Agent
Change of Resident Agent Address
Resignation of Resident Agent

76 _____ Certificate of Merger/Transfer

75 _____ Special Fee
80 _____ For. Limited Partnership
83 _____ Cert. Limited Partnership
84 _____ Amendment to Limited Partnership
85 _____ Termination of Limited Partnership

Code _____

ATTENTION: _____

21 _____ Recordation Tax
22 _____ State Transfer Tax
23 _____ Local Transfer Tax
31 _____ Corp. Good Standing
NA _____ Foreign Corporation Registration
87 _____ Limited Part. Good Standing
71 _____ Financial

MAIL TO ADDRESS: _____

Arthur Campbell Jr
125 W. Washington St
Hagerstown Md 21740

600 _____ Personal Property Reports and late filing penalties

NOTE: _____

70 _____ Change of P.O., R.A. or R.A.A.
91 _____ Amend/Cancellation, for Limited Part.
Other _____
Other _____

TOTAL FEES

40

Check Cash

Documents on checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
MARYLAND TITLE SERVICES DIRECTORY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AUGUST 15, 1988 AT 8:51 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:

\$

D2616969

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:
ARTHUR CAMPBELL, JR.
125 W. WASHINGTON ST.
HAGERSTOWN

MAILED JAN 11 1989

MD 21740

03303021643

A 270335



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

ARTICLES OF INCORPORATION

OF STATE DEPARTMENT OF ASSOCIATIONS

TURNER'S TRANSIT, INC.

THIS IS TO CERTIFY:

8-15-88 F.T.T.A. 1988 AUG 15 8:35

FIRST: That I, the subscriber, George F. Turner, Sr. whose Post Office address is 655 W. Washington Street, Hagerstown, Maryland, being at least eighteen (18) years of age, do hereby form a corporation under and by the virtue of the general laws of the State of Maryland.

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

TURNER'S TRANSIT, INC.

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

A. To operate passenger vehicles for public hire, with chauffeurs therefor; to provide such service for profit in accordance with the laws of the State of Maryland; and to maintain a garage and auto repair shop and to purchase, maintain, repair and dispose of vehicles to the extent necessary for such service.

B. To acquire, hold, operate and dispose of any and all privileges, rights, franchises, and concessions; and to buy, sell, lease, mortgage, and exchange any and all real and personal property which may be necessary, advantageous, or proper in the conduct of said business.

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

(1)

44 25 1988

305: 1321

WESTERN CO
LITHIAN RECORDED

✓ FOURTH: The Post Office address of the principal office of the Corporation in the State of Maryland is 655 W. Washington Street, Hagerstown, Maryland 21740. The name and Post Office address of the Resident Agent of the Corporation in this State are:

George F. Turner, Sr.
655 W. Washington Street
Hagerstown, Maryland 21740

Said Resident Agent is a citizen of Maryland, actually residing in the State.

FIFTH: The total numbers of shares of capital stock which The Corporation has authority to issue is 1,000 shares of common stock, all of one class, without par value.

SIXTH: The number of Directors of the Corporation shall be one, which number may be increased pursuant to the Bylaws 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; George F. Turner, Sr., 655 W. Washington Street, Hagerstown, Maryland 21740.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this day of August, 1988, and acknowledge the same to be my act.

WITNESS:




George F. Turner, Sr.



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

835

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 20

56 _____ Penalty

54 _____ For. Supplemental Cert.

53 _____ Foreign Resolution

73 _____ Certificate of Conveyance

Name Change (New Name) _____

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

76 _____ Certificate of Merger/Transfer

75 _____ Special Fee

80 _____ For. Limited Partnership

83 _____ Cert. Limited Partnership

84 _____ Amendment to Limited Partnership

85 _____ Termination of Limited Partnership

Code _____

ATTENTION: _____

21 _____ Recordation Tax

22 _____ State Transfer Tax

23 _____ Local Transfer Tax

31 _____ _____ Corp. Good Standing

NA _____ Foreign Corporation Registration

87 _____ _____ Limited Part. Good Standing

71 _____ Financial

MAIL TO ADDRESS: _____

George Turner

655 W. Washington St

Hagerstown, Md

21740

600 _____ _____ Personal Property Reports and late filing penalties

NOTE: _____

70 _____ Change of P.O., R.A. or R.A.A.

91 _____ Amend/Cancellation, for Limited Part.

Other _____

Other _____

TOTAL FEES

48

Check Cash

Documents on _____ checks

APPROVED BY: JS

CERTIFIED COPY MADE

ARTICLES OF INCCORPORATION
OF
TURNER'S TRANSIT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AUGUST 15, 1988 AT 8:55 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:

\$

D2616852

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: ~~NUMBER~~ JAN 11 1989
GEORGE F. TURNER, SR.
655 W. WASHINGTON STREET
HAGERSTOWN MD 21740

033C3021632

A 270324



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

PM
PLS

GLENMAR MEADOWS CONDOMINIUM, INC.

ARTICLES OF INCORPORATION

8-15-88 11:05a

FIRST: I, William P. Young, Jr., whose post office address is 82 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 "Council") is:

GLENMAR MEADOWS CONDOMINIUM, INC.

THIRD: The purpose for which the Council is formed is to provide for the administration of Glenmar Meadows Condominium, Inc., a residential condominium regime (the "Condominium") situate in Election District 17 in the City of Hagerstown, Washington County, Maryland and along the south side of Mt. Aetna Road and which will be known as Glenmar Meadows.

In the promotion of such purpose, the Council shall have power:

(a) To make and establish rules and regulations governing the use of the Condominium.

(b) To levy and collect assessments against its members to defray the common expenses of the Condominium as provided in the Declaration and in the By-Laws establishing the Condominium, including, but not limited to, the right to levy and collect assessments for the purchase of insurance on the Condominium and insurance protection of the Council and its members and for the purpose of acquiring, operating, leasing, managing and otherwise trading and dealing with such property, whether real, personal or mixed, including units in the Condominium, which may be necessary or convenient for the operation and management of the Condominium, and in accomplishing the purposes set forth in said Declaration and By-Laws.

(c) To maintain, repair, replace, operate and manage the Condominium, including the right to reconstruct improvements after casualty and to make further improvements to the Condominium.

(d) To contract for the management of the Condominium and to delegate such powers and duties of the Council to such manager as may be provided for in the Declaration or By-Laws of

1988 AUG 15 A 11:05

the Council.

(e) To enforce the provisions of the Declaration, these Articles of Incorporation, the By-Laws of the Council and the rules and regulations governing the use of said Condominium, which may be adopted and amended from time to time.

(f) To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Council pursuant to the Declaration.

(g) To do anything permitted by Section 11-109(d) of the Real Property Article and Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as said sections may be amended from time to time.

The foregoing enumeration of powers is made in furtherance, and not in limitation of the powers conferred upon the Council by law, and is not intended by the mention of any particular power to limit or restrict any lawful power to which the Council may be otherwise entitled. Subject to any limitations contained in this Article Third, the Council shall be authorized to exercise and enjoy all the powers, rights and privileges granted to, or conferred upon, corporations of a similar character by the general laws of the State of Maryland, now or hereinafter in force.

✓ FOURTH: The post office address of the principal office of the Council in this State is 301 North Colonial Drive, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Council in this State are Mr. Glenn R. Shindle, 301 North Colonial Drive, Hagerstown, Maryland 21740. The Resident Agent is an individual actually residing in the State of Maryland.

FIFTH: The Council shall not be authorized to issue any capital stock. The qualifications for membership in the Council and the rights and privileges of the members shall be provided in the By-Laws.

SIXTH: The affairs and activities of the Council, except as provided by statute, by these Articles of Incorporation and by the By-Laws, shall be conducted and managed by a Board of Directors. The Board of Directors shall consist of two directors, 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 chosen and have qualified are Glenn R. Shindle and Marie D. Shindle.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this *9th* day of *August* 1988, and I acknowledge the same to be my act.

William P. Young, Jr.

William P. Young, Jr.

Mail To *& Care,*
Meyers & Young, P.A.
Attention: *William P. Young, Jr.*
P.O. Box 1267
Hagerstown, MD 21740

WESTMONT
LINEN RECORD



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

DOCUMENT CODE 028 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 Req.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
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
87	_____	Limited Part. Good Standing
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, for Limited Part.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

_____ Resignation of Resident Agent

Code 075

ATTENTION: Harriet

MAIL TO ADDRESS: _____

NOTE:

TOTAL FEES 40 Check _____ Cash _____

Documents on _____ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
GLENMAR MEADOWS CONDOMINIUM, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AUGUST 15, 1988 AT 11:05 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:

\$

D2616753

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 JAN 11 1989

RETURN TO:
MEYERS, YOUNG & GROVE, P.A.
ATTN: HARRIET
P O BOX 1267
HAGERSTOWN

MD 21741 1267

033C3021622

A 270314



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

842

STATE DEPARTMENT OF COMMERCE

8-12-88 at 8:58

ARTICLES OF INCORPORATION

OF

9

CLEAR SPRING SPORT CENTER, INC.

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Sam E. Barnhart, Jr., whose Post Office address is Post Office Box 271, Orebank Road, Clear Spring, Washington County, Maryland 21722, 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 a corporation, 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:

CLEAR SPRING SPORT CENTER, 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 wholesale/retail commercial business of buying, selling, bartering and trading sporting goods merchandise, appliances and equipment (fishing, hunting, archery, etc.) and other sundry related equipment for that purpose. At the sole option of the Corporation, it may furnish and supply all maintenance, repairs, services, goods, supplies, equipment, parts and merchandise in connection with the purchase and sale of said sporting good products/items.

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 commercial/retail business.

1988 AUG 12 P 8:58

100-1000

3051 10978

-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

3051 0979

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 Post Office Box 271, Route 40 West, Clear Spring, Washington County, Maryland 21722. The Resident Agent of the Corporation is Sam E. Barnhart, Jr., whose Post Office address is Post Office Box 271, Orebank Road, Clear Spring, Washington County, Maryland 21722. 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). The Directors are Sam E. Barnhart, Jr., Linda J. Barnhart and Timothy R. Barnhart.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is Ten Thousand (10,000) shares of Common Stock with a par value of Ten Dollars (\$10) 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 9, 1988.

WITNESS:

Beth A. Braumburger Sam E. Barnhart, Jr. 8-9-88
Sam E. Barnhart, Jr.

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

I HEREBY CERTIFY that on August 9, 1988, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Sam E. Barnhart, Jr., known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and who acknowledged that he executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

Renee M. DeGeorge
Notary Public

My Commission Expires
July 1, 1990



STATE OF MARYLAND
State Department of Assessments and Taxation
Geno 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>30</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 _____	_____ Resignation of Resident Agent
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	ATTENTION: _____
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	MAIL TO ADDRESS: _____
NA	_____	Foreign Corporation Registration	<u>McGrory And Schaefer</u>
87	_____	_____ Limited Part. Good Standing	<u>152 West Washington St.</u>
71	_____	Financial	<u>Hagerstown, Md. 21740</u>
600	_____	_____ Personal Property Reports and _____ late filing penalties	
70	_____	Change of P.O., R.A. or R.A.A.	NOTE: _____
91	_____	Amend/Cancellation, for Limited Part.	
_____	_____	Other _____	
_____	_____	Other _____	

TOTAL FEES 40
 Check Cash

Documents on _____ checks

APPROVED BY: J.M.T.

ARTICLES OF INCORPORATION
OF
CLEAR SPRING SPORT CENTER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AUGUST 12, 1988 AT 8:58 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:

\$

D2616225

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: **MAILED JAN 11 1989**
MCGRORY AND SCHAEFER
152 WEST WASHINGTON ST.
HAGERSTOWN MD 21740

03303021569

A 270270



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

850

ARTICLES OF INCORPORATION

GREEN SPRING WATER CO.

8-9-88

12:03p

FIRST: I, Joan C. Baer, whose post office address is 745 Briarcliff Drive, 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 Green Spring Water Co.

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

(1) to bottle and market drinking water; and to engage in any other lawful purpose and/or business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is Route 1, Big Spring, Maryland 21712. The name and post office address of the Resident Agent of the Corporation in this State is Joan C. Baer, 745 Briarcliff Drive, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 100,000 shares of common stock, with a par value of 1.00 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: Joan C. Baer, John M. Baer and Edwin H. Miller.

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

1988 AUG - 9 P 12:03

305: 0078

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

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

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

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

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

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

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 8th day of August, 1988, and I acknowledge the same to be my act.

WITNESS:

Pamela S. Ambrose

Joan C. Baer
Joan C. Baer

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

I HEREBY CERTIFY, That on this 8th day of August, 1988, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Joan C. Baer 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

DOCUMENT CODE 02 g 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)	_____
52	_____	Foreign Qualification	<input type="checkbox"/> Change of Name
50	_____	Cert. of Qual. or Reg.	<input type="checkbox"/> Change of Principal Office
51	_____	Foreign Name Registration	<input type="checkbox"/> Change of Resident Agent
13	_____	Certified Copy _____	<input type="checkbox"/> Change of Resident Agent Address
56	_____	Penalty	<input type="checkbox"/> Resignation of Resident Agent
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	_____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	ATTENTION: _____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	Corp. Good Standing	MAIL TO ADDRESS: _____
NA	_____	Foreign Corporation Registration	<u>John Badi</u>
87	_____	Limited Part. Good Standing	<u>745 Briarcliff Drive</u>
71	_____	Financial	<u>Hagerstown Md</u>
600	_____	Personal Property Reports and late filing penalties	<u>21740</u>
70	_____	Change of P.O., R.A. or R.A.A.	NOTE: <u>File after</u>
91	_____	Amend/Cancellation, for Limited Part.	<u>n/c amend of</u>
	_____	Other _____	<u>Green Spring Water</u>
	_____	Other _____	<u>Company</u>

TOTAL FEES 40 Check Cash
 Documents on checks

APPROVED BY: 90

ARTICLES OF INCORPORATION
OF
GREEN SPRING WATER CO.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AUGUST 9, 1988 AT 12:03 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D2614972

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: MAILED JAN 11 1989
JOAN BAER
745 BRIARCLIFF DRIVE
HAGERSTOWN MD 21740

03103021273

A 270003



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

GREEN SPRING WATER COMPANY

ARTICLES OF AMENDMENT

8-9-88

12:02p

GREEN SPRING WATER COMPANY, a Maryland corporation, having its principal office at Route #1, Box 65, Big Spring, Maryland, 21712, 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 to change the name of the Corporation from Green Spring Water Company to David Rhinecker Enterprises, Inc., Article FIRST being stricken and the following being substituted therefor:

"FIRST: The name of the Corporation is DAVID RHINECKER ENTERPRISES, INC."

SECOND: The Corporation, which does not have any directors, duly advised the foregoing amendment, and by written informal action 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 stockholder of the Corporation duly approved said amendment.

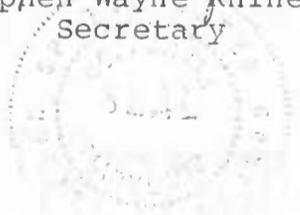
IN WITNESS WHEREOF, GREEN SPRING WATER COMPANY has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 1st day of August, 1988, and its President acknowledges that these Articles of Amendment are the act and deed of GREEN SPRING WATER COMPANY 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.

GREEN SPRING WATER COMPANY

ATTEST:

BY: David Rhinecker
David Rhinecker
President

Stephen Wayne Rhinecker
Stephen Wayne Rhinecker
Secretary



1988 AUG -9 P 12:02

3050 1880



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

DOCUMENT CODE 9A BUSINESS CODE 03 COUNTY 71

1600485 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 Req.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
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
87	_____	Limited Part. Good Standing
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, for Limited Part.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) David Rhinecker Enterprises, Inc.

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS:
Russell Marks
35 E. Washington St.
Hagerstown Md
21740

NOTE: _____

82288133

TOTAL FEES 20
 Check Cash
Documents on _____ checks

APPROVED BY: 90

ARTICLES OF AMENDMENT
OF
GREEN SPRING WATER COMPANY
CHANGING ITS NAME TO:
DAVID RHINECKER ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AUGUST 9, 1989 AT 12:02 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 20.00

\$ _____

D1600485

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: MAILED JAN 11 1989
RUSSELL MARKS
39 E. WASHINGTON STREET
HAGERSTOWN MD 21740

03003021250

A 269962



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

858

WASHINGTON COUNTY CITIZENS FOR A CLEAN ENVIRONMENT, INC.

ARTICLES OF INCORPORATION

FIRST: I, Edward L. Kuczynski, whose post office address is 55 North Jonathan Street, Hagerstown, Maryland, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

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

WASHINGTON COUNTY CITIZENS FOR A CLEAN ENVIRONMENT, INC.

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

(a) The Corporation is organized exclusively for educational, civic and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) and 501(c)(4) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and more specifically, to receive and administer funds for such charitable, civic 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,

8-10-88

9:54a

1988 AUG 10 A 9:54

3030 1225

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 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) and 501(c)(4) of the Internal Revenue Code of 1986, 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, and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for scientific, educational, civic 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. 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) and 501(c)(4) of the Internal Revenue Code of 1986 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 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(c) Included among the educational, charitable and civic purposes for which the Corporation is organized, as qualified and limited by sub-paragraphs (a) and (b) of this Article THIRD are the following:

1. To protect and promote the clean environment and the natural resources of Washington County, Maryland, and to maintain the highest standard of living possible.

2. To educate the public and the citizens of Washington County, Maryland concerning threats to the environment and natural resources of Washington County, Maryland.

3. To prevent the unregulated growth and establishment of large scale hog, and poultry production operations in Washington County, Maryland.

✓
FOURTH: The post office address of the principal office of the Corporation in this State is 55 North Jonathan Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Edward L. Kuczynski, 55 North Jonathan Street, Hagerstown, Maryland 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 numbers of the Directors of the Corporation shall be ten (10), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified, are: Alice Swartz, Esther Snook, Robert Shafer, Alice Kolb, Rose Asper, H. Gene Hoover, Russell Wingerd, Charles Martin, Homer Abbott, Emmett Abbott and Anne Ashbaugh.

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) and 501(c)(4) of the Internal Revenue Code of 1986, 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, civic or educational purposes within the meaning of the terms used in Section 501(c)(3) and 501(c)(4) of the Internal Revenue Code of 1986 but only such purposes as also constitute public charitable purposes under the laws of the

3030 3230

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 or undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, 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 1986, 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 1986, 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 1986, 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 1986, or corresponding provisions of any subsequent federal tax laws.

1100 1231

IN WITNESS WHEREOF, I have signed these Articles of
Incorporation this 9th day of August, 1988, and I acknow-
ledge same to be my act.


Edward L. Kuczynski



STATE OF MARYLAND
State Department of Assessments and Taxation
Geno 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>23</u>	Organ. & Capitalization	Name Change (New Name) _____
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)	_____ 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 _____	_____ Resignation of Resident Agent
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	
84	_____	Amendment to Limited Partnership	ATTENTION: _____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	_____ Corp. Good Standing	MAIL TO ADDRESS: _____
NA	_____	Foreign Corporation Registration	<u>Edward Kuczyński</u>
87	_____	_____ Limited Part. Good Standing	<u>55 N. Jonathan St.</u>
71	_____	Financial	<u>Hagerstown md</u>
600	_____	_____ Personal Property Reports and _____ late filing penalties	<u>21740</u>
70	_____	Change of P.O., R.A. or R.A.A.	
81	_____	Amend/Cancellation, for Limited Part.	NOTE: _____
_____	_____	Other _____	
_____	_____	Other _____	

TOTAL FEES 43
 Check _____ Cash

Documents on _____ checks

APPROVED BY: RO

ARTICLES OF INCORPORATION
OF
WASHINGTON COUNTY CITIZENS FOR A CLEAN
ENVIRONMENT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AUGUST 10, 1988 AT 9:54 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 23.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

02614279

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: MARKED JAN 11 1989
EDWARD L. KUCZYNSKI
55 NORTH JONATHAN STREET
HAGERSTOWN MD 21740

03000021183

A 269889



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

7/21/88 at 9:16

ARTICLES OF AMENDMENT

FOR

SAVE HISTORIC ANTIETAM FOUNDATION, INC.

Save Historic Antietam Foundation, Inc., a Maryland corporation, having its principal office at P.O. Box 550, Sharpsburg, Maryland 21782 (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 Amendment herein stated have been reviewed and duly authorized by the board of directors of Save Historic Antietam Foundation, Inc. there being no stockholders nor other voting members.

SECOND: The charter of the corporation is hereby amended by changing Paragraph 3A to delete the word "civic" from lines two and eight.

THIRD: The charter of the corporation is hereby amended by changing Paragraph 3C to delete the word "civic" from the second line of first subparagraph.

FOURTH: The charter of the corporation is hereby amended by deleting Article Eighth, in its entirety.

IN WITNESS WHEREOF, We have signed these Articles of Amendment this 15th day of July, 1988, and we acknowledge the same to be our act.

I, Dennis Frye, President, hereby acknowledge on behalf of Save Historic Antietam Foundation, Inc. that the foregoing Articles of Amendment are the corporate act of said corporation and further certify under the penalties of perjury to the best of my knowledge, information and belief that the

1988 AUG 8 - 4 10 6

H

SAN CAROL ELGIN LAW OFFICES PERSHTOWN, MARYLAND



3050 0563

matters and facts set forth in the Articles are true in all material respects.

ATTEST:

Tom D Clemens
Tom Clemens,
Secretary

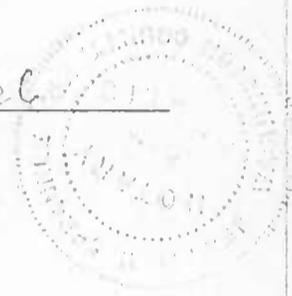
Dennis Frye
Dennis Frye,
President

STATE OF MARYLAND, COUNTY OF WASHINGTON, to wit:

I HEREBY CERTIFY, that on this 15th day of July, 1988, before me, the subscriber, a Notary Public, in and for the State and County aforesaid, personally appeared Dennis Frye and Tom Clemens and severally acknowledged the foregoing Articles of Incorporation to be their act and deed.

Witness my hand and Official Notarial Seal.

James N. Drankel
Notary Public



My Commission Expires:
July 1, 1990



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

09

BUSINESS CODE

COUNTY

71

D2107365 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 Req.
51 Foreign Name Registration
13 Certified Copy
56 Penalty
54 For. Supplemental Cert.
53 Foreign Resolution
73 Certificate of Conveyance
76 Certificate of Merger/Transfer
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
87 Limited Part. Good Standing
71 Financial
600 Personal Property Reports and late filing penalties
70 Change of P.O., R.A. or R.A.A.
91 Amend/Cancellation, for Limited Part.
Other
Other

Name Change (New Name)

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

Code 075

ATTENTION:

MAIL TO ADDRESS:

NOTE:

14 days

TOTAL FEES

20 Check Cash

Documents on checks

APPROVED BY:

[Signature]

ARTICLES OF AMENDMENT
OF
SAVE HISTORIC ANTIETAM FOUNDATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JULY 21, 1988 AT 9:16 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

\$ _____

D2107365

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 JAN 11 1989

RETURN TO:
MEYERS, YOUNG & GROVE, P.A.
P O BOX 1267
HAGERSTOWN

MD 21741 1267

02903021113

A 269793



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

3050 0562

FREE-ONZ UNLIMITED INC.
ARTICLES OF INCORPORATION

8-9-88 10:06a

1988 AUG - 9 A 10: 06

FIRST: The undersigned Elizabeth T. Jones Pres., France Blais Tres.,
Patricia Biensach Sec.,
whose post office addresses are;

ELIZABETH T. Jones
102 W. Irvin Ave.
Hagerstown MD. 21740

France Blais
2617 Scott St.
Hollywood Fla. 33020

Patricia Beinsach
8011 Hillendale Rd.
Balto. MD.21204

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 hereby called the Corporation)
is FREE-ONZ UNLIMITED INC.

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

- Purpose: 1) to encourage society to become drug free through audio and visual
- 2) to support and develop drug programs
- 3) to promote world peace

FOURTH: The post office address of the principal office of the Corporation
in Maryland is 102 W. Irvin Ave. Hagers town MD. 21740. The name
and post office address of the resident agent of the Corporation in
Maryland are: Elizabeth T. Jones
102 W. Irvin Ave.
Hagerstown MD. 21740

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

SIXTH: The numbers of directors of the Corporation shall be [3] which
number may be increased or decreased pursuant to the by-laws of the
Corporation, and the names of the directors who shall act until the
first meeting or until there successors are duly chosen and qualified
is:
Elizabeth T. Jones
France Blais
Patricia Beinsach

SEVENTH: The following provisions are hereby adopted fo the purpose of
defining, limiting, and regulatingthe powers of the Corporation
and of the directers and members.

EIGHTH: The duration of the Corporation shall be perpetual

IN WITNESSES WHEREOF, WE have signed these Articles of Incorporation on JULY 28, 1988 and severally acknowledge the same to be our act.

Marshall L. Jones Elizabeth T. Jones
Witnessed By ELIZABETH T. JONES

Marshall L. Jones France Blais
Witnessed By FRANCE BLAIS

David Dwyer Patricia A. Beinsach
Witnessed By PATRICIA BEINSACH

BY THE
WITNESSES
LINTAS REPORTING

3000 0286



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>29</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 Req.	_____ Change of Resident Agent
51	_____	Foreign Name Registration	_____ Change of Resident Agent Address
13	<u>8</u>	<u>1</u> Certified Copy <u>24</u>	_____ Resignation of Resident Agent
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	ATTENTION: _____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	MAIL TO ADDRESS: _____
22	_____	State Transfer Tax	<u>Elizabeth Jones</u>
23	_____	Local Transfer Tax	<u>102 W. Irwin Av</u>
31	_____	Corp. Good Standing	<u>Hagerstown Md</u>
NA	_____	Foreign Corporation Registration	<u>21740</u>
87	_____	Limited Part. Good Standing	NOTE: _____
71	_____	Financial	_____
600	_____	Personal Property Reports and late filing penalties	_____
70	_____	Change of P.O., R.A. or R.A.A.	_____
91	_____	Amend/Cancellation, for Limited Part.	_____
	_____	Other	_____
	_____	Other	_____

TOTAL FEES 48
 Check Cash

Documents on _____ checks

APPROVED BY: JS

Copy Made

ARTICLES OF INCORPORATION
OF
FREE-ONZ UNLIMITED INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **AUGUST 9, 1988** AT **10:06** 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:

\$ _____

D2613792

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: **MAILED JAN 11 1989**
ELIZABETH T. JONES
102 W. IRVIN AVENUE
HAGERSTOWN MD 21740

G29C3021057

A 269748



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

876

ARTICLES OF AMENDMENT

FOR

COURTNEY'S FLORIST, INC.

8-2-88 8:40a

W

Courtney's Florist, Inc., a Maryland Corporation, having its principal office at 225 Virginia Avenue, Hancock, Maryland 21750, (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 amended by deletion of Article First in its entirety and substituting in lieu thereof the following:

I, Debra L. Kirk, whose post office address is 225 Virginia Avenue, Hancock, Maryland 21750, being at least eighteen (18) years of age, do hereby form a "close" corporation under and as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

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

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

PETALS 'N BOWS FLOWER SHOP, INC.

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

IN WITNESS WHEREOF, Courtney's Florist, 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 June, 1988, and its President acknowledges that these Articles of Amendment are the act and deed of Petals 'n Bows Flower Shop, 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:

COURTNEY'S FLORIST, INC.

Debra L. Kirk
Secretary

BY: *Debra L. Kirk*
Debra L. Kirk, President



STATE OF MARYLAND

State Department of Assessments and Taxation

Geno L. Burner, Director

DOCUMENT CODE

9A

BUSINESS CODE

COUNTY

71

* 2492509

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 Penalty
54 For. Supplemental Cert.
53 Foreign Resolution
73 Certificate of Conveyance

Name Change (New Name)

Petals 'N

Bowse Flower Shop, Inc.

Change of Name

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Resignation of Resident Agent

76 Certificate of Merger/Transfer

75 Special Fee
80 For. Limited Partnership
83 Cert. Limited Partnership
84 Amendment to Limited Partnership
85 Termination of Limited Partnership

Code

ATTENTION:

21 Recordation Tax
22 State Transfer Tax
23 Local Transfer Tax
31 Corp. Good Standing
NA Foreign Corporation Registration
87 Limited Part. Good Standing
71 Financial

MAIL TO ADDRESS:

G. Clair Baker, Jr.

120 W. Washington St.

300

Hagerstown Md 21740

600 Personal Property Reports and late filing penalties

NOTE:

70 Change of P.O., R.A. or R.A.A.
91 Amend/Cancellation, for Limited Part.

TOTAL FEES

27

Check

Cash

Documents on checks

APPROVED BY:

[Signature]

ARTICLES OF AMENDMENT
OF
COURTNEY'S FLORIST, INC.
CHANGING ITS NAME TO:
PETALS 'N BOWS FLOWER SHOP, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AUGUST 2, 1988 AT 8:40 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

\$ _____

D2492809

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 JAN 11 1989

RETURN TO:
G. CLAIR BAKER, JR.
120 W. WASHINGTON STREET, #300
HAGERSTOWN MD 21740

02803020862

A 269551



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

ARTICLES OF INCORPORATION
OF
ROLLING MEADOWS OF HAGERSTOWN COMMUNITY ASSOCIATION, INC.

In compliance with the requirements of Title 5, Subtitle 2 of the Corporations and Associations Article of the Annotated Code of Maryland, the undersigned, a resident of Maryland, who is at least eighteen years of age, has this day, formed a non-stock corporation, not for profit, and does hereby certify:

ARTICLE I

The name of the Corporation is ROLLING MEADOWS OF HAGERSTOWN COMMUNITY ASSOCIATION, INC., hereafter called the "Association".

ARTICLE II

The principal office of the Association is at 136 South Potomac Street, Hagerstown, Washington County, Maryland 21740. ✓

ARTICLE III

Stephen B. Sagi, whose address is 136 South Potomac Street, Hagerstown, Washington County, Maryland 21740, is hereby appointed the resident agent of the Association. ✓

ARTICLE IV

The terms "Association", "Common Area", "Company", "Lots", "Owner", and "Property" as used in these Articles of Incorporation shall have the same meanings set forth in the Declaration of Covenants, Conditions and Restrictions Relating to the Rolling Meadows of Hagerstown Community Association, Inc. to be recorded among the Land Records of Washington County, Maryland.

ARTICLE V

PURPOSES AND POWERS OF THE ASSOCIATION

The Association shall not operate for pecuniary gain or profit, shall not issue capital stock, and no part of the net earnings of the Association shall inure to the benefit of any member or individual (except that reasonable compensation may be paid for services rendered), and the specific purposes for which it is formed are to provide for: (i) the use, improvement, maintenance, operation and repair of the Common Areas located in the Property including any improvements and amenities located thereon; (ii) the establishment of rules and regulations for the use of the Common Areas including any improvements and amenities located thereon; (iii) the distribution among the Owners of the Property of the costs of the use, improvement, maintenance and repair of the Common Areas including any improvements and amenities located thereon; and (iv) the promotion of the health, safety, pleasure, recreation and welfare of the residents of the Lots within the Property. In furtherance of these purposes, the Association, (by action of its Directors unless otherwise noted in these Articles of Incorporation or in the Declaration) shall have full power to :

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration as the same may be amended from time to time as therein provided, the Declaration being incorporated herein by reference as if set forth in length;

(b) fix, levy, collect and enforce payments by any lawful

STATE DEPARTMENT OF ASSESSMENTS

APPROVED FOR RECORD
8/8/88 at 8:37 P.M.
6045 2287

means of all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the affairs of the Association, including all licences, taxes or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold, improve build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association, subject, however, to the requirements of the Declaration.

(d) borrow money and, with the assent of two-thirds (2/3) of the votes of each class of members of the Association, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility subject, however, to the requirements of the Declaration and to such conditions as may be agreed to by the members; and

(f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional property and open space, provided that, except as otherwise provided in the Declaration, any such merger, consolidation or annexation shall require the assent of two-thirds (2/3) of the votes of each class of members; and

(g) have and to exercise any and all powers, rights, and privileges which a non-stock corporation organized under the Corporation Law of the State of Maryland by law may now or hereafter have or exercise.

ARTICLE VI

Every Owner shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

ARTICLE VII

The Association shall have two classes of voting membership:

Class A: Class A membership shall be all Owners with the exception of the Company and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members, however, for purposes of a quorum they shall be treated as a single member. The votes for such Lot shall be exercised as they are determined, but in no event shall more than one vote be cast with respect to any Lot.

Class B: The Class B Members shall be the Company and shall be entitled to three votes for each Lot owned. The Class B Membership shall cease and be converted to Class A Membership on the happening of either of the following events, whichever occurs earlier:

(a) when the total votes outstanding in the Class A Membership equal the total votes outstanding in the Class B Membership; or

(b) on the seventh anniversary of the date of the Declaration.

Provided, however, the Class B Membership shall be revived (and the Company shall again be entitled to three votes for each Lot owned by the Company) during any periods of time occurring before the seventh anniversary of the date of the Declaration, when by reason of the annexation of additional land as a part of the Property additional Lots owned by the Company exist which, when added to the other Lots then owned by the Company, would result in the Company having more than 50% of the votes of the Association were the Company to have three votes for each Lot owned by the Company instead of only a single vote for each Lot owned by the Company.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members of the Association. The number of Directors may be changed by amendment of the By-laws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

Stephen B. Sagi
Howard Bowen
Donald Bowman

These directors, (herein called "Charter Directors") shall serve until the first annual meeting of the members at which their successors are elected. In the event of death or resignation of a Charter Director during his term of office, the remaining Charter Directors shall elect a successor Charter Director to fill the unexpired term of such Charter Director.

ARTICLE IX

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by the holders of not less than two-thirds (2/3) of the votes of each class of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for the purposes similar to those for which this Association was created. In the event that acceptance of such a dedication is refused, the assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to similar purposes.

ARTICLE X

The Association shall exist perpetually.

ARTICLE XI

Amendment of these Articles shall require the assent of the holders of two-thirds (2/3) of the votes of each class of members present in person or by proxy at the meeting at which the vote is taken. Anything set forth above in this Article XI to the contrary notwithstanding, the Company shall have the absolute unilateral right, power and authority to modify, revise, amend, or change any of the terms or provisions of these

Articles of Incorporation all as from time to time amended or supplemented. However, this unilateral right, power, and authority of the Company may be exercised if any only if either the Veterans Administration or the Federal Housing Administration or any successor agencies thereto shall require such action as a condition precedent to the approval by such agency of the United States of the Property or any part thereof of any Lots thereon for federally approved mortgage financing purposes under applicable Veterans Administration, Federal Housing Administration or similar programs. If the Veterans Administration or the Federal Housing Administration or any successor agencies thereto approve the Property or any part thereof or any Lot therein for federally approved mortgage financing purposes, any amendments to these Articles made during any period of time when there are Class B members of the Association shall also require the prior consent of the agency giving such approval.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Maryland, the undersigned, Stephen B. Sagi, whose post office address is 136 South Potomac Street, Hagerstown, Washington County, Maryland 21740, being at least eighteen years of age, has executed these Articles of Incorporation this 29 day of July, 1988, for the purposes of incorporating this Association.



Stephen B. Sagi

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 29th day of July, 1988, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Stephen B. Sagi and acknowledged the execution of the foregoing Articles of Incorporation to be his voluntary act and deed.



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

21

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		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
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
87		Limited Part. Good Standing
71		Financial
600		Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, for Limited Part.
		Other
		Other

Name Change (New Name) _____

Change of Name _____

Change of Principal Office _____

Change of Resident Agent _____

Change of Resident Agent Address _____

Resignation of Resident Agent _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS:
Day + Schneider, P.O.
120 W. Washington SE
Hagerstown, MD 21740

NOTE:

TOTAL FEES

40

Check Cash

Documents on _____ checks

APPROVED BY: PCM

ARTICLES OF INCORPORATION
OF
ROLLING MEADOWS OF HAGERSTOWN COMMUNITY
ASSOCIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AUGUST 8, 1988 AT 8:34 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:

\$

D2612422

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 JAN 11 1989

RETURN TO:
DAY & SCHNEIDER, P.A.
120 W. WASHINGTON STREET
HAGERSTOWN MD 21740

028C3020844

A 269536



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

CLASSIC DESIGNS, INC.

ARTICLES OF INCORPORATION

8-5-88 9:04a

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

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

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

1. To acquire by purchase, lease or otherwise and to improve and develop real property; to erect dwellings, apartment houses and other buildings, residential, commercial or public, of all kinds and to sell or rent 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.

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

1988 DEC 22 10:00 AM
A 8:37
A 9:04



3049 2119

✓ FOURTH: The post office address of the principal office of the Corporation in Maryland is 1729 Woodburn Drive, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is Leo P. Burke, Jr., 1729 Woodburn Drive, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in Maryland.

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

SIXTH: The number of Directors of the Corporation shall be 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:

Leo P. Burke, Jr.
Frank E. Bushey, III

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

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

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

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

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

IN WITNESS WHEREOF, I have signed these Articles of 28th Incorporation and acknowledged same to be my act this 28th day of July, 1988.

WITNESS:

Nancy Bayce Lynn F. Meyers
Lynn F. Meyers



STATE OF MARYLAND

State Department of Assessments and Taxation

Gen L. Burner, Director

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. Lists various fees such as Organ. & Capitalization, Rec. Fee (Arts. of Inc.), etc.

- Name Change (New Name)
Change of Name
Change of Principal Office
Change of Resident Agent
Change of Resident Agent Address
Resignation of Resident Agent

TOTAL FEES 40
Check Cash
Documents on checks

Code 075
ATTENTION: Nancy Bayen

MAIL TO ADDRESS:

NOTE:

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
CLASSIC DESIGNS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AUGUST 5, 1988 AT 9:04 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:

\$

D2612166

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: **MAILED JAN 11 1989**
MEYERS, YOUNG & GROVE, P.A.
NANCY BAYER
P O BOX 1267
HAGERSTOWN

MD 21741 1267

02803020818

A 269513



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

CINDY'S SWEETS AND SUPPLIES, INC.

ARTICLES OF INCORPORATION
including election to be a Close Corporation

FIRST: I, Cynthia Lou Long, whose post office address is Route 3, Box 336, 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

CINDY'S SWEETS AND SUPPLIES, 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 sell at retail cake, candy and cookie supplies.
- (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 336, Williamsport, Maryland 21795. The name and post office address of the Resident Agent of the Corporation in Maryland is Cynthia Lou Long, Route 3, Box 336, Williamsport, Maryland 21795. 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 two (2) directors, whose names are Cynthia Lou Long and Galen Lawrence Long.

EIGHTH: Pursuant to Code, Corporations and Associations Article, Section 2-405.2, the stockholders, directors and officers of the Corporation shall not be liable to any person or entity for money damages:

(a) Except to the extent that it is proved that the stockholder, director or officer actually received an improper benefit or profit in money, property or services, and in that event, such stockholder's, director's or officer's liability shall be limited to the amount of the benefit or profit in money, property or services actually received;

(b) Except to the extent that a judgment or other final adjudication adverse to the stockholder, director or officer is entered in a proceeding based on a finding in the proceeding that such stockholder's, director's or officer's action, or the

failure to act, was the result of active and deliberate dishonesty and was material to the cause of action adjudicated in the proceeding; and

(c) Except as otherwise provided by applicable statutory law.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 3rd day of August, 1988, and I acknowledge the same to be my act.

WITNESS:

Cathy L. Blair

Cynthia Lou Long
Cynthia Lou Long



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		Certified Copy
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
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
87		Limited Part. Good Standing
71		Financial
600		Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, for Limited Part.
		Other
		Other

Name Change (New Name) _____

Change of Name _____

Change of Principal Office _____

Change of Resident Agent _____

Change of Resident Agent Address _____

Resignation of Resident Agent _____

Code _____

ATTENTION: William C. Wooten, Esq.

MAIL TO ADDRESS: Kayla + Wooten
123 West Washington Street
Hagerstown, MD

NOTE: 21740

TOTAL FEES

\$40.00

Check _____ Cash

Documents on _____ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
CINDY'S SWEETS AND SUPPLIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AUGUST 5, 1988 AT 9:13 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:

\$

D2612034

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: MAILED JAN 11 1989
WILLIAM C. WANTZ, ESQ.
KAYLOR & WANTZ
123 WEST WASHINGTON STREET
HAGERSTOWN MD 21740

02803020805

A 269502



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

ARTICLES OF INCORPORATION

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

ALERT ENTERPRISES, INC.

APPROVED FOR RECORD

8-3-88

at 9:21a

1988 AUG -3 A 9:21

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

FIRST: We, William J. Hardy, whose post office address is Route 4, Box 355, Hagerstown, Maryland, 21740, and Bobby G. Smith, whose post office address is 18014 Cottage Garden Drive, Apt. 202, Germantown, Maryland, 20874, 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 ALERT 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 sell at retail business and medical supplies and equipment and provide medical and business services to hospitals, businesses and the general public; and to engage in any other lawful purpose and/or business; and

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

FIFTH: The post office address of the principal office of the Corporation in this State is 50 Summit Avenue, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is William J. Hardy, Route 4, Box 355, 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 10,000 shares of stock with a par value of \$10.00 per share.

SEVENTH: The Corporation elects to have a Board of Directors.

Until the election to have a Board of Directors becomes effective, there shall be two (2) directors, whose names are Bobby G. Smith and William J. Hardy.

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.

52168817

3048 1704

(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 30 day of July, 1988, and I acknowledge the same to be my act.

WITNESS:

Helgepard A. Payler

William J. Hardy
William J. Hardy

Helgepard A. Payler

Bobby G. Smith
Bobby G. Smith

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

I HEREBY CERTIFY, That on this 30 day of July, 1988, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared William J. Hardy and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

James M. Harder
Notary Public

My commission expires 7/1/90



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

897

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, and Name Change (New Name). 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 Req., Foreign Name Registration, Certified Copy, Penalty, For. Supplemental Cert., Foreign Resolution, Certificate of Conveyance, Certificate of Merger/Transfer, 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, Limited Part. Good Standing, Financial, Personal Property Reports and late filing penalties, Change of P.O., R.A. or R.A.A., Amend/Cancellation, for Limited Part., Other, Other.

TOTAL FEES \$40 Check Cash Documents on checks

APPROVED BY: [Signature]

Code ATTENTION: MAIL TO ADDRESS: Hardy Route 4, Box 355 Hagerstown, md 21740

NOTE:

ARTICLES OF INCORPORATION
OF
ALERT ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AUGUST 3, 1988 AT 9:21 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:

\$

D2610590

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 JAN 11 1989

RETURN TO:
WM. J. HARDY
ROUTE 4, BOX 355
HAGERSTOWN

MD 21740

02603020498

A 269251



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

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF STATE OF MARYLAND AND WASHINGTON
DAVIS, RENN & SHRADER, INC.

APPROVED FOR RECORD

8-1-88 at 11:11a

THIS IS TO CERTIFY:

GKA
FIRST: That the Board of Directors of Davis, Renn & Shrader, Inc., a Maryland corporation, having its principal office at Halfway Boulevard and Blake Road, Hagerstown, Maryland at a meeting duly convened July 20, 1988 adopted the following:

RESOLVED: That it is advisable to amend the Charter by amending and changing the corporate name of said corporation to: Davis, Renn & Associates, Inc.

SECOND: The Charter of the Corporation is amended as follows: Strike out Article 2 and inserting in lieu thereof:

SECOND: That the name of the Corporation (which is hereafter called the Corporation) is: Davis, Renn & Associates, Inc.

THIRD: That a proper notice was duly given to all stockholders of record entitled to vote, setting forth the proposed Resolution and Amendment upon which action would be taken at a Special Meeting of Stockholders slated for July 20, 1988 at the corporate office.

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

IN-WITNESS WHEREOF, Davis, Renn & Shrader, Inc. has caused these presents to be signed in its name and on its behalf by its President, and its President's signature witnessed by its Secretary this 26th day of JULY, A.D., 1988.

Attest:

[Signature]
Secretary

DAVIS, RENN & SHRADER, INC.

[Signature]
Malcolm D. Davis
President

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

I HEREBY CERTIFY, That on this 26th day of JULY, A. D., 1988, before me, the subscriber, a Notary Public in and for the

State and County aforesaid, personally appeared Malcolm D. Davis, who acknowledged himself to be President of Davis, Renn & Shrader, Inc. and on behalf of the Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of the Corporation, and at the same time personally appeared Edward R. Renn, Secretary of said Corporation, acknowledging as Secretary that meetings of the Board of Directors and Stockholders were held and action taken as presented in the Articles of Amendment, the same being true to the best of his information, knowledge and belief.

Witness my hand and official Notarial Seal.

Edward R. Renn

Notary Public



My Commission Expires:
1 July 1990



STATE OF MARYLAND

State Department of Assessments and Taxation

Gen L. Burner, Director

DOCUMENT CODE

9A6A

BUSINESS CODE

COUNTY

71

0345900

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 Penalty
 54 For. Supplemental Cert.
 53 Foreign Resolution
 73 Certificate of Conveyance

Name Change (New Name)

Wanis, Renn & Associates, Inc.

✓

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Resignation of Resident Agent

73 Certificate of Merger/Transfer

75 Special Fee
 80 For. Limited Partnership
 83 Cert. Limited Partnership
 84 Amendment to Limited Partnership
 85 Termination of Limited Partnership

Code 075

ATTENTION:

Nancy Boyer

21 Recordation Tax
 22 State Transfer Tax
 23 Local Transfer Tax
 31 Corp. Good Standing
 NA Foreign Corporation Registration
 87 Limited Part. Good Standing
 71 Financial
 600 Personal Property Reports and late filing penalties

MAIL TO ADDRESS:

70 Change of P.O., R.A. or R.A.A.
 Other
 Other

NOTE:

TOTAL FEES

20

✓

Check

Cash

Documents on

checks

APPROVED BY:

AS

ARTICLES OF AMENDMENT
OF
DAVIS, RENN & SHRADER, INC.
CHANGING ITS NAME TO:
DAVIS, RENN & ASSOCIATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **AUGUST 1, 1988** AT **11:11** 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

\$ _____

00345900

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.

MAR 11 1989

RETURN TO:
MEYERS, YOUNG & GROVE, P.A.
NANCY BOYER
P O BOX 1267
HAGERSTOWN

MD 21741 1267

02503020427

A 269182



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

STATE DEPARTMENT OF AGRICULTURE
AND FORESTRY

903

APPROVED FOR RECORD

8-2-88 at 9:02 a.m.

ARTICLES OF INCORPORATION

J & L FLOORS ATHLETIC CLUB, INC.

A MARYLAND NON-PROFIT CORPORATION

THIS IS TO CERTIFY THAT:

FIRST: The undersigned, Lewis A. Barbour, Jr., whose post office address is 1824 Stone Valley Circle, Hagerstown, Maryland 21740, and John Yeakle, whose post office address is Route 2, P.O. Box 316, Williamsport, 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 called the "Corporation") is:

J & L FLOORS ATHLETIC CLUB, INC.
A MARYLAND NON-PROFIT CORPORATION

1988 JUN 27 A 9:28

FOURTH: The purposes for which the Corporation is formed and the business or objects to be carried on and promoted by it, within the State of Maryland, or elsewhere, are as follows:

(a) To participate in softball sporting events and support charitable causes.

(b) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interests of the Corporation, on a non-profit basis which shall be conducive to or expedient for the protection or benefit of the Corporation.

The above enumeration of the purposes, objects, and business of the Corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law, and it is not intended, by the mention of any particular purpose, object or business, to limit or restrict any of the powers of the Corporation, and the said Corporation shall have, enjoy and exercise all

1988 AUG -2 A 9:02

3048 2169

of the powers and rights now or hereafter conferred by statute upon corporations.

FIFTH: The post office of the principal office of the Corporation in this State is 1824 Stone Valley Circle, Hagerstown, Maryland 21740. The Resident Agent of the Corporation is Lewis A. Barbour, Jr., whose post office address is 1824 Stone Valley Circle, Hagerstown, Maryland 21740. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Corporation shall have four (4) Directors, Lewis A. Barbour, Jr., John Yeakle, Charles Palmer, Thomas Wallach, Denny Wallach, and Richard Jackson.

SEVENTH: The Corporation shall be a non-stock, non-profit Corporation.

EIGHTH: 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.

NINTH: Except as otherwise provided in this Charter or by the By-Laws of the Corporation, as from time to time amended, the business of the Corporation shall be managed by its Officers, who shall have and may exercise all of the powers of the Corporation.

TENTH: Except as the By-Laws may otherwise provide, the Corporation shall indemnify any person against reasonable expenses to the extent that he has been successful in defense of any action, suit or proceeding to which he was made a party by reason of his serving or having served the Corporation, or any other entity at the request of the Corporation, in any capacity, while an officer of the Corporation. Except as the By-Laws may otherwise provide, no other indemnification shall be provided for any employer or agent of the Corporation, unless the Officers shall, in their discretion, subject to the By-Laws, so direct.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, and I acknowledge the same to be my act on this 1st day of June, 1988.


LEWIS A. BARBOUR, JR.


JOHN YEAKLE



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 028 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	<u>Name Change</u>
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	<u>(New Name)</u>
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	<u>Change of Name</u>
50	_____	Cert. of Qual. or Req.	<u>Change of Principal Office</u>
51	_____	Foreign Name Registration	_____
13	_____	<u>Certified Copy</u>	<u>Change of Resident Agent</u>
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	<u>Change of Resident Agent Address</u>
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	<u>Resignation of Resident Agent</u>
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	_____
83	_____	Cert. Limited Partnership	ATTENTION: _____
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	MAIL TO ADDRESS: <u>Pertr</u>
NA	_____	Foreign Corporation Registration	<u>Hooper, Jacobus + Blewins</u>
87	_____	Limited Part. Good Standing	<u>222 St. Paul St</u> PA
71	_____	Financial	<u>5th Floor</u>
600	_____	Personal Property Reports and late filing penalties	<u>balto md 21202</u>
70	_____	Change of P.O., R.A. or R.A.A.	NOTE: _____
91	_____	Amend/Cancellation, for Limited Part.	_____
	_____	Other	_____
	_____	Other	_____

TOTAL FEES \$40
 Check _____ Cash
 Documents on _____ checks

APPROVED BY: B DK

ARTICLES OF INCORPORATION
OF
J & L FLOORS ATHLETIC CLUB, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AUGUST 2, 1988 AT 9:02 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:

\$

D2609691

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:

LENTZ, HOOPER, JACOBS & BLEVINS
222 ST. PAUL STREET, 5TH FLOOR
BALTIMORE MD 21202

MAILED JAN 11 1989

02503020372

A 269146



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

APPROVED FOR FILE

7/21/88 at 9:59 a.m.

ZEIGLER TECHNOLOGIES, INC.

Articles of Dissolution
State of Maryland

FIRST: The name of the corporation is Zeigler Technologies, Inc.

SECOND: The address of the principal office of the corporation is 26 West Longmeadow Road, Hagerstown, Maryland 21740.

THIRD: The name and address of a resident agent of the corporation who shall serve for one year after dissolution and until affairs of the corporation are wound up is Robert F. Zeigler, 2220 Hickory Hill Road, Hagerstown, Maryland 21740.

FOURTH: The name and address of each of the directors is as follows:

Name	Address
Robert F. Zeigler	2220 Hickory Hill Road Hagerstown, Maryland 21740
Marianne H. Zeigler	2220 Hickory Hill Road Hagerstown, Maryland 21740
Gerald D. England	823 Forest Drive Hagerstown, Maryland 21740

FIFTH: The name, title, and post office address of each of the officers is as follows:

Name	Title	Address
Robert F. Zeigler	President	2220 Hickory Hill Road Hagerstown, Maryland 21740
Gerald D. England	Vice- President	823 Forest Drive Hagerstown, Maryland 21740
Marianne H. Zeigler	Secretary/ Treasurer	2220 Hickory Hill Road Hagerstown, Maryland 21740

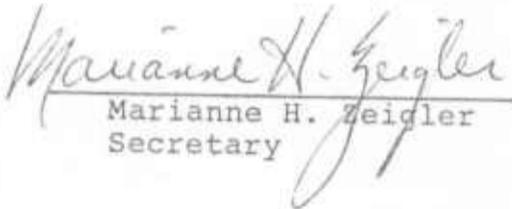
SIXTH: The dissolution of the corporation was approved in the manner and by the vote required by law and by the charter of the corporation. The dissolution of the corporation was duly authorized by the board of directors and stockholders of the corporation.

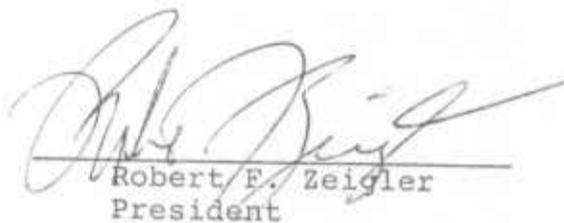
SEVENTH: The corporation has no known creditors.

EIGHTH: By unanimous vote of the board of directors it is hereby stated that Zeigler Technologies, Inc. is dissolved effective December 31, 1987.

The undersigned certifies 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:


Marianne H. Zeigler
Secretary


Robert E. Zeigler
President



STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
LOUIS L. GOLDSTEIN TREASURY BUILDING
P.O. BOX 466 PHONE 974-3814
ANNAPOLIS, MARYLAND 21404-0472

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

ZEIGLER TECHNOLOGIES, INC.

have been paid.

WITNESS my hand and official seal this

13TH day of JUNE A.D. 1988.

JUN 15 1988


DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

3046 2850

JUL 20 1988

OFFICE OF
TODD L. HERSHEY
COUNTY TREASURER
COURT HOUSE ANNEX
HAGERSTOWN, MARYLAND 21740
Telephone: (301) 791-3170
MARCOM 249-3170
VOICE/TTY (301) 791-3175



The Court House

SERVING WASHINGTON COUNTY SINCE 1871

July 19, 1988

RE: Zeigler Technology, 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

Zeigler Technology, Inc.

have been paid to and including the fiscal year July 1, 1987 thru June 30, 1988.

Todd L. Hershey,
Treasurer for Washington County,
Maryland

mt

3046 2851



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

19

BUSINESS CODE

COUNTY

71

D2158095

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 Penalty
 54 For. Supplemental Cert.
 53 Foreign Resolution
 73 Certificate of Conveyance

Name Change

(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Resignation of Resident Agent

73 Certificate of Merger/Transfer

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
 87 Limited Part. Good Standing
 71 Financial
 600 Personal Property Reports and late filing penalties

70 Change of P.O., R.A. or R.A.A.
 Other
 Other

TOTAL FEES

50

Check

Cash

Documents on

checks

APPROVED BY:

A

Code

ATTENTION:

MAIL TO ADDRESS:

Zugler Technologies
 26 W. Longmeadow Rd
 Hagerstown, Md 21740

NOTE:

THE ARTICLES OF DISSOLUTION
OF
ZEIGLER TECHNOLOGIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JULY 21, 1988 AT 9:59 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

D2158095

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 JAN 11 1989

RETURN TO:
ZEIGLER TECHNOLOGIES
26 W. LONGMEADOW ROAD
HAGERSTOWN MD 21740

02203020113

A 268868



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO 2847

APPROVED FOR RECORD

913

7-26-88

at 9:19

DRRC ENTERPRISES OF MARYLAND, INC.
ARTICLES OF INCORPORATION

FIRST: I, Roger Schlossberg, whose post office address is 134 West Washington Street, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is DRRC Enterprises of Maryland, Inc.

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

(1) To engage in the business of real estate acquisition, development, management and marketing and to provide services related to the same; 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 Roger Schlossberg, 134 West Washington Street, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is Roger Schlossberg, 134 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

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

Roger T. Craig
David R. Rider

82118492

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

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



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

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

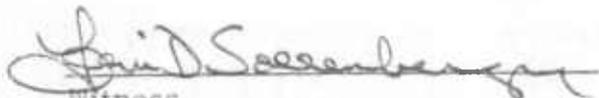
EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized,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

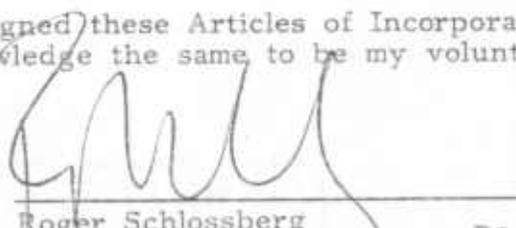
NINTH: (1) As used in this Article Ninth, any word or words that are defined in §2-418 of the Corporation and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 25th day of July, 1988, and I acknowledge the same to be my voluntary act and deed.


Witness


Roger Schlossberg (SEAL)

3046 2705



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

915

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	_____ 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 _____	_____ Resignation of Resident Agent
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
73	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	
84	_____	Amendment to Limited Partnership	ATTENTION: _____
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	MAIL TO ADDRESS: _____
NA	_____	Foreign Corporation Registration	<u>Roger Schlossberg, P.A.</u>
87	_____	Limited Part. Good Standing	<u>134 W. Washington St.</u>
71	_____	Financial	<u>Hagerstown, Md. 21740</u>
600	_____	Personal Property Reports and late filing penalties	
70	_____	Change of P.O., R.A. or R.A.A.	
_____	_____	Other _____	NOTE: _____
_____	_____	Other _____	

TOTAL FEES 46

Check _____ Cash

1 Documents on 2 checks (40.00 + 6.00)

APPROVED BY: J.M.T.

ARTICLES OF INCORPORATION
OF
DRRC ENTERPRISES OF MARYLAND, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JULY 26, 1988 AT 9:19 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:

\$

D2607703

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: JAN 11 1988
ROGER SCHLOSSBERG
134 WEST WASHINGTON STREET
HAGERSTOWN MD 21740

02203020088

A 268849



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO 2703

APPROVED FOR RECORD

8-01-88 at 10:37

THE BROAD AXE, INC.
ARTICLES OF INCORPORATION

1988 AUG 31 10:37

FIRST: I, Roger Schlossberg, whose post office address is 134 West Washington Street, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is The Broad Axe, Inc.

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

- (1) To engage in the business of retail sale of food and beverages; 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 708 Pennsylvania Avenue, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is David K. Lookabaugh, 708 Pennsylvania Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State. ✓

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

SIXTH: The number of Directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than one (1), provided that:

- (1) If there is no stock outstanding, the number of Directors may be less than three (3), but not less than (1); and
- (2) If there is stock outstanding and so long as there are less than three (3) stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders.

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

David K. Lookabaugh
Alan J. 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.

3046 2633

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

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

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

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

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 14 day of August, 1988, and I acknowledge the same to be my voluntary act and deed.

[Signature]
Witness

[Signature] (SEAL)
Roger Schlossberg

3046 2640



STATE OF MARYLAND

State Department of Assessments and Taxation

Gen L Burner, Director

919

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 _____ Certified Copy
 56 _____ Penalty
 54 _____ For. Supplemental Cert.
 53 _____ Foreign Resolution
 73 _____ Certificate of Conveyance

 73 _____ Certificate of Merger/Transfer

 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
 87 _____ Limited Part. Good Standing
 71 _____ Financial
 600 _____ Personal Property Reports and late filing penalties

 70 _____ Change of P.O., R.A. or R.A.A.
 _____ Other
 _____ Other

Name Change (New Name) _____

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

Code _____ ATTENTION: _____

MAIL TO ADDRESS: Roger Schlossberg, P.A. 134 W. Washington St. Hagerstown, Md. 21740

NOTE:

TOTAL FEES

40

Check _____ Cash Documents on _____ checks

APPROVED BY: J.M.T.

ARTICLES OF INCORPORATION
OF
THE BROAD AXE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AUGUST 1, 1988 AT 10:31 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:

\$

D2607588

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 JAN 11 1989

RETURN TO:
ROGER SCHLOSSBERG, P.A.
134 W. WASHINGTON ST.
HAGERSTOWN MD 21740

02203020676

A 268837



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO 46 2638

922

CERTIFICATE OF CORPORATE RESOLUTIONS

I, Brigitte E. Greenwald, the undersigned Secretary of GREENWALD ENTERPRISES, INC., do hereby certify to the State Department of Assessments and Taxation of Maryland that the following resolutions were duly adopted by the Board of Directors of the Corporation:

RESOLVED, that the address of the resident agent of the Corporation in the State of Maryland is hereby changed from 29 North Prospect Street, Hagerstown, Maryland 21740 to 100 Western Parkway, Hagerstown, Maryland 21740; and it is

FURTHER RESOLVED; that the proper officers of the Corporation are hereby authorized and directed for and on behalf of the Corporation to file an appropriate certified copy of these resolutions with the State Department of Assessments and Taxation of Maryland and to do and perform any and all other necessary and proper acts incident thereto.

The foregoing resolutions have not been amended, rescinded or modified and are in full force and effect on the date hereof.

WITNESS, my signature under the seal of the Corporation this 14th day of September, 1988.

Brigitte E. Greenwald
Brigitte E. Greenwald,
Secretary

1988 SEP 21 A 10:30

RBL/H56603.DOC

9-21-88

10:36 a

3062 2034



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

923

DOCUMENT CODE 26 BUSINESS CODE _____ COUNTY 21

D2503035 ___ 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 Req.
51	_____	Foreign Name Registration
13	_____	___ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
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
87	_____	___ Limited Part. Good Standing
71	_____	Financial
600	_____	___ Personal Property Reports and ___ late filing penalties
70	<u>10</u>	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, for Limited Part.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

___ Change of Name
 Change of Principal Office
 ___ Change of Resident Agent
 Change of Resident Agent Address
 ___ Resignation of Resident Agent

Code 028

ATTENTION: _____

MAIL TO ADDRESS: _____

NOTE: _____

TOTAL FEES

\$10

Check _____ Cash

3 Documents on 1 checks

APPROVED BY: PBA

924

CHANGE OF RESIDENT AGENTS ADDRESS AND PRINCIPAL OFFICE
OF
GREENWALD ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 21, 1988 AT 10:36 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

\$ _____

D2503035

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 JAN 31 1989

RETURN TO:
GEBHARDT & SMITH
9TH FLOOR
THE WORLD TRADE CENTER
BALTIMORE MD 21202

063C3022328

A 273806



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

3062 2033

CERTIFICATE OF CORPORATE RESOLUTIONS

I, Brigitte E. Greenwald, the undersigned Secretary of HAGERSTOWN NEWS DISTRIBUTORS, INC., do hereby certify to the State Department of Assessments and Taxation of Maryland that the following resolutions were duly adopted by the Board of Directors of the Corporation:

RESOLVED, that the principal office of the Corporation be and it is hereby changed from 210 South Locust Street, Hagerstown, Maryland 21740 to 100 Western Maryland Parkway, Hagerstown, Maryland 21740; and it is

FURTHER RESOLVED, that the address of the resident agent of the Corporation in the State of Maryland is hereby changed from 1348 The Terrace, Hagerstown, Maryland 21740 to 100 Western Parkway, Hagerstown, Maryland 21740; and it is

FURTHER RESOLVED; that the proper officers of the Corporation are hereby authorized and directed for and on behalf of the Corporation to file an appropriate certified copy of these resolutions with the State Department of Assessments and Taxation of Maryland and to do and perform any and all other necessary and proper acts incident thereto.

The foregoing resolutions have not been amended, rescinded or modified and are in full force and effect on the date hereof.

WITNESS, my signature under the seal of the Corporation this 14th day of September, 1988.

Brigitte E. Greenwald
Brigitte E. Greenwald,
Secretary

RBL/H56603.DOC

9-21-88

10:36a

3062 2031



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

DOCUMENT CODE 26 BUSINESS CODE _____ COUNTY 71

* D0937953 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	_____	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	_____ Resignation of Resident Agent
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code <u>028</u>
80	_____	For. Limited Partnership	ATTENTION: _____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	MAIL TO ADDRESS: _____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	Corp. Good Standing	_____
NA	_____	Foreign Corporation Registration	_____
87	_____	Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	Personal Property Reports and late filing penalties	_____
70	<u>10</u>	Change of P.O., R.A. or R.A.A.	NOTE: _____
91	_____	Amend/Cancellation, for Limited Part.	_____
	_____	Other	_____
	_____	Other	_____

TOTAL FEES 140
Check Cash
3 Documents on 1 checks

APPROVED BY: PBA

CHANGE OF RESIDENT AGENTS ADDRESS AND PRINCIPAL OFFICE
OF
HAGERSTOWN NEWS DISTRIBUTORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 21, 1988 AT 10:36 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

\$ _____

D0937953

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 JAN 31 1989

RETURN TO:
GEBHARDT & SMITH
9TH FLOOR
THE WORLD TRADE CENTER
BALTIMORE MD 21202

063C3022327

A 273805



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

928

CERTIFICATE OF CORPORATE RESOLUTIONS

I, Melvin C. Greenwald, the undersigned Secretary of GREENWALD ENTERTAINMENT SOFTWARE, INC., do hereby certify to the State Department of Assessments and Taxation of Maryland that the following resolutions were duly adopted by the Board of Directors of the Corporation:

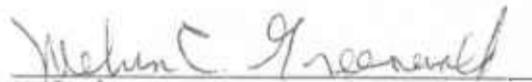
RESOLVED, that the principal office of the Corporation be and it hereby is changed from 29 North Prospect Street, Hagerstown, Maryland 21740 to 100 Western Parkway, Hagerstown, Maryland 21740; and it is

FURTHER RESOLVED, that the address of the resident agent of the Corporation in the State of Maryland is hereby changed from 29 North Prospect Street, Hagerstown, Maryland 21740 to 100 Western Parkway, Hagerstown, Maryland 21740; and it is

FURTHER RESOLVED; that the proper officers of the Corporation are hereby authorized and directed for and on behalf of the Corporation to file an appropriate certified copy of these resolutions with the State Department of Assessments and Taxation of Maryland and to do and perform any and all other necessary and proper acts incident thereto.

The foregoing resolutions have not been amended, rescinded or modified and are in full force and effect on the date hereof.

WITNESS, my signature under the seal of the Corporation this 14th day of September, 1988.


Melvin C. Greenwald,
Secretary

RBL/G61102.DOC

9-21-88

10:36a

32668063

3062 2028



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

929

DOCUMENT CODE 26 BUSINESS CODE _____ COUNTY 71

D.2190361 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 Req.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
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
87	_____	Limited Part. Good Standing
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
70	<u>10</u>	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, for Limited Part.
	_____	Other _____
	_____	Other _____

- Name Change (New Name) _____
- _____ Change of Name
- Change of Principal Office
- _____ Change of Resident Agent
- Change of Resident Agent Address
- _____ Resignation of Resident Agent

Code 028

ATTENTION: _____

MAIL TO ADDRESS: _____

NOTE: _____

TOTAL FEES \$10 Check Cash _____

3 Documents on 1 checks

APPROVED BY: 15

930

CHANGE OF RESIDENT AGENTS ADDRESS AND PRINCIPAL OFFICE
OF
GREENWALD ENTERTAINMENT SOFTWARE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 21, 1988 AT 10:36 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

\$ _____

D2190361

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 JAN 31 1989

RETURN TO:
GEBHARDT & SMITH
9TH FLOOR
THE WORLD TRADE CENTER
BALTIMORE MD 21202

063C3022326

A 273804



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

3062 2027

RESOLUTION OF JOHN WESLEY UNITED METHODIST CHURCH
OF HAGERSTOWN, MD.

John Wesley United Methodist Church of Hagerstown, Md., a Maryland corporation, having its principal office at 129 North Potomac Street, Hagerstown, Maryland 21740, hereby certifies to the State Department of Assessments and Taxation that:

1. By formal action of the Board of Trustees of said corporation, said corporation did designate as Resident Agent as follows:

a. Name and address of the corporation's current Resident Agent is: Larry M. Plymire, 129 North Potomac Street, Hagerstown, Maryland 21740.

b. That the principal office of the corporation is: 129 North Potomac Street, Hagerstown, Maryland 21740.

IN WITNESS WHEREOF, John Wesley United Methodist Church of Hagerstown, Md. has caused these presents to be signed in its name and on its behalf by its Trustee and its corporate seal to be hereunder affixed and attested by its secretary on this 19th day of September, 1988, and its Trustee acknowledges that this Resolution is the act and deed of John Wesley United Methodist Church of Hagerstown, Md., and under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval and all material respects to the best of his knowledge, information and belief.

ATTEST:

JOHN WESLEY UNITED METHODIST
CHURCH OF HAGERSTOWN, MD.

Helen Z. Heykenbohm
Secretary

BY: Charles S. Defibaugh
Charles Defibaugh,
Trustee

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
9/20/88 at 8:30 A.m.

52828070



DOCUMENT CODE _____

BUSINESS CODE _____

COUNTY 71

00305854

P.A. Religious Close Stock Nonstock

Deeding (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 Req.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
71	_____	Certificate of Merger/Transfer
70	<u>\$10.00</u>	Recording 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
87	_____	Limited Part. Good Standing
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

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

Resignation of Resident Agent
Designation of a Principal, Office, Resident Agent + Agent 2 Address

Code _____

ATTENTION: _____

MAIL TO ADDRESS:
Day and Schneida Pa.
 120 W Washington Street
 Suite 300
 Hagerstown Md. 21740

NOTE: _____

TOTAL FEES \$10.00

1 Check _____ Cash

1 Documents on _____ checks

APPROVED BY: *[Signature]*

CHANGE OF RESIDENT AGENT & ADDRESS AND PRINCIPAL OFFICE
OF
JOHN WESLEY UNITED METHODIST CHURCH OF
HAGERSTOWN, MD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 20, 1988 AT 8:30 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

\$ _____

D0305854

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 JAN 31 1989

RETURN TO:
DAY AND SCHNEIDA, P.A.
120 W. WASHINGTON STREET
SUITE 300
HAGERSTOWN MD 21740

061C3022139

A 273642



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3062 0232

934

SUTTON ENTERPRISES, INC.

ARTICLES OF INCORPORATION

9-22-88

9:20a

90

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

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

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

1. To purchase, lease and otherwise acquire and to hold, use, equip, outfit, supply service, maintain, operate, sell and otherwise dispose of eating and drinking places for the purposes of selling, serving and otherwise providing sandwiches, pizza and other light foodstuffs to the general public, as well as soft drinks, candy bars, snack foods and the like; and to engage in all activities to render all services, and to buy, sell, use, handle and deal as to all fixtures, machinery, equipment, materials, products and merchandise incidental or related thereto.

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

1988 SEP 22 A 9:20

3061 2726

3061 2726

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 9 South Main Street, Smithsburg, Maryland 21783. The name and post office address of the Resident Agent of the Corporation in Maryland is Erma Ann Sutton, 29 Club House Drive, 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 10,000 shares of common stock, par value Ten (\$10.00) Dollars per share.

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

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

Thomas Ray Sutton
Jo Ann Sutton
Erma Ann Sutton

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 *21st* day of September, 1988.

WITNESS:

Rance C. Baugh

Lynn F. Meyers

Lynn F. Meyers



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

937

DOCUMENT CODE 027 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	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
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
87	_____	Limited Part. Good Standing
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, for Limited Part.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

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

Code 075

ATTENTION: Nancy Boyer

MAIL TO ADDRESS: _____

NOTE: _____

TOTAL FEES 40
 Check _____ Cash _____
Documents on _____ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
SUTTON ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 22, 1988 AT 9:20 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:

\$

D2640423

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 JAN 31 1989

RETURN TO:
MEYERS, YOUNG & GROVE, P.A.
ATTN: NANCY BAYER
P O BOX 1267
HAGERSTOWN

MD 21741 1267

061C3022111

A 273619



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3061 2725

ARTICLES OF INCORPORATION
OF
R. JACKSON AND ASSOCIATES, INC.

he

THIS IS TO CERTIFY:

9-23-88 8:56a

FIRST: We, the undersigned, Robert Ronald Jackson, whose address is 112 Jackson Drive, Williamsport, Maryland 21795, 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 R. Jackson and Associates, Inc.

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

Rental and sale of used cars, quick lube and recreational vehicle storage facility.

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.

95:8 A 8:56

82673117 3061 2628

SNYDER & BENJAMIN, P.A.
ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND
FREDERICK, 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 112 Jackson Drive, Williamsport, Maryland 21795. The name and address of the Resident Agent of the Corporation in this State is Robert Ronald Jackson, 112 Jackson Drive, Williamsport, Maryland 21795. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 1000 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 his successors are duly chosen and qualified are: Robert Ronald Jackson and Janelle Jackson.

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.

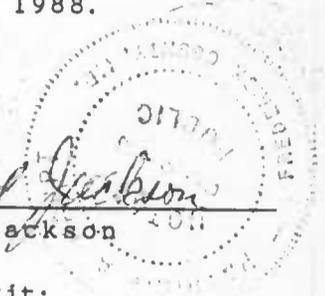
EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 20th day of Sept., 1988.

WITNESS:

Patricia A. Haupt

Robert Ronald Jackson
Robert Ronald Jackson



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

I HEREBY CERTIFY, that on this 20th day of Sept, 1988, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Robert Ronald Jackson, and severally acknowledged the execution of the foregoing Articles of Incorporation to be his voluntary acts and deeds.

WITNESS my hand and Official Notarial Seal.

Patricia A. Haupt
Notary Public

My Commission Expires:
July 1, 1990



STATE OF MARYLAND

State Department of Assessments and Taxation

Gen L. Burner, Director

DOCUMENT CODE

028

BUSINESS CODE

03

COUNTY

71

P.A. Religious Close Stock Nonstock

Merging (Transferor)

Surviving (Transferee)

Table with columns: CODE, AMOUNT, FEE REMITTED, and Name Change (New Name). 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, Penalty, For. Supplemental Cert., Foreign Resolution, Certificate of Conveyance, Certificate of Merger/Transfer, 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, Limited Part. Good Standing, Financial, Property Reports and late filing penalties, Change of P.O., R.A. or R.A.A., Amend/Cancellation, for Limited Part., Other, Other.

TOTAL FEES 49 Check Cash

Documents on checks

APPROVED BY: [Signature]

Code ATTENTION:

MAIL TO ADDRESS: George Snyder Jr, 28 Jonathan St, Hagerstown Md, 21740

NOTE: Copy made

ARTICLES OF INCORPORATION
OF
R. JACKSON AND ASSOCIATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 23, 1988 AT 8:56 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:

\$

D2640266

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 JAN 31 1989

RETURN TO:
GEORGE SNYDER, JR.
28 JONATHAN ST.
HAGERSTOWN

MD 21740

061C3022095

A 273603



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3061 2627

944

ARTICLES OF INCORPORATION

OF

W
HAWKINS-POWELL, INC. *9-21-88* *8:56a*

FIRST: We, the undersigned, William T. Powell, residing at 8807 Canberra Drive, Clinton, Maryland 20735; Naomi B. Powell, residing at 8807 Canberra Drive, Clinton, Maryland 20735; John J. Hawkins, residing at 3511 Eyre Drive South, Upper Marlboro, Maryland 20772; and Carolyn Hawkins, residing at 3511 Eyre Drive South, Upper Marlboro, Maryland 20772 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 HAWKINS-POWELL, INC.

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

(a) To own and operate an interior, exterior, painting/decorating business, including, construction, janitorial services and property management;

(b) To provide training and consultation in the above areas.

(c) to engage in any and all other lawful activities and/or business;

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

1989 SEP 21 A 8 55

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3061 0834

FOURTH: The post office address of the principal office of the Corporation in this state is 8807 Canberra Drive, Clinton, Maryland 20735. The name and post office address of the Resident Agent of the Corporation in this state is William T. Powell, 8807 Canberra Drive, Clinton, Maryland 20735. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capitol stock which the Corporation is authorized to issue is Ten Thousand (10,000) shares of capitol stock of the par value of One Dollar (\$1.00) per share, amounting in the aggregate to Ten Thousand Dollars (\$10,000.00), all of one class.

SIXTH: the number of directors of the Corporation shall be four (4) which number may be increased, 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:

William T. Powell
8807 Canberra Drive
Clinton, Maryland 20735

Naomi B. Powell
8807 Canberra Drive
Clinton, Maryland 20735

John J. Hawkins
3511 Eyre Drive South
Upper Marlboro, Maryland 20772

Carolyn Hawkins
3511 Eyre Drive South
Upper Marlboro, Maryland 20772

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

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

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

(c) The Board of Directors of the Corporation is hereby empowered to make, alter, amend or repeal the By-Laws of the Corporation. The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall, in no way, be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the 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.

3061 0836

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

(a) 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 any action by or in the right of the Corporation) by reason of the fact that he is or was such director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful.

(b) The Corporation shall indemnify any director or officer of the Corporation who was or is a party to or is threatened to be made a party to any threatened, pending or

3061 0837

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

(c) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise, in defense of any action, suit or proceeding referred to in paragraphs 1 or 2 of this Eighth Article in defense of any claim, issue or matter therein, he shall be indemnified against expense (including attorney's fees), actually and reasonably incurred by him in connection therewith, without

3061 0838

the necessity of determining the standard of conduct as provided in paragraph (d) of this Eighth Article.

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

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

(f) 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.

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

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 16th day of September, 1988, and we acknowledge the same to be our act and deed.

WITNESSES:

<u>Charles J. Washington</u>	<u>William T. Powell</u> (SEAL) WILLIAM T. POWELL
<u>Lee H. Moten</u>	<u>Naomi B. Powell</u> (SEAL) NAOMI B. POWELL
<u>Yolanda J. East</u>	<u>John J. Hawkins</u> (SEAL) JOHN J. HAWKINS
	<u>Carolyn Hawkins</u> (SEAL) CAROLYN HAWKINS



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

951

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 12 1 Certified Copy \$pgs

56 Penalty

54 For. Supplemental Cert.

53 Foreign Resolution

73 Certificate of Conveyance

76 Certificate of Merger/Transfer

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

87 Limited Part. Good Standing

71 Financial

600 Personal Property Reports and

late filing penalties

70 Change of P.O., R.A. or R.A.A.

91 Amend/Cancellation, for Limited Part.

Other _____

Other _____

TOTAL FEES 53

Check _____ Cash

1 Documents on 1 checks

APPROVED BY: [Signature]

Name Change (New Name) _____

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Thella

G. Jones Jr.

2041 Martin Luther

King Jr. Ave. SE

Penthouse Suite 405

Washington, D.C.

NOTE: 2002

3061 0841

952

ARTICLES OF INCORPORATION
OF
HAWKINS-POWELL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 21, 1988 AT 8:56 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:

\$

D2639219

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 JAN 31 1989

RETURN TO:
OTHELLO G. JONES, JR.
2041 MARTIN LUTHER KING JR. AVE
S.E. PENTHOUSE SUITE 405
WASHINGTON DC 20020

059C3021939

A 273276



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3061 0833

ARTICLES OF INCORPORATION

OF

WHEELER'S OPTICAL, INC.

9-21-88 8:39a

THIS IS TO CERTIFY:

FIRST: We the undersigned, MAURICE R. WHEELER AND DEBRA R. WHEELER whose address is 203 Virginia Avenue, Hancock, Md. 21750, each being at least eighteen years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is WHEELER'S OPTICAL, INC.

THIRD: The purpose for which this Corporation is formed are as follows:

To own, conduct, operate, maintain and carry on the business of eyeglass preparation, repairs, and sales, and to do any and all things necessary and pertinent to said business.

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

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

The foregoing enumeration of the purpose, 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 263 Penn. Ave., Hancock, Maryland, 21750. The name and post office address of the resident agent of the Corporation in this State Maurice R. Wheeler, 203 Virginia Avenue, Hancock, Maryland, 21750. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is fifty (50) shares of the par value of One Hundred Dollars (\$100.00) a share, all of one class, and having an aggregate par value of Five Thousand Dollars (\$5,000.00).

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 MAURICE R. WHEELER and DEBRA R. WHEELER.

8285 026

1988 SEP 21 A 8:39

3061 0867

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

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on September 16th, 1988.

WITNESS:

E. M. Ward

Maurice R. Wheeler (SEAL)
MAURICE R. WHEELER

E. M. Ward

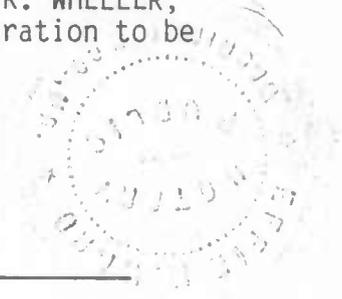
Debra R. Wheeler (SEAL)
DEBRA R. WHEELER

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on the 16th day of September, 1988, before me, the subscriber, a Notary Public in and for the State and County aforesaid personally appeared MAURICE R. WHEELER, and DEBRA R. WHEELER, and severally acknowledged the foregoing Articles of Incorporation to be their voluntary act.

WITNESS my hand and Notarial Seal.

E. M. Ward
NOTARY PUBLIC



My commission Expires: July 1, 1990



STATE OF MARYLAND

State Department of Assessments and Taxation

Geno L. Burner, Director

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, Penalty, For. Supplemental Cert., Foreign Resolution, Certificate of Conveyance, Certificate of Merger/Transfer, 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, Limited Part. Good Standing, Financial, Personal Property Reports and late filing penalties, Change of P.O., R.A. or R.A.A., Amend/Cancellation, for Limited Part., Other, Other.

Name Change (New Name) Change of Name Change of Principal Office Change of Resident Agent Change of Resident Agent Address Resignation of Resident Agent

Code ATTENTION:

MAIL TO ADDRESS: Thomas A. Close PO Box 636 Berkeley Springs, WVA 25411

NOTE:

TOTAL FEES 40 Check Cash

Documents on checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
WHEELER'S OPTICAL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 21, 1988 AT 8:39 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:

\$

D2638922

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 JAN 31 1989

RETURN TO:
THOMAS A. CLOSE
P.O. BOX 636
BERKELEY SPRINGS

WV 25411

05903021910

A 273254



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

3061 0666

FIRE - X SALES AND SERVICE CORP.
A Close Corporation

9/15/88 9:17 A

ARTICLES OF INCORPORATION

MC

FIRST: We, the undersigned, Carroll W. Wollard, II and Diane T. Wollard, whose post office address is 131 Cool Hollow Terrace, Hagerstown, Maryland 21740, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the general laws of the State of Maryland.

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

FIRE - X SALES AND SERVICE 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, as amended.

FOURTH: The Purposes for which the Corporation is formed and the businesses or objects to be carried on by it are as follows:

1988 SEP 16 A 9:17

1. To sell and service fire extinguishing apparatus and systems.
2. To manufacture, purchase, or otherwise acquire, own, mortgage, lease, improve, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with goods, wares, merchandise and real and personal property of every class description.
3. To generally engage in, do, and perform any enterprise, act or vocation that a natural person might or

82508179

perform.

FIFTH: The post office address of the principal office of the Corporation in this State is 2300 Virginia Avenue, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in this State is Carroll W. Wollard, II, 2300 Virginia Avenue, Hagerstown, Maryland 21740. Said resident agent is a citizen of this State and actually resides therein.

SIXTH: The total amount of authorized capital stock of the Corporation is One Hundred Thousand Dollars (\$100,000.00) par value divided into One Thousand (1,000) shares of the par value of One Hundred Dollars (100.00) each.

SEVENTH: The number of Directors of the Corporation shall be two (2) which number may be increased pursuant to the by-laws of the Corporation. The names of the Directors who shall act until the first annual meeting of stockholders or until their successors are fully chosen and qualified are Carroll W. Wollard, II and Diane T. Wollard.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The Corporation shall be a Close Corporation and may have less than three (3) Directors.

IN WITNESS WHEREOF. we have signed these Articles of Incorporation on this 14th day of September, 1988.

WITNESS:

J. Russell Robinson

Carroll W. Wollard, Jr. (SEAL)
Carroll W. Wollard, Jr.

J. Russell Robinson

Diane T. Wollard (SEAL)
Diane T. Wollard

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

I HEREBY CERTIFY, That on this 14th day of September, 1988, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Carroll W. Wollard and Diane T. Wollard, known to me (or satisfactorily proven) to be the persons whose names are subscribed to the within and foregoing Articles of Incorporation, and they severally acknowledged the signing of the foregoing Articles of Incorporation to be their voluntary act.

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

J. Russell Robinson
Notary Public

My Commission Expires:

July 1, 1990.

J. RUSSELL ROBINSON
Notary Public
Washington County
Maryland

J. RUSSELL ROBINSON
Notary Public
Washington County
Maryland

ARTICLES OF INCORPORATION
OF
FIRE - X SALES AND SERVICE CORP.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 15, 1988 AT 9:17 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:

\$

D2637080

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 JAN 31 1989

RETURN TO:
J. RUSSELL ROBINSON, ESQ.
152 WEST WASHINGTON ST. DRAWER A
HAGERSTOWN MD 21740

057C3021548

A 273132



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3060 2247

962

9-15-88 9:17a

ARTICLES OF INCORPORATION OF ^{1988 SEP 15} A 9 17
LEE-VI AUTO, INC.

ARTICLE I: INCORPORATORS. The names and addresses of the incorporators, each of whom is eighteen (18) years old or older and is forming a corporation under the general laws of the State of Maryland, are as follows:

President: Violet Mae Goss, Route 1, Box 353-B, Clear Spring, Maryland 21722.

Vice President: Leroy H. Goss, Jr., Route 1, Box 353 B, Clear Spring, Maryland 21722.

Secretary: Violet Mae Goss, Route 1, Box 353-B, Clear Spring, Maryland 21722.

Treasurer: Leroy H. Goss, Jr., Route 1, Box 353-B, Clear Spring, Maryland 21722.

ARTICLE II: NAME. The name of the corporation is Lee-Vi Auto, Incorporated.

ARTICLE III: PURPOSES. The purposes for which this Corporation is organized are:

(a) To engage in the distribution, purchase and sale of automobiles, including used or formerly owned automobiles;

(b) To undertake, conduct, assist, promote, and engage in research and developmental work in connection with such distribution, purchase and sale;

(c) To carry on such other business as may be necessary, convenient, or desirable to accomplish the above purposes, and to do all other things incidental thereto which are not forbidden by law or by these Articles of Incorporation, and for any other lawful purpose.

ARTICLE IV: PRINCIPAL OFFICE. The principal office of the Corporation is 1433 Salem Avenue, in Washington County, Hagerstown, Maryland 21740. ✓

ARTICLE V: RESIDENT AGENT. The registered agent is Violet Mae Goss, whose address is 1433 Salem Avenue, Hagerstown, Maryland 21740. ✓

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ARTICLE VI. CAPITAL STOCK.

Section 1. Authorized Shares. The total number of shares which this Corporation is authorized to issue is Five Thousand (5,000) shares of Common Stock. These shares shall be without par value.

Section 2. Dividends. Dividends are payable on the Common Stock, when and as declared, out of the unreserved earned surplus of the corporation. Dividends on the Common Stock may be in the form of cash, property, or shares of the Common Stock.

Section 3. Liquidation. In the event of the voluntary liquidation, dissolution or other termination of the Corporation, the holders of shares of the Common Stock shall be entitled to cash payment from corporate funds remaining after payment of all debts and other corporate obligations. Said payments shall be proportionate to the amount of shares held.

Section 4. Voting rights of Stockholders. Each holder of the Common Stock shall be entitled to one vote for each share of stock standing in his name on the books of the Corporation. At each election of directors, each holder of the Common Stock shall have as many votes as the number of shares of Common Stock owned by him.

Section 5. Pre-emptive rights. 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.

Section 6. Stock rights and options. The Corporation shall have the power to create and issue rights, warrants, or options entitling the holders thereof to purchase from the Corporation any shares of its capital stock of any class or classes, upon such terms and conditions and at such times and prices as the Board of Directors may provide, which terms and conditions shall be incorporated in an instrument or instruments evidencing such right. In the absence of fraud, the judgment of the Directors as to the adequacy of consideration for the issuance of such rights or options and the sufficiency thereof shall be conclusive. 3060 1236

ARTICLE VIII: DIRECTORS. There shall be two (2) directors. Those who will serve as directors until the first annual meeting and until their successors are elected and qualify are Violet Mae Goss and Leroy H. Goss, Jr.

ARTICLE IX: DURATION. The corporation shall have perpetual existence.

ARTICLE X: POWERS. The Corporation may exercise any powers, without limitation whatsoever, which a corporation may legally exercise under the Corporations and Associations Article of the Maryland Code, under which the Corporation is formed. In addition, the Corporation shall have the following specific powers:

(a) To elect or appoint officers and agents of the Corporation and to fix their compensation;

(b) To act as an agent for any individual, association, partnership, corporation or other legal entity;

(c) To receive, acquire, hold, exercise rights arising out of the ownership or possession thereof, sell, or otherwise dispose of, shares of other interests in, or obligations of, individuals, associations, partnerships, corporations, or governments;

(d) To receive, acquire, hold, pledge, transfer, or otherwise dispose of shares of the Corporation, but such shares may only be purchased, directly or indirectly, out of earned surplus.

(e) To make gifts or contributions for the public welfare or for charitable, scientific or educational purposes, and in time of war, to make donations in aid of war activities.

ARTICLE XI: MANAGEMENT. For the management of the business, and for the conduct of the affairs of the Corporation, and for the further definition, limitation, and regulation of the powers of the Corporation and its directors and stockholders, it is further provided:

Section 1. Size of board. The number of directors shall be as specified in the By-Laws of the Corporation, and such number may ~~from~~ 1237

time to time be increased or decreased in such manner as prescribed by the By-Laws. In no event shall the number of directors be less than Two (2). Directors need not be stockholders.

Section 2. Powers of board. In furtherance and not in limitation of the powers conferred by the laws of the State of Maryland, the Board of Directors is expressly authorized and empowered:

(a) To make, alter, amend, and repeal the By-Laws, subject to the power of the Stockholders to alter or repeal the By-Laws made by the Board of Directors;

(b) Subject to the applicable provisions of the By-Laws then in effect, to determine, from time to time, whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be open to stockholder inspection. No stockholder shall have any right to inspect any of the accounts, books, or documents of the Corporation, except as permitted by law, unless and until the stockholder makes a demand to inspect, giving at least five days' written notice to the Board.

(c) To authorize and issue, without stockholder consent, obligations of the Corporation, secured and unsecured, under such terms and conditions as the Board, in its sole discretion, may determine, and to pledge or mortgage, as security therefor, any real or personal property of the Corporation, including after-acquired property;

(d) To determine whether any and, if so, what part, of the earned surplus of the Corporation shall be paid in dividends to the stockholders, and to direct and determine other use and disposition of any such earned surplus;

(e) To fix, from time to time, the amount of the profits of the Corporation to be reserved as working capital or for any other lawful purposes;

(f) To establish bonus, profit-sharing, stock option, or other types of incentive compensation plans for the employees, including officers and directors, of the Corporation, and to fix the amount of profits to be shared or distributed, and to determine the persons to participate in any such plans and the amount of their respective participations.

3060 1238

(g) To designate, by resolution or resolutions passed by a majority of the whole Board, one or more committees, each consisting of two or more stockholders, which stockholders, to the extent permitted by law and authorized by the resolution or the By-Laws, shall have and may exercise the powers of the Board.

(h) To provide for the reasonable compensation of its own members by By-Law, and to fix the terms and conditions upon which such compensation will be paid;

(i) In addition to the powers and authority hereinbefore mentioned, or by statute, expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts and things as may be lawful under the provisions of the laws of the State of Maryland, of these Articles of Incorporation, and of the By-Laws of the Corporation.

Section 3. Interested directors. No contract or transaction between this Corporation and any of its directors, or between this Corporation and any other corporation, firm, association, or other legal entity shall be invalidated by reason of the fact that the director of the Corporation has a direct or indirect interest, pecuniary or otherwise, in such corporation, firm, association, or legal entity, or because the interested director was present at the meeting of the Board of Directors which acted upon or in reference to such contract or transaction, or because he participated in such action, provided that the interest of each such director shall have been disclosed to or known by the Board and a disinterested majority of the Board shall have nonetheless ratified and approved such contract or transaction. Such interested director or directors may be counted in determining whether a quorum is present for the meeting at which such ratification or approval is given. If the vote of such interested director or directors, is, or was, necessary for the approval of such contract or transaction, then such contract or transaction shall with disclosure of the director's or directors' interest, be submitted for the approval or ratification "of" the stockholders.

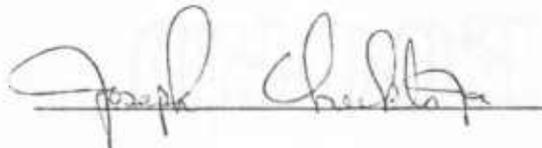
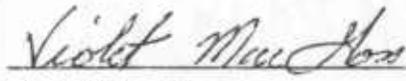
ARTICLE XII: PLACE OF MEETING; CORPORATE BOOKS.

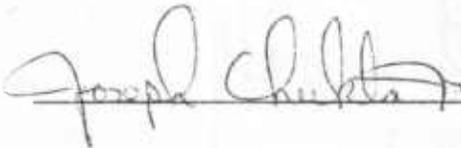
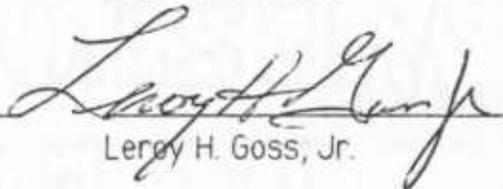
Subject to the laws of the State of Maryland the stockholders and the Directors shall have power to hold their meeting, and the Directors shall have the power to have an office or offices and to maintain the books of the Corporation outside the State of Maryland, at such place or places as

may from time to time be designated in the By-Laws or by appropriate resolution.

ARTICLE XIII: AMENDMENT OF ARTICLES. The provisions of these Articles of Incorporation may be amended, altered or repealed from time to time to the extent and in the manner prescribed by the laws of the State of Maryland, and additional provisions authorized by such laws as are then in force may be added. All rights herein conferred on the directors, officers and stockholders are granted subject to this reservation.

WITNESS:


 (SEAL)
 Violet Mae Goss

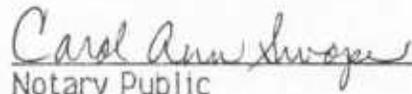

 (SEAL)
 Leroy H. Goss, Jr.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this ^{04th} day of *September*, 1988, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Violet Mae Goss and Leroy H. Goss, Jr., who did acknowledge that they executed the foregoing Articles of Incorporation as their voluntary act; and at the same time did make oath in due form of law that the matters and facts contained therein are true to the best of their knowledge, information and belief.

WITNESS my hand and Official Notarial Seal.




 Notary Public

My Commission Expires:

July 1, 1990

3060 1240



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 024 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	<u>Name Change (New Name)</u>
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	_____ Change of Name
50	_____	Cert. of Qual. or Req.	_____ Change of Principal Office
51	_____	Foreign Name Registration	_____ Change of Resident Agent
13	_____	Certified Copy	_____ Change of Resident Agent Address
56	_____	Penalty	_____ Resignation of Resident Agent
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	
84	_____	Amendment to Limited Partnership	ATTENTION: _____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	Corp. Good Standing	MAIL TO ADDRESS: <u>Joseph</u>
NA	_____	Foreign Corporation Registration	<u>Chukla, Jr.</u>
87	_____	Limited Part. Good Standing	<u>208 W. Potomac St.</u>
71	_____	Financial	<u>Hagerstown, Md</u>
600	_____	Personal Property Reports and late filing penalties	<u>21740</u>
70	_____	Change of P.O., R.A. or R.A.A.	
91	_____	Amend/Cancellation, for Limited Part.	NOTE: _____
	_____	Other	
	_____	Other	

TOTAL FEES 40
_____ Check _____ Cash
1 Documents on 1 checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
LEE-VI AUTO, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **SEPTEMBER 18, 1988** AT **9:17** 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:

\$ _____

D2636058

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 JAN 31 1989

RETURN TO:
JOSEPH CHUKLA, JR.
208 W. POTOMAC ST.
HAGERSTOWN

MD 21740

056C3021409

A 272997



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO,

3060 1234

970

§

DICO FOODS, INC.
(A Close Corporation)

8.54 a

ARTICLES OF INCORPORATION

9-14-88

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 **Dico Foods, Inc.**

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

1. To operate a pizza parlor; and
2. To do anything permitting by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 420 East Antietam Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are Rawley Martin Shelton, 1187 Avendale Court, Frederick, Maryland 21701. Said Resident Agent is an individual actually residing in this State. ✓

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

1988 SEP 14 8 54 AM

82588133 3060 1176

SIXTH: The Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is Rawley Martin Shelton.

SEVENTH: The Corporation shall be a close Corporation as authorized by Title IV of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

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

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

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue

or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by an affirmative unanimous vote, at a duly constituted meeting of all the 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.

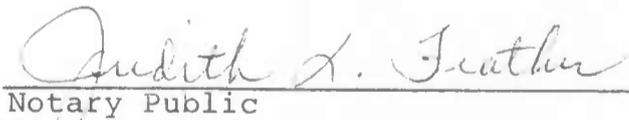
IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 23rd day of August, 1988, and I acknowledge the same to be my act.


Scott L. Schubel
Incorporator

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

I HEREBY CERTIFY, That on this 23rd day of August, 1988, 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.


Notary Public



My Commission Expires:
7-1-90



STATE OF MARYLAND

State Department of Assessments and Taxation

Geno L. Burner, Director

973

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, FEE REMITTED. Rows include codes 20-76, 75-85, 21-31, NA, 87-71, 600, 70-91. Descriptions 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, Penalty, For. Supplemental Cert., Foreign Resolution, Certificate of Conveyance, Certificate of Merger/Transfer, 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, Limited Part. Good Standing, Financial, Personal Property Reports and late filing penalties, Change of P.O., R.A. or R.A.A., Amend/Cancellation, for Limited Part., Other.

Name Change (New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Resignation of Resident Agent

Code

ATTENTION:

MAIL TO ADDRESS: Scott L

Schubel

Wachs, Boone and Bannon P.A. 138 West Washington Ave.

Hagerstown, Md 21740-4769

NOTE:

TOTAL FEES

49

Check Cash

Documents on checks

APPROVED BY:

974

ARTICLES OF INCORPORATION
OF
DICO FOODS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **SEPTEMBER 14, 1988** AT **8:54** 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:

\$ _____

D2635944

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 JAN 31 1989

RETURN TO:
WACHS BOONE AND BANNON, P.A.
ATTN: SCOTT L. SCHUBEL
138 WEST WASHINGTON AVE.
HAGERSTOWN MD 21740 4769

056C3021398

A 272986



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO

3060 1175

ARTICLES OF AMENDMENT AND RESTATEMENT

OF

D.M. BOWMAN, INC.

1988 SEP 14 A 11:00

9/14/88

11:00 A

The D.M. Bowman, Inc., a Maryland corporation (the "Corporations"), 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: I, Jerome T. Miraglia, whose post office address is 10 Light Street, Baltimore, Maryland 21202, being at least 18 years of age, hereby form a corporation under the Maryland General Corporation Law.

SECOND: The name of the Corporation (the "Corporation") is D.M. Bowman, Inc.

THIRD: The purposes for which the Corporation is formed are: (1) to manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign, and transfer, or to otherwise dispose of, to invest, trade, deal in and deal with, goods, wares, merchandise, and real and personal property of every class and description; (2) to engage in all aspects of and activities incident to the trucking business; and (3) 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.

FOURTH: The address of the principal office of the Corporation is Interstate Industrial Park, Governor Lane Boulevard, Williamsport, Maryland 21795. The name and address of the resident agent of the Corporation is Donald M. Bowman, Jr., Milestone Farm, Route 3, Williamsport, Maryland 21795.

FIFTH: The total number of shares of Capital Stock which the Corporation has authority to issue is 10,000, all of one class called Common Stock. The par value of each share of Common Stock is \$10.00 and the aggregate par value of all the shares of the Common Stock is \$100,000.00.

82504134

3059 1981

SIXTH: The number of Directors of the Corporation shall be five, until changed as provided by the By-Laws of the Corporation. The names of those who will serve as Directors until the first annual meeting of the stockholders and until their successors are elected and qualify are Donald M. Bowman, Jr., Jone L. Bowman, Todd R. Bowman, James R. Jones and Leslie E. Willis.

SEVENTH: To the fullest extent permitted by Maryland law, as it may be amended from time to time, no person who at any time was or is a director or officer of the Corporation shall be personally liable to the Corporation or its stockholders for money damages. No amendment of the charter of the Corporation or repeal of any of its provisions shall limit or eliminate any of the benefits provided to directors and officers under this Article in respect of any act or omission that occurred prior to such amendment or repeal.

EIGHTH: 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 law as it may be amended from time to time. The Corporation may indemnify any other persons permitted but not required to be indemnified by Maryland law as it may be amended from time to time, 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. No amendment of the charter of this Corporation or repeal of any of its provisions shall limit or eliminate any of the benefits provided to directors and officers under this Article in respect of any act or omission that occurred prior to such amendment or repeal.

THIRD: This amendment and restatement of the charter of the Corporation was advised by the Board of Directors and approved by the sole Stockholder of the Corporation by written consents.

IN WITNESS WHEREOF, the Corporation has caused these Articles to be signed in its name and on its behalf on this 25th day of August, 1988 by its President who acknowledged 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:

D.M. BOWMAN, INC.



Todd Bowman, *Secretary*

By 

James R. Jones, President

jtmdmb1.inc



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

DOCUMENT CODE 13 BUSINESS CODE _____ COUNTY 21

D0326157 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	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
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
87	_____	Limited Part. Good Standing
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, for Limited Part.
	_____	Other _____
	_____	Other _____

Name Change (New Name) _____

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Resignation of Resident Agent

Code 045

ATTENTION: _____

MAIL TO ADDRESS: _____

NOTE: _____

TOTAL FEES 29.00

Check _____ Cash _____

Documents on _____ checks

APPROVED BY: [Signature]

THE ARTICLES OF AMENDMENT AND RESTATEMENT
OF
D. M. BOWMAN, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **SEPTEMBER 14, 1988** AT **11:00** 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

\$ _____

00326157

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 JAN 31 1989

RETURN TO:
MILES & STOCKBRIDGE
10 LIGHT STREET
BALTIMORE

MD 21202

055C3021392

A 272975



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

3059 1930

980

MILLER'S INSURANCE AND APPRAISAL SERVICE, INC.

ARTICLES OF VOLUNTARY DISSOLUTION

9/14/88

8-33 A

Miller's Insurance and Appraisal Service, Inc., a Maryland corporation, having its principal office in Hancock, 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 26 West Main Street, Hancock, Maryland 21750.

THIRD: The name and address of a resident agent of the Corporation who shall serve for one year after dissolution and until the affairs are wound up is Thelma A. C. Miller, 26 West Main Street, Hancock, Maryland 21750.

FOURTH: The name and address of each director of the Corporation are as follows: Thelma A. C. Miller, 26 West Main Street, Hancock, Maryland 21750.

FIFTH: The name, title and address of each officer of the Corporation are as follows: Thelma A. C. Miller, President and Treasurer, 26 West Main Street, Hancock, Maryland 21750; Vicky K. Shephard, Secretary, 29 W. Main Street, Hancock, Maryland 21750; and Roger Schlossberg, Assistant Secretary, 134 West Washington Street, 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

3059 1762

82588031

1988 SEP 14 A 8:33

Schlossberg, P. A.
Attorneys at Law
134 West Washington Street
Hagerstown, Maryland 21740
Area Code 301
739 8610

Stockholders of the Corporation; and further in that the voluntary dissolution of the Corporation was, by unanimous written informal action 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, Miller's Insurance and Appraisal Service, Inc., has caused these presents to be signed in its name and on its behalf by its President and its Corporate Seal to be hereunder affixed and attested by its Secretary on this 26th day of August, 1988, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of Miller's Insurance and Appraisal Service, Inc., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of her knowledge, information and belief.

ATTEST:

MILLER'S INSURANCE AND APPRAISAL SERVICE, INC.

Vicky K. Shephard
Vicky K. Shephard, Secretary

BY: Thelma A. C. Miller
Thelma A. C. Miller, President

3059 1763

Roger Schlossberg, P. A.
Attorneys at Law
134 West Washington Street
Hagerstown, Maryland 21740
Area Code 301
739 8610

982

RECEIVED AUG 19 1988

STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
LOUIS L. GOLDSTEIN TREASURY BUILDING
P.O. BOX 466 PHONE 974-3814
ANNAPOLIS, MARYLAND 21404-0472
AUGUST 16, 1988

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

MILLER'S INSURANCE AND APPRAISAL SERVICE, INC.

have been paid.

WITNESS my hand and official seal this

16TH day of AUGUST A.D. 1988.


DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

3059 1764

PS-409

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

July 26, 1988

Roger Schlossberg, P.A.
134 West Washington Street
Hagerstown, Maryland 21740
Attn: Thomas M. DiGirolamo

THIS IS TO CERTIFY that according to the records of the State Department of Assessments and Taxation, assessments of Personal property taxable to:

Miller's Insurance and Appraisal Service, Inc.

a Maryland corporation, have been certified to the following counties and cities for the collection of taxes thereon, which taxes are not barred by Section 212 of Article 81 or otherwise:

None

This certificate is made pursuant to Section 3-107, Corporations and Associations Volumes.

E. H. Coulson
E. H. Coulson

EHC:ac

3059 1765



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

DOCUMENT CODE 19 BUSINESS CODE _____ COUNTY 71

D2365096 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 _____ Penalty
54 _____ For. Supplemental Cert.
53 _____ Foreign Resolution
73 _____ Certificate of Conveyance

Name Change (New Name) _____

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

76 _____ Certificate of Merger/Transfer

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
87 _____ Limited Part. Good Standing
71 _____ Financial

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Roger Schlosser, P.A.
134 W. Washington St.
Hagerstown, MD 21740

600 _____ Personal Property Reports and late filing penalties

NOTE: _____

70 _____ Change of P.O., R.A. or R.A.A.
91 _____ Amend/Cancellation, for Limited Part.

Other _____
Other _____

TOTAL FEES 50.00

Check _____ Cash _____

Documents on _____ checks

APPROVED BY: [Signature]

THE ARTICLES OF DISSOLUTION
OF
MILLER'S INSURANCE AND APPRAISAL SERVICE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **SEPTEMBER 14, 1988** AT **8:33** 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

D2365096

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 JAN 31 1989

RETURN TO:
ROGER SCHLOSSBERG, P.A.
134 W. WASHINGTON STREET
HAGERSTOWN MD 21740

055C3021372

A 272957



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

3059 1761

986

RBF, INCORPORATED

ARTICLES OF REVIVAL

9/14/88

5 33 A

RBF, INCORPORATED, a Maryland corporation having its principal office in Washington County, Maryland (hereinafter referred to as the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: These Articles of Revival are for the purpose of reviving the Charter of the Corporation.

SECOND: The name of the Corporation at the time of the forfeiture of its Charter was RBF, Incorporated.

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

FOURTH: The post office address of the principal office of the Corporation in the State of Maryland is 480 North Potomac Street, Hagerstown, Maryland 21740, and said principal office is located in Washington County, Maryland, the same county in which the principal office of the Corporation was located at the time of the forfeiture of its Charter.

FIFTH: The name and post office address of the resident agent of the Corporation in the State of Maryland are Sandra Tillou, 480 North Potomac Street, Hagerstown, Maryland 21740. Said resident agent is a citizen actually residing in this State.

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

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

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

32588030
1988 SEP 14 A 8:32
32588030 1753

IN WITNESS WHEREOF, the Corporation has caused these Articles of Revival to be signed and acknowledged in its name and on its behalf by its last acting President and its corporate seal to be hereunto affixed and attested by its last acting Secretary all as of this 30th day of August, 1988.

ATTEST:

RBF, INCORPORATED

Janet E. Frank
Janet E. Frank
Last Acting Secretary

BY: Robert B. Frank (SEAL)
Robert B. Frank
Last Acting President

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

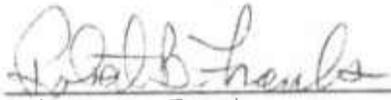
Dated: August 30th, 1988

Robert B. Frank
Robert B. Frank

Janet E. Frank
Janet E. Frank

AFFIDAVIT IN SUPPORT OF FILING
OF ARTICLES OF REVIVAL OF RBF, INCORPORATED

I, ROBERT B. FRANK, the last acting President of RBF, Incorporated (the "Corporation"), do hereby declare and affirm that the Corporation has paid all State and local taxes, except taxes on real estate, all interest and penalties due by the Corporation or which would have become due if the charter of the Corporation had not been forfeited, whether or not said taxes, interest and penalties are barred by limitations or not.



Robert B. Frank
Last Acting President of
RBF, Incorporated

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I DO HEREBY CERTIFY, that on the 2nd day of ^{September}~~August~~, 1988, before me, a Notary Public in and of the County and State and aforesaid, personally appeared ROBERT B. FRANK, who made oath in due form of law that the contents of the foregoing Affidavit are true and correct.

WITNESS my hand and Official Notarial Seal.



Notary Public

MY COM EXP: July 1, 1990

1988 SEP 14 A 8:32

3059 1755



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 19 8 BUSINESS CODE _____ COUNTY 71

* D0812735 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>20</u>	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
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
87	_____	Limited Part. Good Standing
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, for Limited Part.
_____	_____	Other _____
_____	_____	Other _____

- Name Change (New Name) _____
- Change of Name
 - Change of Principal Office
 - Change of Resident Agent
 - Change of Resident Agent Address
 - Resignation of Resident Agent

Code _____
ATTENTION: _____

MAIL TO ADDRESS:
James D. Johnson, Esq.
State and Schiller
138 W. Washington St.
Hagerstown, Md 21740

NOTE:
1982-88 reports filed
NA

TOTAL FEES 50.00
Check _____ Cash _____
Documents on _____ checks _____

APPROVED BY: [Signature]

THE ARTICLES OF REVIVAL
OF
RBF, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **SEPTEMBER 14, 1988** AT **8:33** 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

\$ 30.00

D0812735

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 JAN 31 1989

RETURN TO:
JAMES D. JOHNSON, JR., ESQ.
STRITE AND SCHILDT
138 W. WASHINGTON STREET
HAGERSTOWN MD 21740

055C3021370

A 272955



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3059 1752

APPROVED FOR RECORD
9/14/88 10:23

Jhr

ARTICLES OF INCORPORATION
OF
RC BUILDERS, INC.

FIRST: CLARENCE E. HORST, whose post office address is Route 6 Box 35R, Salem Road, Hagerstown, MD 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 this corporation (which is hereinafter referred to as the "Corporation") is RC BUILDERS, INC.

THIRD: The Corporation shall be a close corporation as authorized by Title 4 of the Maryland Corporations and Associations Code Annotated, as amended.

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

(1) To acquire, by purchase, lease, or otherwise, lands and interests in lands, and to own, hold, improve, develop, and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held or occupied by the Corporation, buildings or other structures, with their appurtenances, and to manage, operate, lease, rebuild, enlarge, alter, rehabilitate or improve any buildings or other structures, now or hereafter erected on any lands so owned, held, or occupied, and to encumber or dispose of any lands or interests in lands, and any buildings or other structures, and any stores, shops, suites, rooms, or part of any buildings or other structures, at any time owned or held by the Corporation; and

To acquire, by purchase, lease, manufacture, or

1988 SEP 14 A 10:23

3059 1290

otherwise, any personal property deemed necessary or useful in the equipment, furnishings, improvement, development, or management of any property, real or personal, at any time owned, held, or occupied by the Corporation and to invest, trade, and deal in any personal property deemed beneficial to the Corporation, and to encumber or dispose of any personal property at any time owned or held by the Corporation; and

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

(3) To engage in the business of and to act as general contractors, builders, pavers, wreckers, concrete breakers and contractors, miners, dredgers, excavators, welldiggers, carpenters, woodworkers, cabinet makers, plumbers, electricians, drilling contractors, riveters, acoustical contractors, glaziers, roofers, tinsmiths, floorers, tile contractors, bricklayers, hod
3059 1291

carriers, masons, quarry owners and operators, stone, sand, and gravel dealers, stonecutters, sand blasters, copper, tin, lead, aluminum, brass, bronze, nickel, zinc, iron, steel, and other metal producers and processors, smiths, sheet metal and other metal workers, smelters, welders, machinists, tool and die makers, steamfitters, gasfitters, heating and air conditioning contractors, elevator contractors, waterproofing and fireproofing contractors, painters, decorators, plasterers, paperhangers, draftsmen and designers, and suppliers, equippers, and outfitters for the foregoing, and to engage in all other activities, render all other services, and handle and deal in all materials, supplies, and products incidental or related to or connected with any and every phase of the building and construction trades; to purchase, lease, or otherwise acquire and to erect, construct, build, establish, dredge, pave, mine, quarry, develop, and improve and to raze, tear down, rebuild, repair, restore, remodel, alter, fireproof, waterproof, insulate, and clean and to sell, exchange, rent, license, or otherwise dispose of and to outfit, supply, equip, furnish, manage, inspect, use, own, hold, service, and operate and to deal and trade in and with real estate lands, lots, acreage, fields, yards, waterways, roads, streets, parks, gardens, piers, docks, wharves, beaches, swimming pools, homes, and buildings of every kind and description and parts thereof and appurtenances thereto, and all other structures, establishments, and shelters of every kind and description, mines, oil wells, quarries, sand and gravel pits, tar pits, lime pits, and other pits, beds and deposits,

3059 1292

machine shops, tool and die plants, and establishments, foundries, smelting plants, blast furnaces, lumber yards, storehouses, warehouses, processing plants, retail and wholesale shops and establishments, showrooms, laboratories, and other factories, mills, plants, buildings, yards, and fields of every kind and description.

(4) To act as public relations and research counsellors and promotion, merchandising, and industrial counsellors and business consultants, and in connection therewith to render management, negotiation, research, technical, and advisory services to persons, firms, corporations, and others in connection with their relations with employees, associates, stockholders, government officials and agencies, and the general public and any person or special group.

To serve in an advisory, managerial, and consultative capacity to corporations, associations, partnerships, individuals, and others, and to establish and maintain bureaus, departments, and laboratories for industrial, financial, statistical, inventory, and other research work, and to engage generally in the business of providing, promoting, and establishing systems, methods, and controls for industrial and managerial efficiency and operations.

To investigate systems, methods, and controls of manufacturing, plant operations, packing, storing, shipping, marketing, inventories, accounting, and other operations integral to any and all types of businesses and to make recommendations, revise, adapt, modernize, and establish economies to effect

3059 1293

industrial and managerial efficiency and in connection therewith to take over the entire operation and business of any type of industry or other forms of endeavor and to do all such things and to perform all such services as may be necessary to carry out the foregoing purposes.

To devise, develop, create, inaugurate, and contract for the establishment, installation, and sale and rental of systems, methods, and controls for efficient operation and management of industrial manufacturing, mercantile, commercial, or other business concerns, firms, partnerships, associations, and corporations and to provide, make available, and furnish maintenance and supervision and to train and instruct individuals in the operation, installation, and maintenance of such systems, methods, and controls.

So far as authorized by the law under which this certificate is drawn: to examine and inspect the books and accounts of others, to devise and install financial, checking, correspondence, filing, and other office and business systems; to take inventories; to make appraisals; to compile statistics as an aid to the officers of the corporations and other persons in the making of reports and statements; to do all such things and perform or supply all such services as are commonly done, performed, or supplies by business management experts; to warrant the accuracy of the work done or services performed by it, but not to engage in the practice of accounting.

(5) To engage in any other lawful purpose and business and to do anything permitted by Section 2-103 of the Corporations

3059 1294

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 6 Box 35R, Salem Road, Hagerstown, Maryland 21740. The name and address of the Resident Agent of the Corporation in this State is Fredric G. Antenberg, Suite 409, One Mall North, 10025 Governor Warfield Parkway, Columbia, Maryland 21044. 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 fifty thousand (50,000) shares of common stock, without par value.

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

CLARENCE E. HORST

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 13 day of September, 1988, and I acknowledge the same to be my act. I solemnly affirm under the penalties of perjury that the contents of the foregoing Articles of Incorporation are true to the best of my knowledge, information, and belief.

WITNESS:

J. E. Sawyer

Clarence E. Horst

CLARENCE E. HORST, Incorporator

C000586

3059 1295



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

997

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

* P.A. Religious [X] Close [X] Stock Nonstock

Merging (Transferor) Surviving (Transferee)

Table with columns: CODE, AMOUNT, FEE REMITTED, Name Change (New Name). Includes rows for Organ. & Capitalization, Rec. Fee (Arts. of Inc.), Rec. Fee (Amendment), etc.

TOTAL FEES \$238.00 [X] Check Cash Documents on 1 checks

Code ATTENTION: Frederic G. Antenberg, Esq

MAIL TO ADDRESS: Suite 409 One mall north 10025 Governor Wayfield Parkway Columbia MD

NOTE: 21044

APPROVED BY: [Signature]

CERTIFIED COPY MADE 3059

ARTICLES OF INCORPORATION
OF
RC BUILDERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **SEPTEMBER 14, 1988** AT **10:23** O'CLOCK **A.** M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 200.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

D2635167

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 JAN 31 1989
RETURN TO:
FREDRIC G. ANTENBERG, ESQ.
10025 GOVERNOR WARFIELD PARKWAY
SUITE 409 ONE MALL NORTH
COLUMBIA MD 21044

055C3021281

A 272879



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

3059 1289

APPROVED FOR RECORD

9-9-88

10:02 a.m.

ARTICLES OF INCORPORATION
OF
SNYDER MARKETING GROUP, INC.

THIS IS TO CERTIFY:

FIRST: I, the undersigned, George E. Snyder, Jr., whose address is 28 Jonathan 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 Snyder Marketing Group, Inc.

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

The marketing development and sales of new business opportunities, products and marketing development of law practices..

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 & BENJAMIN, P.A.
ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND
FREDERICK, MARYLAND

20-01 V b- d3S 8861

4530276

3059 2663

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 28 Jonathan Street, Hagerstown, Maryland 21740. The name and 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 a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 1000 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 names of the directors who shall act until the first annual meeting or until his successors are duly chosen and qualified are: George E. Snyder, Jr.

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

3059 2664

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 7 day of September, 1988.

WITNESS:

Kristi L. Miller

George E. Snyder, Jr.
George E. Snyder, Jr.

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

I HEREBY CERTIFY, that on this 7th day of September, 1988, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared George E. Snyder, Jr., and severally acknowledged the execution of the foregoing Articles of Incorporation to be his voluntary acts and deeds.

WITNESS my hand and Official Notarial Seal.

Kristi L. Miller
Notary Public

My Commission Expires:
July 1, 1990



1902



STATE OF MARYLAND

State Department of Assessments and Taxation

Geno 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

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 Req.
51		Foreign Name Registration
13	9	1 Certified Copy 3 pgs?
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
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23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corporation Registration
87		Limited Part. Good Standing
71		Financial
600		Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, for Limited Part.
		Other _____
		Other _____

Name Change (New Name) _____

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

Code _____

ATTENTION: George E. Snyder

MAIL TO ADDRESS: Snyder + Benjamin P.A. 28 Jonathan Street Hagerstown

NOTE:

TOTAL FEES

149

Check _____ Cash

Documents on _____ checks

APPROVED BY: _____

3059 2666

1003

ARTICLES OF INCORPORATION
OF
SNYDER MARKETING GROUP, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **SEPTEMBER 9, 1988** AT **10:02** 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:

\$ _____

02634343

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 JAN 31 1989

RETURN TO:
SNYDER & BENJAMIN, P.A.
ATTN: GEORGE E. SNYDER
28 JONATHAN STREET
HAGERSTOWN

MD 21740

054C3021111

A 272723



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3059 2662

1004

9/13/88

11:23 A

KL

ARTICLES OF INCORPORATION

OF

CBM, INC.

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, James E. May, whose Post Office address is Route 10, Box 82, 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 a corporation, 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:

CBM, 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 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 commercial/retail business.

20207582
1988 SEP 13 A 11:23

3059 2631

-2-

B. 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 of otherwise.

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

D. To 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.

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

3059 2632

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 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 Route 10, Box 82, Hagerstown, Washington County, Maryland 21740. The Resident Agent of the Corporation is James E. May, whose Post Office address is Route 10, Box 82, 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 four (4) 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 four (4). The initial directors shall be James E. May, Robert L. Calandrella, Gregory L. Moser, and Harold A. Blubaugh, Jr.

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 S2-418 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,

-6-

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 September 9th, 1988.

WITNESS:

Richard E. May James E. May
James E. May

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

I HEREBY CERTIFY that on September 9th, 1988, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared James E. May, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and who acknowledged that he executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

Richard E. May
Notary Public

My Commission Expires
July 1, 1990

3059 2636

ARTICLES OF INCORPORATION
OF
CBM, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 13, 1988 AT 11:23 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:

\$

02634293

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 JAN 31 1989

RETURN TO:
RICHARD F. MCCROZ, ESQ.
152 WEST WASHINGTON ST
HAGERSTOWN MD 21740

054C3021106

A 272718



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3059 2630

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

1012

APPROVED FOR RECORD

09-07-88 at 8:55

ARTICLES OF AMENDMENT

ENGLISH-LESKY DISTRIBUTING COMPANY, INC.

English-Lesky Distributing Company, Inc., a Maryland corporation, having its principal office in Washington County, Maryland (hereinafter called the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

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

SECOND: That the name of the Corporation is:

English-Lesky Distributing Company, Inc.

and inserting in lieu thereof the following:

SECOND: That the name of the Corporation is:

B. P. Lesky Distributing Co., Inc.

SECOND: That the Charter of the Corporation is hereby amended by striking out Article FOURTH and inserting in lieu thereof the following:

FOURTH: The post office address of the place of principal office in the State of Maryland will be located at 120 Western Maryland Parkway, Hagerstown, Maryland and the name of the Resident Agent, shall be Bernard P. Lesky, whose post office address is 120 Western Maryland Parkway, Hagerstown, Maryland. Said agent is a citizen of Maryland and actually resides therein.

THIRD: The Board of Directors of the Corporation at a meeting duly convened and held on June 30, 1988 adopted a

1988 SEP -1 A 8:55

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resolution in which was set forth the foregoing amendment to the Charter, declaring that said amendment of the Charter was advisable and directing that it be submitted for action thereon at a Special Meeting of the Stockholders of the Corporation to be held June 30, 1988.

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

THE UNDERSIGNED, President of English-Lesky Distributing Company, Inc., who executed on behalf of said Corporation, the foregoing Articles of Amendment of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation, the foregoing Articles of Amendment to be the corporate act of said Corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Attest to Signature
and Corporate Seal:

Marquette Lesky
Secretary

ENGLISH-LESKY DISTRIBUTING COMPANY,
INC.

By: Bernard P. Lesky
Bernard P. Lesky

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

I HEREBY CERTIFY, That on this 1st day of July A. D., 1988, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Bernard P. Lesky, President of English-Lesky Distributing Company, Inc., a Maryland corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation and further made oath in due form of law that that 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.

Jeri Lynn Marshall
Notary Public



My Commission Expires:
1 July 1990



STATE OF MARYLAND

State Department of Assessments and Taxation

Gen L. Burner, Director

1015

DOCUMENT CODE

09A 46

BUSINESS CODE

03

COUNTY

71

D0087452

P.A

Religious

Close



Stock

Nonstock

Merging (Transferor)

Surviving (Transferee)

CODE AMOUNT FEE REMITTED

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		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
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
87		Limited Part. Good Standing
71		Financial
600		Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, for Limited Part.
		Other
		Other

Name Change (New Name)

B. P. Lesky Distributing Co., Inc.

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

Code

ATTENTION:

MAIL TO ADDRESS: Meyers, Young & Grove, P.A. P.O. Box 1267 Hagerstown, Md. 21741-1267

NOTE:

TOTAL FEES

20

Check

Cash

Documents on checks

APPROVED BY: J.M.T.

1016

ARTICLES OF AMENDMENT
OF
ENGLISH LESKY DISTRIBUTING COMPANY, INC.
CHANGING ITS NAME TO:
B. P. LESKY DISTRIBUTING CO., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 7, 1988 AT 8:55 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

\$ _____

D0087452

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 JAN 31 1989

RETURN TO:
MEYERS, YOUNG & GROVE, P.A.
P.O. BOX 1267
HAGERSTOWN MD 21741 1267

053C3021096

A 272702



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3059 0211

FRIENDS n' SPIRIT, INC.

ARTICLES OF AMENDMENT

gp
9-7-88 10:47a
FRIENDS n' SPIRIT, INC., a Maryland corporation, having its principal office at Route #1, Box 225A, Clear Spring, Maryland, 21722, 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 to change the name of the Corporation from Friends n' Spirit, Inc. to Singing Spirit, Inc., Article SECOND being stricken and the following being substituted therefor:

"SECOND: The name of the Corporation is SINGING SPIRIT, INC."

SECOND: The Charter of the Corporation is hereby amended to amend the purposes of the Corporation, Article FOURTH being stricken and the following being substituted therefor:

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

(1) To participate in the business of household cleaning services.

(2) To participate in the business of breeding, raising, buying and selling horses.

(3) To participate in any other type of lawful business activities."

THIRD: The Charter of the Corporation is hereby amended to change the post office address of the principal office and resident agent of the Corporation, Article FIFTH being stricken and the following being substituted therefor:

V
"FIFTH: The post office address of the principal office of the Corporation in Maryland is Route #1, Box 160-A, Fairplay, Maryland, 21733. The name and post office address of the resident agent of the Corporation in Maryland are James W. Wilson, Route #1, Box 160-A, Fairplay, Maryland, 21733. Said resident agent is a citizen of Maryland and actually resides therein."

FOURTH: The Corporation, which has elected not to have any directors, ~~has advised~~ foregoing amendment, and by written informal action taken by the sole stockholder of the Corporation in accordance with Section 2-505 of the Corporations

8250523

3059 0118

and Associations Article of the Annotated Code of Maryland, the stockholder of the Corporation duly approved said amendment.

IN WITNESS WHEREOF, FRIENDS n' SPIRIT, 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 Vice President on this 1st day of August, 1988, and its President acknowledges that these Articles of Amendment are the act and deed of FRIENDS n' SPIRIT, 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.

FRIENDS n' SPIRIT, INC.

ATTEST:

Dorothy B. Wilson
Dorothy B. Wilson
Vice President

BY:

James W. Wilson
James W. Wilson
President
Secretary



STATE OF MARYLAND

State Department of Assessments and Taxation

Geno L. Burner, Director

DOCUMENT CODE

9A

BUSINESS CODE

COUNTY

71

0635490

P.A.

Religious

Close

Stock

Nonstock

Merging

(Transferor)

Surviving

(Transferee)

CODE

AMOUNT

FEE REMITTED

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		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
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
87		Limited Part. Good Standing
71		Financial
600		Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, for Limited Part.
		Other
		Other

Name Change (New Name)

Singing Spirit, Inc.

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

Code

ATTENTION:

MAIL TO ADDRESS:

Russell Markes
35 E. Washington St
Agarstown Md
21740

NOTE:

TOTAL FEES

20

Check

Cash

Documents on

checks

APPROVED BY:

[Signature]

1020

ARTICLES OF AMENDMENT
OF
FRIENDS N° SPIRIT, INC.
CHANGING ITS NAME TO:
SINGING SPIRIT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 7, 1988 AT 10:47 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

\$ _____

D0635490

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 JAN 31 1989

RETURN TO:
RUSSELL MARKS
35 E. WASHINGTON STREET
HAGERSTOWN MD 21740

053C3021079

A 272686



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3059 0117

9/7/88 10:34 A

AMENDED ARTICLES OF INCORPORATION
OF
POTOMAC 1200 PROPERTY OWNERS ASSOCIATION, INC.

In compliance with the requirements of the Corporations and Associations Article, Title 2, Annotated Code of Maryland (1985 Replacement Volume), the undersigned, GEORGE V. BUSHEY, whose post office address is 473 North Potomac Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, has this day, by execution of these Amended Articles, voluntarily declared himself to be an incorporator for the purpose of forming a non-stock, non-profit corporation pursuant to the general laws of Maryland, and does hereby certify:

ARTICLE I

NAME OF CORPORATION

The name of the Corporation is POTOMAC 1200 TOWNHOUSE HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Association".

1988 SEP - 1 A 10: 16

ARTICLE II

PRINCIPAL OFFICE

The Post Office address of the principal office of the Association is 28 Mealey Parkway, Hagerstown, Maryland 21740.

ARTICLE III

RESIDENT AGENT

The name of its resident agent is JOY I. SNYDER, whose post office address is 28 Mealey Parkway, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

1988 SEP - 7 A 10: 34

ARTICLE IV

POWERS AND PURPOSE

This Association does not contemplate pecuniary gain or profit, direct or indirect to the members thereof, and the specific purposes for which it is formed are to provide for or assure the maintenance, preservation and architectural control of the Property subject to the Declaration of Covenants, Conditions and Restrictions, Potomac 1200 Townhouse Homeowners Association, Inc., including such additions thereto as may be hereafter brought within the jurisdiction of the Association and to promote the health, safety and welfare of the Owners of the Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association. For this purpose, the Association shall have the power and authority to:

3058 2947

(a) Exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the Property and recorded or to be recorded among the Land Records of Washington County, Maryland and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth in full and made a part hereof:

(b) Fix, levy, collect and enforce payment by any lawful means, of all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith, including all office expenses, licenses, taxes or governmental charges levied or imposed against the property of the Association and all other expenses incident to the conduct of the business of the Association:

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association:

(d) Borrow money, and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust or hypothecate any or all of the real or personal property owned by the Association as security for money borrowed or debts incurred:

(e) Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority or utility for such purpose and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless two-thirds (2/3) of each class of members have consented to such dedication, sale or transfer:

(f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and common area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members, unless the Declaration or By-Laws provides otherwise:

(g) Have and exercise any and all powers, rights and privileges which a non-stock, non-profit corporation organized under the laws of the State of Maryland by law may now or hereafter have or exercise.

ARTICLE V

NO CAPITAL STOCK

This Association is not authorized to issue any capital stock and shall not be operated for profit. The Association does not anticipate distributing dividends, gains or profits to its members. No member shall have any personal liability for the debts or obligations of the Association.

ARTICLE VI

MEMBERSHIP

This Association shall have two (2) classes of voting membership:

Class A: Except for the Company as defined in the Declaration of Covenants, Conditions & Restrictions for the Potomac 1200 Townhouse Homeowners Association, Inc., recorded August 18, 1988 among the Land Records of Washington County, Maryland in Liber 854 at Folio 176, (which shall initially be a Class B member), the Class A members shall be all of the Owners of the Lots. Each Class A member shall be entitled to one vote per Lot, for each Lot owned by it, in all proceedings in which action shall be taken by members of the Association.

Class B: The Class B member shall be the Company. The Class B member shall be entitled to three votes per Lot for each Lot owned by it, in all proceedings in which action shall be taken by members of the Association.

The vote of any Class A member comprised of two or more persons, or other legal entities, or any other combination thereof, shall be cast in the manner provided for in the Articles of Incorporation of the Association, or as the several constituents may determine, but in no event shall all such constituents cast more than one vote per lot for each lot owned by them.

The Class B membership in the Association shall cease and be converted to Class A membership in the Association on the seventh anniversary of the date of this Declaration or at such earlier time as the total number of votes entitled to be cast by Class A members of the Association equals or exceeds the total number of votes entitled to be cast by the Class B member of the Association. Provided, however, the Class B membership shall be revived (and the Company shall again be entitled to three votes for each Lot owned by the Company) during any periods of time occurring before the seventh anniversary of the date of the Declaration, when by reason of the annexation of additional land as a part of the Property additional Lots owned by the Company exist which, when added to the other Lots then owned by the Company, would result in the Company having more than 50% of the votes of the Association were the company to have three votes for each Lot owned by the Company instead of only a single vote for each Lot owned by the Company.

ARTICLE VII

VOTING RIGHTS

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot, including contract sellers, shall be a member of the Association; provided that any such person or entity who or which holds such interest merely as security for the performance of an obligation shall not be a member. Membership shall be appurtenant to, and may not be separated from, ownership of any Lot which is subject to assessment by the Association.

ARTICLE VIII

RIGHT OF ENJOYMENT

Every Owner shall have a right and easement of enjoyment in and to the Common area, including the private streets and parking lots and walkways included therein, which shall be appurtenant to and shall pass with the title to every lot, for the purpose of ingress and egress to and from his lot.

ARTICLE IX

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board consisting of three (3) directors whose names and addresses are hereinafter listed. Commencing with the first annual meeting of the Association, the Board shall consist of not fewer than three (3) nor more than six (6) directors. The number of directors shall be determined by a vote of the members of the first annual meeting of the members and the number of directors may be changed by a vote of the members at any subsequent annual or special meeting of the members; provided, however, that (a) the limitations of this Section shall continue to apply; and (b) no such change shall operate to curtail or extend the term of any incumbent director. The directors need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to initially act in the capacity of directors until the selection of their successors are:

- | | |
|---------------------------|---|
| 1. <u>JOY SNYDER</u> | <u>26 Mealey Parkway</u>
<u>Hagerstown, Maryland 21740</u> |
| 2. <u>GEOFFRY FREEMAN</u> | <u>26 Mealey Parkway</u>
<u>Hagerstown, Maryland 21740</u> |
| 3. <u>SUSAN FREEMAN</u> | <u>26 Mealey Parkway</u>
<u>Hagerstown, Maryland 21740</u> |

ARTICLE X

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Written notice of a proposal to dissolve, setting forth the reasons therefore, and the disposition to be made of the assets (which shall be consonant with this ARTICLE X) shall be mailed to every member not less than ten (10) days nor more than fifty (50) days in advance of any action to be taken. Upon dissolution of the Association, other than that incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and



State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

100

BUSINESS CODE

04

COUNTY

71

* D. 1053622 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		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
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
87		Limited Part. Good Standing
71		Financial
600		Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, for Limited Part.
		Other
		Other

Name Change (New Name)

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

Code

ATTENTION:

MAIL TO ADDRESS:

Charles A. Paulson, Esq.
Montgomery Law Center
1512 Kaysville Dr
P.O. Box 350
Montgomery, Md. 21771-0350

NOTE:

Change to name 'Stock Co'

TOTAL FEES \$20.00

Check Cash

Documents on checks

APPROVED BY: [Signature]

AMENDED ARTICLES OF INCORPORATION
OF
POTOMAC 1200 PROPERTY OWNERS ASSOCIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 7, 1988 AT 10:34 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

\$ _____

D1683622

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 JAN 31 1989

RETURN TO:
CHARLES A. CARLTON, ESQ.
MOUNT AIRY LAW CENTER
1512 RIDGESIDE DRIVE
P.O. BOX 380
MOUNT AIRY

MD 21771 0380

05303021041

A 272655



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3058 2946

1028

RESOLUTIONS

FROM A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF
THE WOODLANDS NORTH ASSOCIATION, INCORPORATED,
a Maryland non-stock corporation

A Special Meeting of the Board of Directors of the above named Corporation was held at the office of the Corporation which is now located at 82 West Washington Street, Hagerstown, Maryland at 7:30 p.m. on Monday, 1 August 1988, with the following Directors present:

Ollen O. Craig
Evelyn R. Monnett
George B. Russell

The following Resolutions were unanimously adopted at said meeting:

1. RESOLVED, that a change of address of the principal office be filed with the State Department of Assessments and Taxation of Maryland as follows: The Corporation's principal office shall be located at 82 West Washington Street, Hagerstown, Maryland 21740 as of 1 August 1988.

2. BE IT FURTHER RESOLVED, that the resident agent for the service of process shall be William P. Young, Jr., Esquire, Meyers, Young & Grove, P.A., 82 West Washington Street, Hagerstown, Maryland 21740.

1988 SEP - 9 A 10:05

9/6/88 10:05 A.M.

3058 1552

THIS WILL CERTIFY that the foregoing is a true copy of the Resolutions of the above-named Corporation which were duly adopted at a special meeting duly called at which a quorum was held throughout and as stated above.

Evelyn R. Monnett
Evelyn R. Monnett
Secretary



DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 21

• 01719087 _____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Deeding (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 Req.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
71	_____	Certificate of Merger/Transfer
70	<u>\$10.00</u>	Recording Fee
80	_____	For. Limited Partnership
81	_____	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
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal Property Reports and late filing penalties
50	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Other _____
_____	_____	Other _____

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS _____

Megan Young + Shane PA
P.O. Box 1269
Hagerstown Md.
2174-1269

NOTE: _____

TOTAL FEES \$10.00

1 Check _____ Cash

1 Documents on 1 checks

APPROVED BY: [Signature]

CHANGE OF RESIDENT AGENT & ADDRESS AND PRINCIPAL OFFICE
OF
THE WOODLANDS NORTH ASSOCIATION, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 6, 1988 AT 10:05 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

\$ _____

D1719087

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 JAN 31 1989

RETURN TO:
MEYERS, YOUNG & GROVE, P.A.
P. O. BOX 1267
HAGERSTOWN

MD 21741 1269

051C3020775

A 272376



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3058 1552

1032

N

HAUL-BULK, INC.

(A Close Corporation)

ARTICLES OF INCORPORATION

9-7-88

8:54 a.

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

HAUL-BULK, 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 1329 Pennsylvania Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Creager & Newhouse, P. A., 1329 Pennsylvania Avenue, Hagerstown, Maryland 21740. Said Resident Agent is a Maryland Corporation.

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 Steven Leydig.

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

In Witness Whereof, I have signed these Articles of Incorporation this 6th day of September, 1988, and I acknowledge the same to be my act.

WITNESS:

Dixie C. Newhouse 1988 SEP - 7 A 8:54
Dixie C. Newhouse

32518055



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

1033

DOCUMENT CODE

020

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 codes 20-91 with descriptions like Organ. & Capitalization, Rec. Fee (Arts. of Inc.), etc.

Name Change (New Name) Change of Name Change of Principal Office Change of Resident Agent Change of Resident Agent Address Resignation of Resident Agent

Code ATTENTION:

MAIL TO ADDRESS: Dixie C. New house 1329 Pennsylvania Ave. P.O. Box 1417 Hagerstown, Md. 21741

NOTE:

TOTAL FEES

40

Check Cash

Documents on 1 checks

APPROVED BY: [Signature]

1034

ARTICLES OF INCORPORATION
OF
HAUL-BULK, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 7, 1988 AT 8:54 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:

\$

D2631828

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 JAN 31 1989

RETURN TO:
DIXIE C. NEWHOUSE
1329 PENNSYLVANIA AVENUE
P. O. BOX 1417
HAGERSTOWN MD 21740

05003020683

A 272301



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

A D E & J ENTERPRISES, INC.

ARTICLES OF INCORPORATION

PAID FOR RIGHTS
9-6-88 10:00

FIRST. Incorporators. The undersigned, whose ~~post office addresses are,~~ noted with their names, being at least eighteen years of age, do hereby form a corporation under the general laws of the State of Maryland.

David G. Drawbaugh, III
108 Sheridan Drive
Williamsport, MD 21795

K. Arlene Drawbaugh
108 Sheridan Drive
Williamsport, MD 21795

Edward J. Drawbaugh
690 Cherry Tree Drive
Hagerstown, MD 21740

Loretta Jane Drawbaugh
690 Cherry Tree Drive
Hagerstown, MD 21740

SECOND. Name. The name of the corporation, (which is hereinafter called the Corporation) is A D E & J ENTERPRISES, INC.

THIRD. Purposes. The purposes for which the Corporation is formed are:
--to own and operate a retail liquor store
--to own and manage real estate
--to conduct any other lawful business as determined by the stockholders and directors of the Corporation in accordance with the by-laws of the Corporation.

FOURTH. Registered Agent Address. The post office address of the principal office of the Corporation in Maryland is A D E & J ENTERPRISES, INC. C/O David G. Drawbaugh, III, 108 Sheridan Dr., Williamsport, Maryland 21795. The name and post office address of the resident agent of the Corporation in Maryland is David G. Drawbaugh, III, 108 Sheridan Drive, Williamsport, Maryland 21795.

FIFTH. Stock. The total number of shares of stock which the Corporation has the authority to issue is ten thousand shares of the par value of \$10 a share, all of one class, and having an aggregate par value of \$100,000.

SIXTH. Board of Directors. The number of directors of the Corporation shall be four, which number may be increased or decreased pursuant to the by-laws of the Corporation, 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 David G. Drawbaugh, III, K. Arlene Drawbaugh, Edward J. Drawbaugh, and Loretta Jane Drawbaugh.

SEVENTH. Provisions. 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 Corporation shall:

--enter into, make and perform contracts of every kind and description with any person, firm, association, corporation or government;

--purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property, or any interest therein, wherever situated;

--sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets;

--draw, make, accept, endorse, execute, issue, discount, have discounted, sell, and deal in every lawful way in promissory notes, bills of exchange, trade acceptances, warrants, bonds, debentures, and all other specie of negotiable or non-transferable instruments;

--borrow or raise money for the purposes of the Corporation;

--secure any of its obligations by mortgage, deed of trust, or pledge of all or any of its property, franchises and income;

--carry on any activity whatsoever which the Corporation may deem proper or convenient or which may be calculated directly or indirectly to promote the interest of the Corporation or enhance the value of its assets;

--conduct its business in the State of Maryland, other states, the District of Columbia, the territories and colonies of the United States;

1988 SEP 6 10 41 AM
82508530

1987 2182

--make donations, grants, awards, or gifts to any person or institution in furtherance of its purposes;

--and exercise all other powers lawful under the laws of the State of Maryland and the United States of America.

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

NINTH. By-Laws. The Corporation shall be regulated and all of its affairs managed as provided by the by-laws of the Corporation adopted by the Board of Directors. The Board of Directors shall have the power to alter, amend, revise, or adopt new by-laws.

In addition to other matters not here described, the by-laws shall provide for number of directors, their qualifications, method of selection, terms of office, actions they may take, meetings to be held, and procedures for the removal of directors. The by-laws shall establish officers for the Corporation, their qualifications, method of selection, terms of office, duties and procedures for the removal of the officers. The by-laws shall provide for an annual meeting of the Corporation's stockholders to elect the Board of Directors and to take other necessary Corporate actions.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 23RD day of August 1988, and severally acknowledge the same to be our act.

David G. Drawbaugh III (SEAL)
David G. Drawbaugh, III

K. Arlene Drawbaugh (SEAL)
K. Arlene Drawbaugh

EJ Drawbaugh (SEAL)
Edward J. Drawbaugh

Loretta Jane Drawbaugh (SEAL)
Loretta Jane Drawbaugh

1007 1187



STATE OF MARYLAND
State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE

12

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	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
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
87	_____	Limited Part. Good Standing
71	_____	Financial
600	_____	Personal Property Reports and late filing penalties
70	_____	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, for Limited Part.
	_____	Other _____
	_____	Other _____

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

_____ Resignation of Resident Agent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Daniel Drawbaugh

108 Sheridan Drive

Williamsport, Md

21795

NOTE: _____

TOTAL FEES

40

Check

Cash

Documents on _____ checks

APPROVED BY: _____

[Signature]

ARTICLES OF INCORPORATION
OF
A D E & J ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 6, 1988 AT 10:00 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:

\$

D2631257

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 JAN 31 1989

RETURN TO:

DAVID G. DRAWBAUGH, III

108 SHERIDAN DR.

WILLIAMSPORT

MD 21795

050C3020626

A 272264



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 1007 2561

1040

9-7-88 9:07a

MOORESVILLE CHURCH OF GOD

ARTICLES OF INCORPORATION

FIRST: The undersigned, all being adult persons at least twenty-one (21) years of age duly elected by the Members (as herein-after defined) of the congregation of the MOORESVILLE CHURCH OF GOD (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 MOORESVILLE CHURCH OF GOD.

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 exclusively religious and are to be carried on and promoted by it as follows:

(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 1986 (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 is 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

LD 633 94 5 12 1988



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 1986, 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) This Religious Corporation shall be non-profit and 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 1986 (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 1986 (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 an association for the teaching of the Gospel of the Lord Jesus Christ according to the King James Version of the Bible, and to administer and execute the duties and functions pertaining thereto.

(ii) To promote, establish and maintain such activities as shall develop and enhance the religious and educational welfare of all who desire to participate.

(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, trust, 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, in any political campaign on behalf of any candidates for public office (including the publishing or distributing of statements).

(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 1986 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.

(2) The time and manner for election and succession of Trustees is as follows:

(a) The property and business of said religious Corporation shall be conducted and managed by a Board of (5) Trustees, all of whom shall be members of the congregation in good standing and not less than twenty-one (21) years of age, one of the Trustees shall be the senior minister of the Religious Corporation. The Trustees shall be elected for a period of one (1) year by the Members (as hereinafter defined) of the congregation assembled in a congregational meeting held for that purpose in the month of January, or, in the event of failure to elect in said month for any cause whatsoever, as soon as convenient thereafter at the call of the minister or at least two (2) members of the Board of Trustees, provided however, that the newly elected Trustees shall not assume their duties as such until the first day after their election, and shall hold office until their successors are duly elected and qualified. Until the first election after these Articles of Incorporation become effective, or until their successors are duly chosen and qualified, the incorporators herein shall serve as Trustees. A majority of all the votes cast by the adult Members at the annual meeting of the Members at which a quorum is present shall be sufficient to elect a Trustee.

(b) The Religious Corporation shall have the right to increase or decrease the number of Trustees by By-Laws passed at any congregational meeting of said Religious Corporation, but such By-Law for the change of the number of Trustees shall be passed only upon a two-thirds (2/3) vote of the Members in attendance at such congregational meeting.

(c) All vacancies occurring in the Board of Trustees between elections shall be filled by the vote of a majority of the remaining Trustees and the substitute Trustee or Trustees shall serve until the next election of Trustees.

(3) (a) A person shall be a Member of the Religious Corporation and as such shall be entitled to vote at meetings of members of the Religious

Corporation and shall be qualified to be elected as a Trustee and officer of the Religious Corporation if:

(i) Such person is a Trustee of the Religious Corporation on the date these Articles of Incorporation are accepted for record by the State Department of Assessments and Taxation of Maryland (the "Department"), or

(ii) Such person shall be designated as such by the affirmative vote of a majority of the entire Board of Trustees within two (2) months of the date these Articles of Incorporation were accepted for record by the Department; or,

(iii) Such person has participated in the congregational and temporal affairs of the Religious Corporation for a continuous and uninterrupted period of not less than one year.

(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.

(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 General Delivery, Big Pool, Maryland 21711. The name and address of the resident agent of the Religious Corporation are Mary Douglas, Route 2, Box 368, Hancock, Maryland 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), 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 six (6). The names and addresses of those persons serving as initial Trustees are:

Pastor Jackie Kauffman	3329 New Baltimore Road, Fayettesville, Pa 17222
Harry E. Mills	Box 116, Mooresville Road Big Pool, Maryland 21711
Dean Metcalfe, Sr.	12868 Fort Loudon Road Mercersburg, PA 17236
Aden Metcalfe	9889 Hunter Road Mercersburg, PA 17236

Edward "Otis" Brakeall

Route 2, Box 369
Hancock, MD 21750

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: The Religious Corporation shall have the right to formulate and adopt other By-Laws, rules, regulations and practices for directing and managing its congregational and temporal affairs by a majority vote of the active adult Members twenty-one (21) years of age attending any congregational meeting.

NINTH: The Board of Supervisors shall be three (3) Elders, three (3) Deacons, four (4) Trustees, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer to be elected from Members in good standing of the Mooresville Church of God. The President and Vice President are to be elected from the Board of Supervisors. In order to conduct business there must be a quorum of office holders at meeting.

TENTH: The Religious Corporation reserves unto itself the right to alter and amend these Articles of Incorporation and to adopt additional provisions in said Articles at any annual congregational meeting or special congregational meeting called for that purpose, and said amendments or additional provisions shall be presented and adopted in the following manner: The Trustees or a majority of them shall pass a resolution declaring that such amendment or amendments is or are advisable and calling a congregational meeting of all Members above twenty-one (21) years of age belonging to said Church to take action thereon. Said meeting shall be announced by the minister from the pulpit at least two (2) weeks prior to the time thereof or at least ten (10) days written or printed notice stating the place, day, and hour of said meeting and the business proposed to be transacted thereat shall be given to each member of the Church by leaving the same with him or at his residence or usual place of business, or by mailing it, postage prepaid, and addressed to him at his address as it appears from the records of the Church. If two-thirds (2/3) of all such Members attending such meeting vote in favor of the proposed amendment or amendments, articles of amendment setting forth the same and stating that the same has or have been duly advised by the Trustees and adopted by such Members, shall be signed and acknowledged in the name and on behalf of the Religious Corporation by such of the Trustees as shall be designated in the resolution adopted for the purpose of declaring such amendment or amendments advisable and the matters and facts set forth in said articles of amendment shall be verified under oath or affirmation by the Chairman of the congregational meeting at which such amendment or amendments was or were adopted.

ELEVENTH: Upon the dissolution of the Religious Corporation, the Trustees shall, after paying or making provision for the payment of all of the liabilities of the Religious Corporation, dispose of all of the assets of the Religious Corporation exclusively for the purposes of the Religious Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or religious purposes as shall at the time qualify as an exempt organization or

organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as 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.

TWELFTH: 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 to be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

THIRTEENTH: (1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subjected to the tax on undistributed income imposed by the Section 4942 of the Internal Revenue Code of 1986, 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 1986, 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 Code of 1986, 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 if the Internal Revenue Code of 1986, 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 1986, or corresponding provisions of any subsequent federal tax laws.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 3rd day of August, ~~1987~~, and we acknowledged the same to be our acts. 1988

WITNESS:

Kevin Metcalfe

Peter Joehie Kaufman
TRUSTEE

Marian A. Douglas

Wesley M. Hill
TRUSTEE

Mary A. Douglas

Allen Metcalfe
TRUSTEE

Robert Biakney

Edward Allen Biakney
TRUSTEE



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

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	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 Req.	_____ Change of Principal Office
51	_____	Foreign Name Registration	_____ Change of Resident Agent
13	_____	_____ Certified Copy _____	_____ Change of Resident Agent Address
56	_____	Penalty	_____ Resignation of Resident Agent
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	
84	_____	Amendment to Limited Partnership	ATTENTION: _____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	_____ Corp. Good Standing	MAIL TO ADDRESS: _____
NA	_____	Foreign Corporation Registration	<u>Roger Schlossberg</u>
87	_____	_____ Limited Part. Good Standing	<u>134 W. Washington St</u>
71	_____	Financial	<u>Hagerstown Md</u>
600	_____	_____ Personal Property Reports and _____ late filing penalties	<u>21740</u>
70	_____	Change of P.O., R.A. or R.A.A.	NOTE: _____
91	_____	Amend/Cancellation, for Limited Part.	
_____	_____	Other _____	
_____	_____	Other _____	

TOTAL FEES 40
 Check Cash
Documents on _____ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
MOGRESVILLE CHURCH OF GOD

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 7, 1968 AT 9:07 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	\$ 20.00	\$
D2630994		

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 JAN 31 1969

RETURN TO:
ROGER SCHLOSSBERG
134 W. WASHINGTON ST.
HAGERSTOWN MD 21740

049C3020568

A 272197



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO 2087 2333

1048

09-07-88

9:07

WATER TURF SYSTEMS, INC.

J

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: The undersigned JOHN BECK, whose post office address is 120 West Franklin Street, Hagerstown, Maryland, being at least eighteen (18) years of age, does hereby form a corporation under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is: WATER TURF SYSTEMS, INC.

THIRD: The purposes for which the Corporation is formed and the business or objects to be carried on and promoted by it, within the State of Maryland or within any other State or States of the United States or any territory or possession thereof, whether presently or hereafter annexed, are as follows:

a. To transact the business of installation and sales of underground water sprinkling systems; and to transact any other lawful business.

b. To purchase, lease or otherwise acquire, all or any part of the property, trademarks, trade names, rights, businesses, contracts, goodwill, franchises, patents, patents applied for, use of patents applied for, and assets of every kind of any corporation, co-partnership or individual (including the estate of a decedent) carrying on, or having carried on, in whole or in part, the business or businesses which this Corporation is authorized to carry on; and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof; and to pay for any such property or assets of every kind in accordance with the laws of the State of Maryland, with stocks, bonds, or other securities of the Corporation or otherwise.

c. ^{LO to apply for} TO apply for, obtain, register, purchase, lease or otherwise acquire, and to sell, assign, or otherwise dispose of any trademarks, trade names, copyrights, patents, inventories,

3091 3846
880-3107

improvements and processes used in connection with or secured under Letters Patent of the United States, or elsewhere or otherwise, and to use, exercise, develop, grant licenses in respect of, or otherwise to account for any such trademarks, patents, copyrights, licenses, processes and the like, or any such property or rights.

d. 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.

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

f. To advance money with or without security, and without limit as to amount; and to borrow or raise money for any

of the purposes of the Corporation, and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased or for any other lawful consideration, and to secure the payment therefor 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.

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

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 its 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 the State of Maryland.

✓ FOURTH: The post office address of the principal office of the Corporation in this state is 120 West Franklin Street, Hagerstown, Maryland 21740. The resident agent of the

Corporation is John Beck, whose post office address is 120 West Franklin Street, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and resides therein.

FIFTH: The number of directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the By-laws of the Corporation, but shall never be less than three (3), unless the number of stockholders is less than three (3), in which case the number of directors may be less than three (3) but not less than the number of stockholders. The name of the director who shall act until the first annual meeting or until his successor is duly chosen and qualified is: John Beck.

SIXTH: The total amount of the authorized capital stock of the Corporation is one thousand (1,000) with a par value of Ten Cents (\$0.10) per share.

SEVENTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

1. To issue from time to time shares of the Corporation's stock of any class, whether now or hereafter authorized, for such consideration as said Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the By-laws of the Corporation. The Corporation reserves the right to amend its Articles so that such amendment alters 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 fair market value of his stock.

2. To make, alter and repeal the By-laws of the Corporation; to open stock books, to fix and vary the amounts to be reserved as working capital; to direct and determine the use of any surplus or net profits; to determine whether any, and if

any, what part, of any surplus or net profits shall be declared as dividends.

3. To create, make and issue mortgages, bonds, warrants, debentures, securities, deeds of trust, trust agreements, negotiable or transferable instruments and evidences of indebtedness of all kinds, secured by mortgage or otherwise; and to do every other act and thing necessary to effectuate the same; to purchase or otherwise acquire, and to sell or otherwise dispose of, for the Corporation, any property, rights or privileges which the Corporation is authorized to acquire, at such prices and on such terms and conditions, and for such considerations as they think fit, at their discretion, to pay for any property or rights acquired by the Corporation, either wholly or partially, in money or in stock, bonds, debentures or other securities of the Corporation.

4. In the purchase or acquisition of property, businesses, rights or franchises, or for additional working capital, or for any other object in or about the Corporation's business or affairs, and without limit as to amount, to incur debt, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidences of indebtedness of all kinds, whether convertible into stock of any class, and whether secured by mortgage, pledge, deed of trust, or otherwise.

5. To determine who shall be authorized to sign, on behalf of the Corporation, bills, notes, receipts, acceptances, endorsements, checks, releases, contracts and documents; from time to time to provide for the management of the affairs of the Corporation at home or abroad in such a manner as they think fit, and in particular, from time to time, to delegate any of the powers of the Board of Directors to any committee, officers, or agent, and to appoint any person or persons to be the agents of

the Corporation with such powers (including the power to delegate) and upon such terms as they think fit, from time to time to determine whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of this Corporation (other than the stock ledger), or any of them, shall be open to the inspection of stockholders; and no stockholder shall have any right to inspect any account book or document of this Corporation except as conferred by statute, unless authorized by the resolution of the directors.

EIGHTH: No contract or other transaction between this Corporation and any other corporation shall be affected by the fact that any director of this Corporation is interested in, or is a director or officer of, such other corporation, and any director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this Corporation or in which this Corporation is interested; and no contract or other transaction of this Corporation with any person, firm, or corporation shall be affected by the fact that any director of this Corporation is in any way connected with such person, firm, or corporation, and every person who may become a director of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm, association, or corporation in which he may be interested, provided that such director complies with the prerequisites of Section 2-419 of the Corporations and Associations Article of the Annotated Code of Maryland.

NINTH: Each director and officer or former director or officer of the Corporation, or any person who may have served at the request of the Corporation as a director or officer of another corporation in which this Corporation owns shares of capital stock or of which it is a creditor, including in each case their respective executors and administrators, shall be

indemnified by the Corporation against liabilities, fines, penalties and claims imposed upon or asserted against him (including amounts paid in settlement) by reason of having been such a director or officer, whether or not then continuing so to be, and against all expenses (including counsel fees) reasonably incurred by him in connection therewith, except in relation to matters as to which he shall have been finally adjudged by a court of competent jurisdiction to be liable by reason of having been guilty of gross negligence or willful misconduct in the performance of his duty as such director or officer. In the event of any other judgment against such director or officer, or in the event of a settlement, the indemnification shall be made only if the Corporation shall be advised, in case none of the persons involved shall be or has been a director of the Corporation, by the Board of Directors, and otherwise by the general counsel of the Corporation, if such general counsel be not involved therein, or, if involved, then by independent counsel to be appointed by the Board of Directors, that in such counsel's opinion such director or officer was not guilty of gross negligence or willful misconduct in the performance of his duty, and, in the event of a settlement, that such settlement was, or, if still to be made, is in the best interests of the Corporation. If the determination is to be made by the Board of Directors, it may rely as to all questions of law on the advice of the general counsel of the Corporation, if such counsel be not involved therein, or if involved, then by independent counsel to be appointed by the Board of Directors, that in such counsel's opinion such director or officer was not guilty of gross negligence or willful misconduct in the performance of his duty, and, in the event of a settlement, that such settlement was, or, if still to be made, is in the best interests of the Corporation. The right of indemnification hereby provided shall be in addition

to any other rights to which any director or officer may be entitled.

TENTH: 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.

ELEVENTH: The duration of this Corporation shall be perpetual.

IN WITNESS WHEREOF, JOHN BECK has signed these Articles of Incorporation and acknowledged the same to be his act on the 31st of August, 1988.



JOHN BECK

913-00.@ar
08268/DMM



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

Table with columns CODE, AMOUNT, and FEE REMITTED. Includes rows 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, Penalty, For. Supplemental Cert., Foreign Resolution, Certificate of Conveyance, Certificate of Merger/Transfer, 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, Limited Part. Good Standing, Financial, Personal Property Reports and late filing penalties, Change of P.O., R.A. or R.A.A., Amend/Cancellation, for Limited Part., Other, Other.

Name Change (New Name)

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

Code

ATTENTION:

MAIL TO ADDRESS:

Big And Schwartz
5530 Wisconsin Ave
Ste. 520
Chevy Chase, Md 20815

NOTE:

Corporate

TOTAL FEES

54

Check Cash
Documents on checks

APPROVED BY: J.M.T

1057

ARTICLES OF INCORPORATION
OF
WATER TURF SYSTEMS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 7, 1988 AT 9:07 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:

\$

02630820

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 JAN 31 1989

RETURN TO:
EIG AND SCHWARTZ
5530 WISCONSIN AVE., STE. 520
CHEVY CHASE MD 20815

04903020551

A 272180



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

3091 2845

1058

CUMBERLAND VALLEY COOPERATIVE, INC.

Articles of Revival

9/11/88 8:45 A
First: The name of the corporation at the time the charter as forfeited was Cumberland Valley Cooperative, Inc.

Second: The name which the corporation will use after revival is Cumberland Valley Cooperative, Inc.

Third: The name and address of the resident agent are:
Sara A. Anderson, 40 St. Paul St., Boonsboro, Md. 21713.

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 40 St. Paul St., Boonsboro, Md. 21713.

The undersigned who were respectively the last acting vice president and secretary of the corporation severally acknowledge the Articles to be their act.

Sara A. Anderson

Last Acting Vice President

Kathleen M. O'Connell

Last Acting Secretary

1988 SEP -1 A 8 45

82458119

3087 1988

I. Sara A. Anderson, Vice President of Cumberland Valley Cooperative, 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.

Sara A. Anderson

Sara A. Anderson

1988

I hereby certify that on this 24th day of August before me, the subscriber, a notary public in the State of Maryland, in and for Washington county personally appeared Sara A. Anderson and made oath under the penalties of perjury that the matters and facts set forth in the affidavit are true to the best of her knowledge, information and belief.

Virginia M. Strailman

Virginia M. Strailman
Notary

As witness my hand and notarial seal

My Commission expires July 1, 1990



1060



STATE OF MARYLAND
State Department of Assessments and Taxation

Geno L. Burner, Director

DOCUMENT CODE 18 BUSINESS CODE _____ COUNTY 71

D1897271 P.A. 2 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 20 _____ Rec. Fee (Revival)
- 52 _____ Foreign Qualification
- 50 _____ Cert. of Qual. or Reg.
- 51 _____ Foreign Name Registration
- 13 _____ Certified Copy _____
- 56 _____ Penalty
- 54 _____ For. Supplemental Cert.
- 53 _____ Foreign Resolution
- 73 _____ Certificate of Conveyance
- 76 _____ Certificate of Merger/Transfer
- 75 30 _____ Special Fee
- 80 _____ For. Limited Partnership
- 83 _____ Cert. Limited Partnership
- 84 _____ Amendment to Limited Partnership
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- NA _____ Foreign Corporation Registration
- 87 _____ Limited Part. Good Standing
- 71 _____ Financial
- 600 _____ Personal Property Reports and late filing penalties
- 70 _____ Change of P.O., R.A. or R.A.A.
- 91 _____ Amend/Cancellation, for Limited Part.
- _____ Other _____
- _____ Other _____

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Cumberland Valley
Cooperative, Inc
40 St Paul St
Brownsville, Md 21713

NOTE: _____

TOTAL FEES 30.00

Check _____ Cash _____

Documents on _____ checks _____

APPROVED BY: [Signature]

THE ARTICLES OF REVIVAL
OF
CUMBERLAND VALLEY COOPERATIVE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 1, 1988 AT 8:45 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:

\$ 10.00

D1897271

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 JAN 31 1989

RETURN TO:
CUMBERLAND VALLEY COOPERATIVE
INC.
40 ST. PAUL STREET
BOONSBORO MD 21713

048C3020449

A 272088



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

0037 1061

1062

ARTICLES OF INCORPORATION
OF
AMERICAN OAK PRODUCT, INC.
(A CLOSE CORPORATION)

9-1-88

10:52w

THIS IS TO CERTIFY THAT:

FIRST: I, the undersigned, John W. Chillas, whose post office address is 129-9 West Patrick Street, Frederick County, Maryland 21701, being at least eighteen (18) years of age, do hereby form a Close Corporation under the Laws of the State of Maryland by the execution and filing of these Articles of Incorporation.

A/C

SECOND: (a) The name of the Corporation is: American Oak Product, Inc.

(b) The Corporation is a Close Corporation formed pursuant to the provisions of Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

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

(1) To generally engage in the business of manufacturing and selling at wholesale solid wood furniture and each and every other thing that is or may be related to the manufacturing of solid wood furniture.

(2) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of property of every nature and description, including real, personal, mixed and/or intangible, wherever situated.

(3) To apply for, obtain, purchase or otherwise acquire, any licenses, permits, patents, copyrights and the like which might be used for any of the purposes of the Corporation, and to use, exercise and develop same, and to sell and otherwise deal with such licenses, permits, patents, and copyrights.

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

1988 SEP - 1

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

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purposes, object or business, in any manner to limit or restrict 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 hereby authorized to engage in any other lawful activity for which corporations may be organized under the Corporations and Associations Article of the Annotated Code of Maryland (hereinafter, the "Code"), as amended from time to time, and under any successor and/or replacement to said Law.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 211 S. Locust Street, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland is John W. Chillas 7022 Hames Court, Frederick, Maryland 21701. Said resident agent is an adult citizen of Maryland and presently resides at the above address.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is FIVE THOUSAND (5,000) shares, having no par value, all of one class, that being voting Common Stock.

SIXTH: Although under Section 4-302 of the Code, the Corporation may elect not to have a Board of Directors, it is hereby provided that the Corporation shall have at all times a Board of Directors whose number shall be governed by the provisions of Section 2-402 of the Code, and its successor sections, and the name of the director who shall act until the first annual meeting of stockholders, or until his successor is duly chosen and qualified is: Susan Clark, John Coppens, and Clyde Gibson.

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: Clear reference to the fact that the Corporation is a Close Corporation shall appear permanently at the head of each Charter Document of the Corporation adopted hereafter, and the fact that this Corporation is a Close Corporation shall be noted

conspicuously upon each certificate of issued and outstanding stock of the Corporation. Further, it shall be noted conspicuously upon each certificate of issued and outstanding stock of the Corporation the fact that the transfer of the stock of the Corporation is restricted under certain provisions of Maryland law. If, at a later time, the Corporation and/or its stockholders should enter into any agreement restricting and/or regulating transfers on outstanding shares of the Corporation, then this fact shall be noted conspicuously on all outstanding shares of the Corporation. If any stock of the Corporation should be issued with restrictions or denial concerning voting rights, then this fact shall be conspicuously noted on the face of such shares of stock, and such restrictions and/or denial will be regulated in accordance with Section 4-504 of the Code, and its successor sections.

Any agreement or like contract for the purchase and sale of shares of stock in the Corporation which complies with the provisions of the Code, as amended and/or changed from time to time, which has been executed by all of the stockholders of the Corporation, as well as the Corporation, and which is binding upon all of the stockholders existing at the time of said agreement's execution, and which is binding on all future stockholders, and the existence of which is noted on the outstanding share certificates of the Corporation, shall be legally enforceable as executed, in spite of any provision in this paragraph EIGHTH which might be contrary to any provision contained in said agreement.

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

(1) Subject to the provisions of Title 4, Subtitle 5 of the Code and its successor provisions, the Board of Directors of the Corporation is hereby empowered to direct issuance from time to time of shares of corporate stock of any class for such consideration as may be deemed advisable by the Board of Directors, as long as such directed issuance of shares have been authorized in advance by these Articles of Incorporation or amendments hereto properly approved by the stockholders.

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

(3) Any director, individually, or any firm of which any director may be a member, or any corporation or association of

which any director may be an officer or director or in which any director may be interested as a holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in, any contracts or transactions of the Corporation, and in the absence of fraud no contract or other transaction shall be thereby invalidated or adversely affected; PROVIDED, HOWEVER, that in the event that a director or any firm of which a director is a member, or any corporation or association of which a director may be an officer or director or have a pecuniary interest is so interested, such fact shall be disclosed to or made known to at least a majority of the Board of Directors of the Corporation, 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, has a pecuniary interest, may be counted in determining the existence of a quorum at the meeting of the Board of Directors of the Corporation which shall authorize, ratify, or confirm any such contract or transaction, and may vote thereat to authorize, ratify, or confirm any such contract or transaction; AND FURTHER, PROVIDED, HOWEVER, in such event such contract or transaction must also be approved by a majority vote of the disinterested directors even if the disinterested directors shall constitute less than a quorum.

(4) The Corporation reserves the right to amend its Articles of Incorporation so that such amendment may alter the contract rights, as expressly set forth in the Articles of Incorporation, of any outstanding stock, even though such rights are substantially adversely affected, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation or merger; and, as long as all stockholders of a class are treated equally, then even though an amendment may substantially adversely affect them, no cause of action at law or equity shall accrue on account of such amendment.

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

TENTH: Except as provided to the contrary in Section 4-504 of the Code and its successor sections, and except to the extent otherwise governed by a Unanimous Stockholders' Agreement under Section 4-401 of the Code and its successor sections, in each case where the Code as amended from time to time requires a more

than majority affirmative vote of the stockholders of the Corporation before a particular action may be taken by the Corporation, that affirmative stockholder vote requirement shall be reduced to an affirmative vote of only a majority of the stockholders of the Corporation having voting rights in the matter being considered.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 30th day of August, 1988.

WITNESS:

Kevin A. Lewis *John W. Chillas* (SEAL)
John W. Chillas

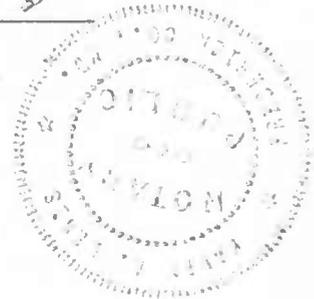
STATE OF MARYLAND, COUNTY OF FREDERICK, TO WIT:

I HEREBY CERTIFY that on this 30th day of August, 1988, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared John W. Chillas who acknowledged the foregoing Articles of Incorporation to be his act.

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

Kevin A. Lewis
NOTARY PUBLIC

My Commission Expires: *July 1, 1990*





STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

1057

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	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

_____ Resignation of Resident Agent

76 _____ Certificate of Merger/Transfer

75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership

Code _____

ATTENTION: _____

21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corporation Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial

MAIL TO ADDRESS: _____

John Chilles
129-9 W. Patrick St
Frederick, Md 21701

600 _____ Personal Property Reports and _____ late filing penalties

NOTE: _____

70 _____ Change of P.O., R.A. or R.A.A.
91 _____ Amend/Cancellation, for Limited Part.

Other _____
Other _____

TOTAL FEES

40

_____ Check Cash

Documents on _____ checks

APPROVED BY: [Signature]

1068

ARTICLES OF INCORPORATION
OF
AMERICAN OAK PRODUCT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 1, 1988 AT 10:56 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:

\$

0262851B

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 JAN 31 1989

RETURN TO:
JOHN W. CHILLAS
129-9 W. PATRICK ST.
FREDERICK MD 21701

046C3020172

A 271826



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

3095 1064

FANFARE, LTD.

ARTICLES OF SALE AND TRANSFER

8-24-88 9:36a

js

ARTICLES OF SALE AND TRANSFER entered into this 30th day of June, 1988, by and between Fanfare, Ltd., a Maryland Corporation, (hereinafter sometimes referred to as the Transferor) and Fanfare Hair Stylists Ltd., a Maryland Corporation, (hereinafter sometimes referred to as the Transferee).

THIS IS TO CERTIFY:

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

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

Fanfare Hair Stylists Ltd.
754-756 Summit Avenue
Hagerstown, Maryland 21740

THIRD: The Transferor, Fanfare, Ltd., is a corporation organized under the Laws of the State of Maryland. The Transferee is a corporation organized under the Laws of the State of Maryland.

FOURTH: The Transferor corporation has its principal office in the City of Hagerstown, State of Maryland, which is the only county in which the Transferor owns property. The Transferor owns no real estate but owns personal property the title to which could be affected by the recording of a financing statement among the financing statement records maintained by the Clerk of the Circuit Court for Washington County, Maryland.

FIFTH: The nature and amount of consideration to be paid by the Transferee for the property and assets hereby transferred to them set forth in Attachment No. 1 hereto is Five Thousand Dollars (\$5,000.00) plus the value of

98 5 V HC 011 001
1

2025 01 20
3005 0176

inventory in accordance with the terms and conditions of the agreement annexed hereto as Attachment No. 1 which is attached hereto and incorporated herein by reference.

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

A unanimous written informal action setting forth approval of these Articles of Sale and Transfer was signed by the sole shareholder of the Transferror and such unanimous written informal action is filed with the 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 Transferor.

SEVENTH: As to the Transferee, they are a Maryland Corporation and have as such corporation authorized Edward L. Keller, as President to enter into the transfer agreement, and to execute any and all documents required to effectuate the transfer. The board of directors of the transferee corporation have approved the transfer.

EIGHTH: In consideration of the payment to the Transferor of Five Thousand Dollars (\$5,000.00) plus the value of the inventory in accordance with the terms and conditions of the agreement annexed hereto as Attachment No. 1. which is attached hereto and incorporated herein by reference. The

Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, their heirs and assigns, all those properties described in the agreement which is Attachment No. 1 annexed hereto and hereby incorporated by reference herein.

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, a Maryland Corporation, and 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 performed entirely within the State of Maryland.

IN WITNESS WHEREOF, Fanfare, Ltd. has caused these Articles of Sale and Transfer to be signed and acknowledged in its name and on its behalf by its President and attested by its Secretary, and Fanfare Hair Stylists Ltd. has caused these Articles of Sale and Transfer to be signed and acknowledged in its name on its behalf by its President and attested by its Secretary as Transferee, have hereunto set their hands and seals as of this 30th day of June, 1988.

WITNESS AND ATTEST AS TO
CORPORATE SEAL

FANFARE, LTD.


Forest Shugan

By: Barbara Ullrich
BARBARA ULLRICH, PRESIDENT

WITNESS AND ATTEST AS TO
CORPORATE SEAL

FANFARE HAIR STYLISTS, LTD.

Zola-m Keller

By: Edward L. Keller
EDWARD L. KELLER, PRESIDENT

THE UNDERSIGNED, President of Fanfare, Ltd., Transferor, who executed on behalf of said corporation the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Sale and Transfer to be the corporate act of said corporation and further certifies that, to the best of her knowledge, information and belief, the matters and facts set forth therein with respect to the approve thereof are true in all material respects, under the penalties of perjury.



Barbara Ullrich, President

THE UNDERSIGNED, President of Fanfare Hair Stylists, Ltd., Transferee, 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 approve thereof are true in all material respects, under the penalties of perjury.



Edward L. Keller, President

THIS AGREEMENT OF SALE (hereinafter referred to as the "Agreement"), Made this 30th day of June, 1983 by and between Fanfare Ltd., a Maryland corporation (hereinafter referred to as "Seller"), and Fanfare Hair Stylists Ltd., a Maryland corporation (hereinafter referred to as "Buyer") and Barbara Ullrich (hereinafter referred to as "Covenantor").

WITNESSETH:

WHEREAS, Seller is engaged in the business of the ownership and operation of a hair styling salon; and

WHEREAS, Barbara Ullrich is the President of Seller and the owner of all of the issued and outstanding shares of Seller; and

WHEREAS, Seller desires to sell to Buyer and Buyer desires to purchase from Seller all of the assets of Seller used in the herein described business exclusive of cash, investment assets and accounts receivable; and

WHEREAS, Covenantor, who is experienced in the hair styling and hair dressing business agrees to sell to Buyer a Restrictive Covenant as hereinafter described and Buyer desires to purchase the same in order to protect Buyer's investment in the assets; and

WHEREAS, Seller, Buyer and Covenantor wish that their respective rights, responsibilities and obligations with regard to said transaction shall be set to writing herein.

NOW THEREFORE, in consideration for the mutual covenants herein contained and other good and valuable considerations, the receipt and sufficiency of which are hereby acknowledged, IT IS AGREED:

1. Recitals. The above explanatory statement is incorporated by reference herein and made a part of this Agreement.

2. Sale of Business Assets. The Seller agrees to sell, transfer and assign to Buyer at closing its absolute ownership interest in and to all of the furniture, fixtures, equipment, inventory, supplies and sundry items, used or usable in the operation of the Seller's business. The furniture, fixtures and equipment is specifically set forth on Exhibit A, attached hereto and made a part hereof. The inventory shall be all saleable inventory which shall have a value at cost at the time of settlement closing of not less than One Thousand (\$1,000.00) Dollars. In the event the saleable inventory is less, Buyer shall be entitled to a set-off for such deficiency. It is agreed that Seller's accounts receivable, cash and investment assets are not a part of this sale and Buyer hereby waives all right and claim to the same. Seller expressly represents and warrants that the items set forth and described in Exhibit A attached hereto and made a part hereof constitute all of the fixed assets owned by Seller which are used in the Seller's business. The usable inventory and supplies that shall be sold to the Buyer by the Seller at settlement closing shall

be those items of inventory and supplies reasonably determined by the parties to be usable.

3. Restrictive Covenant. Covenantor has developed a successful hair styling and hair dressing business. Further, Covenantor is a resident of the Hagerstown area and is well known in that community. Covenantor's individual expertise and ability has been instrumental in the development of Seller's business and Covenantor's reputation with the clientele of Seller's business has been a significant factor in its success. As an integral portion of this transaction, Covenantor shall execute a Restrictive Covenant and deliver the same to Buyer in the form attached hereto as Exhibit B and made a part hereof. Buyer shall only be required to purchase the assets of Seller if Covenantor delivers the Restrictive Covenant referred to above.

4. Purchase Price and Allocation.

(a) The Buyer agrees to pay to Seller the sum of Five Thousand (\$5,000.00) Dollars for the equipment, furnishings, fixtures, and supplies and sundry items used in the operation of the Seller's business. Substantially all of the equipment, furnishings, and fixtures are specifically set forth in Exhibit A attached hereto and made a part hereof. Any specific item allocations are set forth on Exhibit C.

Seller and Buyer shall conduct an inventory on or about the time of settlement closing. All usable inventory shall be reasonably determined by the Buyer and the inventory shall have a value at cost of not less than One Thousand

(\$1,000.00) Dollars. The Seller shall purchase the inventory from the Buyer in bulk for the sum of One Thousand (\$1,000.00) Dollars.

If specific allocations of value are not contained on Exhibit C. Buyer shall have the right, in Buyer's sole and reasonable discretion, to allocate portions of the equipment, furnishings, fixtures, supplies and sundry items purchase price to specific items set forth on Schedule A.

(b) Buyer shall pay to Covenantor, in consideration for the Restrictive Covenant pursuant to Section 3 of this Agreement and as set forth in Exhibit B attached hereto and made a part hereof, the sum of Three Thousand (\$3,000.00) Dollars.

(c) The aforementioned purchase price for equipment, furnishings, fixtures, Restrictive Covenant and supplies shall be paid as follows:

(1) Five Hundred (\$500.00) Dollars to Seller at the time of execution of this Agreement and the balance at settlement closing.

(2) Five Hundred (\$500.00) Dollars to Covenantor at the time of execution of this Agreement and the balance at settlement closing.

5. Settlement Closing. Settlement closing shall be on or before the 15th day of July, 1988 at a time and location to be selected by the Buyer and Seller.

6. Risk of Loss. Title to the assets to be purchased by Buyer from Seller shall pass to Buyer upon settlement closing. Risk of loss from fire, theft or other cause or peril shall be assumed by Seller until the date of settlement closing.

7. Interim Business Operation. The Seller shall conduct the business operations in the regular course of business between the time of execution of this Agreement and the time of settlement closing. This shall include but not necessarily be limited to business hours of operation, products available to customers and general business practices.

8. Bulk Transfer Requirements. Seller and Buyer recognize that this sale transaction constitutes a bulk transfer and is subject to the provisions of Title 6 of the Commercial Law Article of the Annotated Code of Maryland. Seller and Covenantor represent to Buyer that all assets will be conveyed free and clear of liens and encumbrances and Seller shall be responsible for all accounts payable incurred by Seller prior to the time of settlement closing.

In lieu of complete compliance with Title 6 of the Commercial Law Article, Buyer agrees that Seller shall make and produce an affidavit stating all creditors of the Seller at the time of settlement closing which said affidavit shall be delivered to Buyer at the time of settlement closing. Said affidavit of the Seller shall be personally guaranteed by the Covenantor.

9. Articles of Transfer. The Seller acknowledges that it is selling all or substantially all of its assets in this transaction. The Seller shall, on or about settlement closing cause Articles of Transfer to be filed with the State Department of Assessments and Taxation. Said Articles of Transfer shall be in a form satisfactory to counsel for the Buyer.

10. Representations and Warranties of Seller and Covenantor.

(1) Seller and Covenantor represent and warrant that:

(a) Seller is the owner of the tangible assets to be sold and transferred pursuant to this Agreement; and

(b) at the time of settlement closing, said tangible assets shall be conveyed free and clear of any liens or encumbrances.

(2) Seller has no liabilities of any nature other than the payment of its suppliers of merchandise ordered within a two month period prior to closing and other than those specifically set forth in Exhibit D attached hereto and made a part hereof. Seller represents and warrants that the identity of its creditors will be disclosed in an affidavit from Seller to be produced at closing and that all such creditors will be paid in full either prior to closing or immediately following closing and Seller and Covenantor indemnify Buyer from any

liability or responsibility for such creditor claims including the reasonable attorney fees of Buyer resulting therefrom.

(3) There is no litigation or proceeding pending, or to the Seller's knowledge, threatened against or relating to the Seller's business, nor does Seller know or have reasonable grounds to know of any basis for any such action, or of any governmental investigation relative to Seller's business operations.

(4) All salaries, withholding taxes, matching taxes, unemployment insurance and sales tax (except bulk sales tax) have been or will be paid in full for the period ending with the day of settlement closing and all returns, forms, or payments required to be filed with the various agencies shall have been properly filed and paid as of the date of closing or will be so filed and paid immediately thereafter when due.

(5) Seller and Covenantor represent and warrant that all equipment, furnishings and fixtures used in the operation of the business and to be transferred to the Buyer pursuant to this Agreement will be on the date of settlement closing in reasonable operating condition. The Seller and Covenantor further represent and warrant that they have no knowledge of any latent defects or mechanical problems with said equipment. Except as otherwise stated, Buyer agrees to accept the equipment in "as is condition" with all faults.

(6) Seller and Covenantor represent and warrant that the equipment, furnishings and fixtures are presently and

will be at the time of settlement closing in compliance with all applicable governmental requirements.

11. Representations and Warranties of Buyer.

(1) The Buyer represents and warrants to Seller that Buyer has the full right and power to enter into this Agreement and to consummate the transaction herein contemplated subject to the terms and conditions of this Agreement.

(2) The Buyer will never pledge the credit of Seller or seek or accept credit from any source in the name of the Seller nor as Seller's agent or representative.

12. Sales and Use Tax. Any sales and use tax payable pursuant to the laws of the State of Maryland, by reason of the sale of all or any portion of the assets under this Agreement, shall be borne by Buyer. Payment of the same and filing of the appropriate tax return shall be completed on or about the time of settlement closing.

13. Broker's Commission. The parties hereto warrant and acknowledge that no broker or other person was involved in procuring this transaction and the parties mutually agree to indemnify each other in the event of any claim for commission by any person or entity for a broker's commission. It is intended that neither party shall have any obligation of liability whatsoever with respect to payment of any brokerage commission.

14. Seller's and Covenantor's Obligations at Closing.
At closing, the Seller shall deliver to Buyer the following:

(a) a Bill of Sale conveying unencumbered title to the assets to be conveyed hereunder as set forth in Exhibit A, any other equipment, furnishings and fixtures used in the business and inadvertently excluded from Exhibit A, supplies and usable inventory.

(b) all equipment manuals, warranty documents and the like pertaining to the equipment, furnishings and fixtures to be transferred hereunder.

(c) an Affidavit, duly executed by Seller and Covenantor stating the name of each creditor and the amount owed to each creditor at the time of settlement closing as required pursuant to Section 9 of this Agreement.

(d) an executed Restrictive Covenant in the form attached hereto as Exhibit B pursuant to the provisions of Section 3 of this Agreement.

15. Buyer's Obligations at Closing. At closing, the Buyer shall deliver to Seller the following:

(a) To Seller, Buyer's check in the amount of Five Thousand Five Hundred (\$5,500.00) Dollars in consideration for the Bill of Sale for equipment, furnishings, fixtures, supplies, inventory, and sundry items.

(b) To Covenantor, Buyer's check in the amount of Two Thousand Five Hundred (\$2,500.00) in consideration for the Restrictive Covenant.

(c) Any other documents required hereunder in duly executed form.

16. Miscellaneous Provisions.

(a) This Agreement constitutes the final expression of the agreement between the parties and is intended as the entire understanding between them and supersedes all prior negotiations, discussions, representations, promises or agreements, either written or oral, that have been made in connection with the subject matter hereof.

(b) This Agreement shall be binding upon and inure to the benefit of the parties hereto, their respective heirs, personal representatives, successors and assigns.

(c) No amendments or modifications to this Agreement shall be valid unless in writing and signed by all parties affected by said modifications or amendment.

(d) No waiver of any delay in exercising or omission in exercising any right to remedies by any party hereunder shall be construed as the waiver by such party of any further delay or omission on the waiver of any other rights or remedies that such party may have under this Agreement.

(e) This Agreement shall be construed and the legal relations between the parties shall be determined and enforceable in accordance with the laws of the State of Maryland.

(f) The terms, conditions, warranties and representations of this Agreement shall survive the settlement of closing and shall not be merged into any documents of transfer or conveyance.

(g) Words used in this Agreement regardless of the number and gender specifically used, shall be deemed and construed to include such other number, singular or plural, and such other gender, masculine, feminine or neuter, as the context requires.

(h) All notices required or permitted to be given under this Agreement shall be in writing and shall be sufficient in all respects if hand delivered to the address of each party indicated below or sent certified mail, return receipt requested, postage prepaid, and addressed as follows:

To the Seller: 754-756 Summit Avenue,
Hagerstown, Maryland

To the Buyer : 921 Meadowood Road
Hagerstown, Maryland

Either party shall have the right to change their address by notice in writing to the other.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be properly executed and intending thereby to be legally bound on the day and year first above written.

ATTEST:

FANFARE, LTD.

Forest Shugan
Secretary

By: Barbara Ullrich
Barbara Ullrich, President

ATTEST:

FANFARE HAIRSTYLISTS LTD.

Zola M Keller

By: Edward L Keller
Edward Keller, President

[Signature]

Barbara Ullrich
Barbara Ullrich, Covenantor



EXHIBIT AFURNITURE, FIXTURES AND EQUIPMENT

13 styling chairs
dryer chair SER #1-35323
dryer chair SER #1-26717
12 dryer chairs SER # none
2 manicuring table & chairs
3 shampoo chairs
3 shampoo sinks
3 shampoo station cabinets
6 waiting chairs
2 double styling stations and mirrors
4 wall styling stations
1 facial chair
1 receptionist desk
1 NCR 2140 cash register, SER #32-12519111 and stand
1 GE clothes dryer
1 washing machine
1 GE refrigerator
1 Sanyo microwave oven and stand
3 Uniden 1040 telephones
1 Bogen intercom system
1 Bogen stereo receiver RM-150
1 Fire/Burglary system
6 Rubber mats
all wall accessories and clocks and track lights
1 10 ft. solar shade
1 dryer table
1 coat rack

EXHIBIT BRESTRICTIVE COVENANT

THIS RESTRICTIVE COVENANT, Made this _____ day of June, 1988. by and between Barbara Ullrich, (hereinafter referred to as "Covenantor") and Fanfare Hair Stylists Ltd. (hereinafter referred to as "Buyer").

WHEREAS, Covenantor has by simultaneous transaction caused Fanfare Ltd. to sell all of its operating business assets to Buyer, and

WHEREAS, the Covenantor has been engaged in the hair styling and hair dressing business for a number of years and has developed a significant reputation in the community and substantial expertise in the operation of said business, and

WHEREAS, in order to protect the business of Buyer following the time of settlement closing, Buyer has required that the Covenantor execute and deliver this Restrictive Covenant.

NOW THEREFORE, in consideration for the sum of Three Thousand (\$3,000.00) Dollars to be paid in the manner provided in an Agreement executed between the parties and in consideration for the mutual covenants of the parties, all of which said consideration is deemed satisfactory, IT IS AGREED:

1. That the Covenantor shall not for a period of two (2) years beginning on the date of settlement for the above described assets, compete either directly or indirectly with

3005 019

Buyer by the direct or indirect ownership of any business located within a one mile radius of the city limits of Hagerstown, Maryland which provides hair dressing or hair styling services.

2. Nothing herein shall prevent the Covenantor from being employed by a competitor within the restricted area. Nothing contained herein shall prevent the Covenantor from investing in securities of a competitive business if such securities are listed or traded on a national security exchange or are issued by a company registered under Section 12(g) of the Securities Exchange Act of 1934 or comparable legislation.

IN WITNESS WHEREOF, this Restrictive Covenant is executed on the day and year first above written by the Covenantor and acknowledged and accepted by the Buyer.

WITNESS:

Barbara Ullrich
Covenantor

ATTEST:

FANFARE HAIR STYLISTS, LTD.

Edward Keiler

BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS: That Fanfare, Ltd. in consideration of the sum of Six thousand five hundred ⁰⁰/₁₀₀ Dollars (\$ 6,500 ⁰⁰/₁₀₀), and other good and valuable considerations, paid and delivered by Fanfare Hair Stylists, Ltd., the receipt of which is hereby acknowledged, do hereby sell, assign, transfer and deliver unto the said Fanfare Hair Stylists, Ltd. the goods and chattels described on Attachment "A" and incorporated herein.

TO HAVE AND TO HOLD the same unto the said Fanfare Hair Stylists, Ltd., their successors and assigns, forever. The undersigned do hereby warrant that they have title to the aforementioned and described property, free and clear of any liens, encumbrances, mortgages, assessments, or indebtedness, whether recorded or unrecorded, of any nature or kind, and that they will and do hereby warrant same generally. It is agreed upon acceptance of the property, that insofar as the condition of the property is concerned, same is being sold "as is".

FANFARE, LTD.

By: Barbara Ullrich
Barbara Ullrich, President

FURNITURE, FIXTURES AND EQUIPMENT

13 styling chairs
dryer chair SER #1-25323
dryer chair SER #1-26717
12 dryer chairs SER # none
2 manicuring table & chairs
3 shampoo chairs
3 shampoo sinks
3 shampoo station cabinets
6 waiting chairs
2 double styling stations and mirrors
4 wall styling stations
1 facial chair
1 receptionist desk
1 NCR 2140 cash register, SER #32-12519111 and stand
1 GE clothes dryer
1 washing machine
1 GE refrigerator
1 Sanyo microwave oven and stand
3 Uniden 1040 telephones
1 Bogen intercom system
1 Bogen stereo receiver RM-150
1 Fire/Burglary system
6 Rubber mats
all wall accessories and clocks and track lights
1 10 ft. solar shade
1 dryer table
1 coat rack

EXHIBIT A

Corrections and additions

- 11 Styling chairs
- 14 Dryer Chairs
- 2 Pink Reception Chairs
- 1 Washing Machine
- 1 Portable Chair or Couch with massage dryer
- 1 Roller Tray on Wheels

1090 DESCRIPTION	QUANTITY	UNIT PRICE	TOTAL	DATE
NAT. VITAL HAIR SPRAY	9	350	31 50	
FREEZE DRY	2	390	7 80	
FREEZE DRY 2oz.	4	15	6 -	
DEEP FREEZE	2		7 80	
FREEZE EXTRA HOLD	2	4-	8 00	
HARD BODY	2	250	5 -	
GLIDE	2	2-	4 -	
PERM GLOSS	9	250	22 50	
Scalp Master	14	325	45 50	
Satin Swirls	1		2 25	
TEASE Combs	3			
VOLUME Combs	4		10 -	
MENS Combs	2			
Curling BRUSH	1		5 95	
Curling IRON	1		7 95	
VENT BRUSH 2-	8		16 -	
GLAMOUR Lifts 1.25	8		10 -	
SURGICAL CREAM 345	2		6 90	
GINO Nail Polish Remover	4	2-	8 00	
BANANA Clips 200	3		6 -	
Foltene Shampoo 475	1		4 75	
JESSICA Nail Polish	8	175	14 -	229.90

DESCRIPTION	QUANTITY	LATE		LATE		1993
Non Oily Facial Cleanser	3	510		15	30	
Gentle Cleanser	1			5	10	
Collagen Mask	1			5	10	
Oily Skin Mask	4			20	40	
Natural Facial Toner	3			15	30	
NA-PCA Moist.	—					
Collagen Creme	2	810		16	20	
EDA Lotion	—					
EDA CREAM 660	1			6	60	
Twice Weekly Scrub	3	570		17	10	
Oily Firmen 2391	2			47	94	
Wrinkle CREME 2217	1			22	17	
Panthenol Treatment 450	4			18	—	
Holdina SPRAY 315	5			15	75	
Designing Glee 3	1			3	—	
Panthenol Protein Aak. 240	6			12	60	
				220	56	

BYRON

1096 DESCRIPTION	DATE	DATE																		
	90																			
810	3																			
542	2	10 ⁵																		
643	2																			
633	2																			
607	2																			
507	1																			
544	2																			
445	2																			
356	3																			
347	2																			
831	1																			
1070	3																			
729	2																			
830 725	9																			
555	2																			
435	4																			
435 7	3																			
REMOVED																				
CLARIFYING WASH																				
PURIFYING TREATMENT																				
POLISH REMOVED																				
LAMP FOR NAILS																				

14⁵⁰

\$25⁰⁰

Date

Date

1997

DESCRIPTION

EMERSON

NEXUS KERAPHIX

4

Aloe Rid

5

8oz styling Gel

2

25⁰⁰

REDKEN Bio Spray

1

3⁰⁰

discontinued

CLIMATRESS

1

383

AMINO-PON HARD HOLD

1

383

AMINO-PON FACIAL BATH^{2⁰⁰}

2

470

AMINO-PON liquid

1

350

SRT. cell cleanser 78⁰⁰

2

1560

GENTLE FACIAL SCRUB

1

390

390

EYE CREME

2

630

630

DEEP CLEANSING CREAM

1

450

450

REFINING TONER

1

450

450

FRESHNER

1

72⁰⁰

720

LIP CONDITIONER

2

189

378

SHIMMER TINTS

1

200

2-

CUTICLE CREME

1

200

2-discontinued

CLINICAL FACIAL LOTION

1

990

" RESPONSE LIP PREP

2

450

900

REPROTEIN 1 NAIL

2

7-

129⁵⁰

1998	Date		Date	
DESCRIPTION	Quantity	Unit Price	Total Price	
9oz. Amino-Pen ³³⁰	2		6 60	
4oz. Phinal Phase	1		2 80	
9oz. Phinal Phase	1	5 40	5 40	
5oz. Climatress Cond	1	4 32	4 32	
9oz. Climatress Cond	4	7 60	30 24	
Air Set (16oz)	1		8 40	
Wave Set HP 19	3	2 00	6 -	
MIRA-9	1		3 -	
Glypro-C	3	2 85	8 55	Discontinued
Amino-Pen lotion	1		3 60	
PPT. Conditioner	1		4 18	
Essure Shampoo mens	1		3 60	
Protein Shampoo	2		2 70	
Oil Control ..	2		5 40	
Dandruff Shampoo	5		13 50	
Thin Hair ..	2		5 00	
Thin Hair Finishing Sp.	1		3 57	
Non Aerosol Spray	2		6 60	12396

Date

Date

1999

Emilia
Inventory

DESCRIPTION

Design Foam

After Shave

CZAR Cologne

discontinued

SANEX

8.14

22

7 50

Cotton

600

1

6 -

Frosting Cap

1

3 -

Perm Paper

59

3

1 7 7

Dualites

1995

1

19 95

MRX SEA Breeze

6 95

6 95

Peroxide

1/2

2 -

WAX

1055

1

10 55

SPATULAS small

12

1 50

Color Perfect

EXTRA-LIFT Creme

315

1

... .. CLEAN

1

6 30

65 52

RESOLUTION OF SHAREHOLDERS AND DIRECTORS OF
FANFARE, LTD.

The undersigned being all of the Directors and/or shareholders of Fanfare, Ltd., hereby authorizes Barbara Ullrich, as President of Fanfare, Ltd. and Forrest Shugars, as Secretary thereof to enter into and consummate the execution of all paper work required to effect the sale and transfer of all of the assets of Fanfare, Ltd. to Fanfare Hair Stylists, Ltd. in accordance with the provisions of an agreement dated the 30th day of June, 1988.

Said officers of the corporation are authorized and instructed to prepare or cause to be prepared Articles of Sale and Transfer to be filed with the Maryland Department of Assessments and Taxation, to enter into required contracts to effect the above transfer, and to execute appropriate Bills of Sale as required to conclude said transaction.

WITNESS our hands and seals this 30th day of June, 1988.

Barbara Ullrich (SEAL)
Barbara Ullrich, Shareholder/Director

Gerald L. Ullrich (SEAL)
Gerald Ullrich, Director

Forrest Shugars (SEAL)
Forrest Shugars, Director



STATE OF MARYLAND

State Department of Assessments and Taxation

Geno L. Burner, Director

DOCUMENT CODE

12 4

BUSINESS CODE

COUNTY

71

P.A. Religious Close Stock Nonstock

Merging (Transferor) Fanfare, Ltd.

Surviving (Transferee) Fanfare Hair Stylists Ltd.

D 1729243

D 2552214

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		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
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
87		Limited Part. Good Standing
71		Financial
600		Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, for Limited Part.
		Other
		Other

Name Change (New Name)

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

Code

ATTENTION:

MAIL TO ADDRESS:

Edward Kuczynski
55 N. Jonathan St.
Hagerstown, Md
21740

NOTE:

TOTAL FEES

20

Check Cash

Documents on checks

APPROVED BY:

[Signature]

ARTICLES OF TRANSFER
 OF
 FANFARE, LTD.
 (A MD CORP.)
 AND
 FANFARE HAIR STYLISTS LTD.
 (A MD CORP.)

TRANSFEROR

TRANSFeree

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
 OF MARYLAND AUGUST 24, 1988 AT 9:36 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

\$ _____

02552214

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 JAN 31 1989

RETURN TO:
 EDWARD KUCZYNSKI
 55 N. JONATHAN STREET
 HAGERSTOWN MD 21740

04503020087

A 271745



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