Received for Record January 29, 1990 at 11:00 a.m.
Corporation Record Liber 42



MICHAEL DEVELOPMENT CORPORATION 10/16/89 9:41

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

ARTICLES OF INCORPORATION

1. Incorporators. The undersigned, Andrew J. Michael, whose post office address is Box 62, Big Spring, Maryland 21712, and Andrew J. Michael IV, whose post office address is Route 1, Box 1B, Big Pool, Maryland 21711, and Dennis M. Michael, whose post office address is Route 2, Box 92, Clear Spring, Maryland 21722, each being at least 21 years of age, do hereby form a corporation under the general laws of the State of Maryland.

2. Name. The name of the corporation, hereinafter called the Corporation, is Michael Development Corporation.

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

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

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

1989 OCT 16 A 9:41

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

5. Registered Agent Address. The post office address of the

[redacted]

principal office of the Corporation in Maryland is Box 62, Big Spring, Maryland 21712. The name and post office address of the resident agent of the Corporation in Maryland are Andrew J. Michael, Box 62, Big Spring, Maryland 21722. Such resident agent is a citizen of the State of Maryland and actually resides therein.

6. Capital Stock. The total number of shares of stock which the Corporation has authority to issue is 500 shares without par value, all of one class.

7. Election to Have No Board of Directors. After the completion of the organizational meeting of the director and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no Board of Directors. Until such time, the Corporation shall have three Directors whose names are Andrew J. Michael, Andrew J. Michael IV and Dennis M. Michael.

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

(1) President - Andrew J. Michael

(2) Secretary - Dennis M. Michael

(3) Treasurer - Andrew J. Michael IV

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

10. Capital. The authorized capitalization of the Corporation shall be One Million ($1,000,000.00) Dollars.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 10th day of October, A.D., 1989.

Andrew J. Michael (SEAL)
Andrew J. Michael

Andrew J. Michael IV (SEAL)
Andrew J. Michael IV

Dennis M. Michael (SEAL)
Dennis M. Michael

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

I HEREBY CERTIFY, That on this 10th day of Oct., A.D., 1989, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Andrew J. Michael, known to me to be the person whose name is subscribed to the aforegoing Articles of Incorporation, who did acknowledge that he executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

Anna M. Martin
Notary Public

My Commission Expires: 7/1/90

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

I HEREBY CERTIFY, That on this 10th day of Oct., A.D., 1989, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Andrew J. Michael IV, known to me to be the person whose name is subscribed to the aforegoing Articles of Incorporation, who did acknowledge that he executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

Anna M. Martin
Notary Public

My Commission Expires: /1/90

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

I HEREBY CERTIFY, That on this 10th day of Oct., A.D., 1989, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Dennis M. Michael, known to me to be the person whose name is subscribed to the aforegoing Articles of Incorporation, who did acknowledge that he executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

Anna M. Martin
Notary Public

My Commission Expires: 7/1/90

4

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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 | | |

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 Resident Agent's Address
_____ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Robert Stone
120 N. Potomac St
Hagerstown, Md 21740

40 Check _____ Cash

NOTE:

___ Documents on _____ checks

14 days

APPROVED BY: A

ARTICLES OF INCORPORATION
OF
MICHAEL DEVELOPMENT CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 16, 1989 AT 9:41 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 | $ |

D2889848

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 FEB 6 1990

RETURN TO:
ROBERT STONE
120 N. POTOMAC ST.
HAGERSTOWN MD 21740

082C3030219

A 308149

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

3187 3947

Received for Record January 29, 1990 at 11:00 a.m.
Corporation Record Liber 42

6

ARTICLES OF VOLUNTARY DISSOLUTION
OF
LITTON'S RENTAL CO., INC.

FIRST: The Corporation is hereby dissolved. 10-15-89 8:48a

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 Maugans Avenue and I-81, Hagerstown, Maryland 21740.

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:

Margaret L. Litton
2213 Club Road
Hagerstown, Maryland 21740

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

Margaret L. Litton
2213 Club Road
Hagerstown, MD 21740

Lynn F. Meyers
82 W. Washington St.
Hagerstown, MD 21740

Rev. Terry E. Litton
1206 Greenair Drive
Cambridge, OH 43725

Nancy Gerberich
Route 12, Box 142
Hagerstown, MD 21740

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

Margaret L. Litton
President, Treasurer
2213 Club Road
Hagerstown, MD 21740

Rev. Terry E. Litton
Vice President
1206 Greenair Drive
Cambridge, OH 43725

Nancy L. Gerberich
Secretary
Route 12, Box 142
Hagerstown, MD 21740

1989 SEP 22 A 8:51

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.

1989 OCT 18 A 8:40

SEVENTH: The Corporation has no known creditors.

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, Litton's Rental Co., 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 8th day of September, 1989.

Attest to Signature
and Corporate Seal:

LITTON'S RENTAL CO., INC.

Nancy R. Gerlach
Secretary

By: Margaret M. Litton
Margaret L. Litton
President

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

I HEREBY CERTIFY, That on this 8th day of September A. D., 1989, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Margaret L. Litton, President, who acknowledged herself to be President of Litton's Rental Co., Inc. and that she, as such President, being authorized so to do, executed the aforegoing instrument for the purposes therein contained.

Witness my hand and official Notarial Seal.

Linda L. Punt
Notary Public

My Commission Expires:
1 July 1990

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

I HEREBY CERTIFY, that on this 8th day of September, A.D., 1989, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Nancy L. Gerberich 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 aforegoing Articles of Voluntary Dissolution with respect to the authorization for dissolution are true as therein set forth.

Witness my hand and official Notarial Seal.

Linda L. Punt
Notary Public

My Commission Expires:
1 July 1990

AFFIDAVIT

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

I HEREBY CERTIFY, that on this 8th day of September, A.D, 1989, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Margaret L. Litton, President of Litton's Rental Co., Inc., a. Maryland Corporation, who declared under penalties of perjury, that the Corporation as of September 1, 1989, owned no personal property in the State of Maryland and that as of said date, the Corporation owed no taxes due to the State of Maryland of any nature and description for any prior years.

WITNESS my hand and official Notarial Seal.

Linda L. Punt
Notary Public

My Commission Expires:
1 July 1990

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 1873

February 7, 1989

RE: Litton's Rental Co., 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

Litton's Rental Co., 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

CITY OF HAGERSTOWN
Office of the Treasurer & Tax Collector
1 East Franklin Street
Hagerstown, Maryland 21740
(301) 790-3200 ext. 153

September 15, 1989

Meyers, Young & Grove, P.A.
Attn: Linda L. Punt
82 W Washington St - Bryan Centre
Hagerstown, MD 21740

RE: Tax Clearance - Litton's Rental Co., 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:

Litton's Rental Co., Inc. ID #D-0134031

have been paid to and including fiscal year July 1, 1989 to June 30, 1990.

Stephen Wolfensberger

Stephen Wolfensberger,
Treasurer and Tax Collector
Hagerstown, Maryland

12

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

LITTON'S RENTAL CO., INC.

have been paid.

WITNESS my hand and official seal this

14TH day of MARCH A.D. 19 89

Darlene J. Ladd
DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

PS-409

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 19 BUSINESS CODE _____ COUNTY 71

# D0134031 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 |
| 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 Corp. 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 50

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 Resident Agent's Address
___ Other Change _____

Code 075

ATTENTION: Linda Punt

MAIL TO ADDRESS: _____

✓ Check ___ Cash

NOTE:

___ Documents on ____ checks

APPROVED BY: JoCM

2291

THE ARTICLES OF DISSOLUTION
OF
LITTON'S RENTAL CO., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 18, 1989 AT 8:48 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 |

D0134031

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

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

FEB 6 1990

RETURN TO:
MEYERS, YOUNG & GROVE, P.A.
LINDA PUNT
P O BOX 1267
HAGERSTOWN MD 21741 1267

081C3030113

A 308633

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for Record January 29, 1990 at 11:00 a.m.
Corporation Record Liber 42



CERTIFIED COPY

RESOLUTION

OF THE

BOARD OF DIRECTORS

OF

DACOR LIGHTING AND ACCESSORIES, INC.
(Formerly Big City Lights, Inc.)

CHANGE OF ADDRESS OF RESIDENT AGENT OF THE CORPORATION

Dacor Lighting and Accessories, Inc., a corporation duly organized under the laws of the State of Maryland (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation (hereinafter referred to as the "Department") as follows:

FIRST: The following is a true and correct copy of a resolution duly approved and adopted by the Board of Directors of the Corporation:

RESOLVED, that the name and post office address of the Resident Agent of the Corporation in this State is: Donald A. Kayser, 112 Western Maryland Parkway, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

SECOND: At a duly constituted meeting on September 29, 1989, the Board of Directors of the Corporation unanimously approved and adopted the foregoing resolution.

I, Donald A. Kayser, Secretary of Dacor Lighting and Accessories, 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 duly adopted by the Board of Directors of the Corporation.

Donald A. Kayser, Secretary

STATE DEPT. OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
10/20/89 at 8:37 A.M.
1989 OCT 20 A 9:51

16

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 21

# D2850402 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 ____ |
| 55 | | 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 Corp. Registration |
| 87 | | ____ Limited Part. Good Standing |
| 71 | | Financial |
| 600 | | ____ Personal Property Reports and late filing penalties |
| 70 | 10.00 | Change of P.O., R.A. or R.A.A. |
| 91 | | Amend/Cancellation, For. Limited Part. |
| ___ | | Other ____ |
| | | Other ____ |

TOTAL FEES 10.00

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 Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Miller, Olive, Beachley & Stone
28 W. Washington St.
Hagerstown, Md 21741

___1___ Check _____ Cash

___1___ Documents on ___1___ checks

NOTE:

APPROVED BY: RMC VH

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS
OF
DACOR LIGHTING AND ACCESSORIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 20, 1989 AT 9:51 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 | $ |

D2850402

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

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

RETURN TO:
MILLER, OLIVER, LAURICELLA, ETAL
28 W. WASHINGTON STREET
HAGERSTOWN MD 21741

084C3030481

A 310812

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

3184 0115

AT5-060

Received for Record January 29, 1990 at 11:00 a.m.
Corporation Record Liber 42



CERTIFIED COPY

RESOLUTION

OF THE

BOARD OF DIRECTORS

OF

TRI-STATE OPTICAL COMPANY, INC.

CHANGE OF NAME OF RESIDENT AGENT OF THE CORPORATION

Tri-State Optical Company, Inc., a corporation duly organized under the laws of the State of Maryland (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation (hereinafter referred to as the "Department") as follows:

FIRST: The following is a true and correct copy of a resolution duly approved and adopted by the Board of Directors of the Corporation:

> RESOLVED, that the name and post office address of the Resident Agent of the Corporation in this State is John W. Bailey, 823 Noland Drive, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

SECOND: At a duly constituted meeting on June 19, 1989, the Board of Directors of the Corporation unanimously approved and adopted the foregoing resolution.

I, Victoria L. Draper, Secretary of Tri-State Optical Company, 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 duly adopted by the Board of Directors of the Corporation.

Victoria L. Draper, Secretary

92938272

1989 OCT 20 A 9:57

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
10/20/89 at 9:52 A.m.

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

19

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 21

# D2286599 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 ____ |
| 55 | | 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 |
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| NA | | Foreign Corp. Registration |
| 87 | | ____ Limited Part. Good Standing |
| 71 | | Financial |
| 600 | | ____ Personal Property Reports and late filing penalties |
| 70 | 10.00 | Change of P.O., R.A. or R.A.A. |
| 91 | | Amend/Cancellation, For. Limited Part. |
| | | Other ____ |
| | | Other ____ |

TOTAL FEES 10.00

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 Resident Agent's Address
___ Other Change ____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Miller, Oliver, Beachley & Stone, 28 W. Washington St, Hagerstown, Md. 21741-

___1___ Check _____ Cash

NOTE:

___1___ Documents on ___1___ checks

APPROVED BY: RMC VH

20

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS
OF
TRI-STATE OPTICAL COMPANY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 20, 1989 AT 9:52 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

| ORGANIZATION AND CAPITALIZATION FEE PAID: | RECORDING FEE PAID: | SPECIAL FEE PAID: |
|---|---|---|
| $ | $ 10.00 | $ |

D2286599

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 FEB 6 1990

RETURN TO:
MILLER, OLIVER, LAURICELLA, ETAL
28 W. WASHINGTON STREET
HAGERSTOWN MD 21741

084C3030479

A 310810

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for Record January 29, 1990 at 11:00 a.m.
Corporation Record Liber 42

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT

10-23-89 at 10:54 a.m.

21

ARTICLES OF INCORPORATION

OF

FRENCH'S FINISHERS, INC.
(A CLOSED CORPORATION)

THIS IS TO CERTIFY:

FIRST: THAT, I, TIMOTHY ALAN DAVIS, WHOSE POST OFFICE BOX IS 1023-A MARYLAND AVENUE, HAGERSTOWN, MARYLAND, 21740, BEING OVER TWENTY-ONE YEARS OF AGE, DO, UNDER AND BY VIRTUE OF THE GENERAL LAWS OF THE STATE OF MARYLAND AUTHORIZING THE FORMATION OF CORPORATIONS, INTEND TO FORM A CORPORATION BY THE EXECUTION AND FILING OF THESE ARTICLES.

SECOND: THAT THE NAME OF THE CORPORATION (WHICH IS HEREAFTER CALLED THE "CORPORATION") IS FRENCH'S FINISHERS, 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.

RECEIVED
OCT 23 AM 10 54
ASSESSMENTS & TAXATION

FOURTH: THE PURPOSES FOR WHICH THE CORPORATION IS FORMED ARE AS FOLLOWS:

(A) TO OPERATE A GENERAL BUSINESS OF CONCRETE FINISHING.

(B) TO PURCHASE, LEASE, MANAGE, OR OTHERWISE ACQUIRE, HOLD, DEVELOP, IMPROVE, MORTGAGE, EXCHANGE, LET, OR IN ANY MANNER ENCUMBER OR DISPOSE OF REAL PROPERTY WHEREVER SITUATED.

(C) TO EXPRESSLY POSSESS ALL PURPOSES AS SET FORTH IN THE GENERAL INCORPORATION LAWS OF TH 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 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

B2566699



FILE COPY

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 POST OFFICE 1023A MARYLAND AVE., HAGERSTOWN, MARYLAND 21740. THE RESIDENT AGENT OF THE CORPORATION IS SHANE FRENCH WHOSE POST OFFICE ADDRESS IS ROUTE 1, BOX 42, 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 UNANIMOUS CONSENT OF ALL SHADREHOLDERS.

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 SHANE FRENCH.

EIGHTH: THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

IN WITNESS WHEREOF, I HAVE SIGNED THESE ARTICLES OF INCORPORATION THIS 21 ST DAY OF SEPTEMBER, 1989.

Timothy A. DaDairi
TIMOTHY ALAN DAVIS

STATE OF MARYLAND, WASHINGTON COUNTY, TO WIT:

I HEREBY CERTIFY, THAT ON THIS 21 DAY OF SEPTEMBER 1989 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 VOULUNTARY ACT AND DEED.

WITNESS BY HAND AND OFFICIAL NOTARIAL SEAL.

Margaret G. Gibert
NOTARY PUBLIC

MY COMMISSION EXPIRES: July 1, 1990

MARGARET G. GIBERT NOTARY PUBLIC WASHINGTON COUNTY, MD.

23

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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 40.00

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 Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: ____

MAIL TO ADDRESS: Timothy A. Davis
1023 A. Maryland Ave.
Hagerstown, Md
21740

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: ____

24

ARTICLES OF INCORPORATION
OF
FRENCH'S FINISHERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 23, 1989 AT 10:54 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 | $ |

D2889624

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

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

FEB 6 1990

RETURN TO:
TIMOTHY A. DAVIS
1023 A. MARYLAND AVE.
HAGERSTOWN MD 21740

082C3030197

A 308129

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for Record March 6, 1990 at 1:00 p.m.
Corporation Record Liber 42



SHAPIRO AND OLANDER
A PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
TWENTIETH FLOOR
CHARLES CENTER SOUTH
36 SOUTH CHARLES STREET
BALTIMORE, MARYLAND 21201-3147
(301) 385-0202
TELECOPIER: (301) 539-7611

October 17, 1989

VIA HAND DELIVERY

Clerk - Charter Division
State Department of
Assessments and Taxation
301 W. Preston Street
Baltimore, Maryland 21201

Re: EASTCOAST HARDWOOD VENEERS, INC.

Dear Sir or Madam:

I am hereby resigning as resident agent of the referenced corporation. Enclosed is my check in the amount of $10.00 to cover the fee for filing this letter of resignation.

Sincerely,

Joel I. Sher

JIS/lls
Enclosure
cc: John F. Erath
1406 Oak Hill Avenue
Hagerstown, Maryland 21740

651s1076.ltr:01

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

10-18-89 at 10:12 A.m.

RECEIVED
'89 OCT 18 AM 10 12
STATE DEPT. OF
ASSESSMENTS & TAXATION

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 71

# D2665016 ____ P.A. ____ Religious ____ Close ____ Stock ____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 |
| 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 Corp. Registration |
| 87 | | ____ Limited Part. Good Standing |
| 71 | | Financial |
| 600 | | ____ Personal Property Reports and late filing penalties |
| 70 | $10.00 | Change of P.O., R.A. or R.A.A. |
| 91 | | Amend/Cancellation, For. Limited Part. |
| | | Other |
| | | Other |

TOTAL FEES $10.00

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 Resident Agent's Address
____ Other Change _____

Code 055

ATTENTION: Joel I. Sher

MAIL TO ADDRESS: _____

____ 1 ____ Check ____ Cash

NOTE:

____ 1 ____ Documents on ____ 1 ____ checks

APPROVED BY: RMC VH

RESIGNATION OF RESIDENT AGENT
OF
EASTCOAST HARDWOOD VENEERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 18, 1989 AT 10:12 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 | $ |

D2665016

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 12 1990

RETURN TO:
SHAPIRO & OLANDER
ATTN: JOEL I. SHER
36 S. CHARLES STR
2000 CHARLES CENTER SOUTH
BALTIMORE MD 21201

085C3030576

A 310897

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for Record March 6, 1990 at 1:00 p.m.
Corporation Record Liber 42

28

ARTICLES OF INCORPORATION

OF

PNC LEASING, INC.

(A CLOSED CORPORATION)

THIS IS TO CERTIFY: 10/23/89 10:15 A.M.

FIRST: THAT, I, TIMOTHY ALAN DAVIS, WHOSE POST OFFICE BOX IS 1023-A MARYLAND AVENUE, HAGERSTOWN, MARYLAND, 21740, BEING OVER TWENTY-ONE YEARS OF AGE, DO, UNDER AND BY VIRTUE OF THE GENERAL LAWS OF THE STATE OF MARYLAND AUTHORIZING THE FORMATION OF CORPORATIONS, INTEND TO FORM A CORPORATION BY THE EXECUTION AND FILING OF THESE ARTICLES.

SECOND: THAT THE NAME OF THE CORPORATION (WHICH IS HEREAFTER CALLED THE "CORPORATION") IS PNC LEASING, 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 GENERAL BUSINESS OF LEASING CONSTRUCTION EQUIPMENT.

(B) TO PURCHASE, LEASE, MANAGE, OR OTHERWISE ACQUIRE, HOLD, DEVELOP, IMPROVE, MORTGAGE, EXCHANGE, LET, OR IN ANY MANNER ENCUMBER OR DISPOSE OF REAL PROPERTY WHEREVER 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 MENTIONED OR TO LIMIT OR RESTRICT ANY OF THE POWER OF THE CORPORATION. THE CORPORATION IS 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 11 FAIRWAY LAND, HAGERSTOWN, MARYLAND 21740. THE RESIDENT AGENT OF THE CORPORATION IS PAUL N. CRAMPTON JR. WHOSE POST OFFICE ADDRESS IS 4 WYE OAK DRIVE, FUNKSTOWN, MARYLAND 21734. SAID RESIDENT AGENT IS A CITIZEN OF THE

STATE OF MARYLAND AND ACTUALLY RESIDES THEREIN.

SIXTH: THE TOTAL NUMBEROF 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 UNANIMOUS CONSENT OF ALL SHAREHOLDERS.

SEVENTH: THE NUMBER OF DIRECTORS OF THE CORPORATION SHALL BE TWO (2) UNTIAL 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 PAUL N. CRAMPTON SR. AND PAUL N. CRAMPTON JR.

EIGHTH: THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

IN WITNESS WHEREOF, I HAVE SIGNED THESE ARTICLES OF INCORPORATION THIS 1ST DAY OF NOVEMBER, 1989.

Timothy A. Davis

TIMOTHY ALAN DAVIS

STATE OF MARYLAND, WASHINGTON COUNTY, TO WIT:

I HEREBY CERTIFY, THAT ON THIS 1ST DAY OF NOVEMBER, 1989 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 BY HAND AND OFFICIAL NOTARIAL SEAL.

Margaret H. Dibert

NOTARY PUBLIC

MY COMMISSION EXPIRES:
JULY 1, 1990

MARGARET H. DIBERT NOTARY PUBLIC WASHINGTON COUNTY

30

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 20 | 20 | Organ. & Capitalization |
| 61 | 10 | Rec. Fee (Arts. of Inc.) |
| 62 | | Rec. Fee (Amendment) |
| 63 | | Rec. Fee (Merger or Consolidation) |
| 64 | | Rec. Fee (Transfer) |
| 65 | | Rec. Fee (Dissolution) |
| 66 | | Rec. Fee (Revival) |
| 52 | | Foreign Qualification |
| 50 | | Cert. of Qual. or Reg. |
| 51 | | Foreign Name Registration |
| 13* | | ____ Certified Copy ____ |
| 56 | | 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 Corp. 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 40.00

✓ Check ____ Cash

____ Documents on ____ checks

APPROVED BY: [illegible]

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 Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: ____

MAIL TO ADDRESS: Arthur M. Wagman
312 S. Frederick Ave
Gaithersburg, Md
20877

NOTE:

ARTICLES OF INCORPORATION
OF
PNC LEASING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 23, 1989 AT 10:54 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 | $ |

D2898104

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

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

MAILED MAR 12 1990

RETURN TO:
AURTHUR M. WAGMAN
312 S. FREDERICK AVE.
GAITHERSBURG MD 20877

093C3030716

A 311693

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

Received for Record March 6, 1990 at 1:00 p.m.
Corporation Record Liber 42



ARTICLES OF INCORPORATION
OF
WORTHINGTON ENTERPRISES, INC.
(A CLOSED CORPORATION)

STATE DEPARTMENT OF ASSESSMENTS
10/23/89 10:54A

THIS IS TO CERTIFY:

FIRST: THAT, I, TIMOTHY ALAN DAVIS, WHOSE POST OFFICE BOX IS 1023-A MARYLAND AVENUE, HAGERSTOWN, MARYLAND, 21740, BEING OVER TWENTY-ONE YEARS OF AGE, DO, UNDER AND BY VIRTUE OF THE GENERAL LAWS OF THE STATE OF MARYLAND AUTHORIZING THE FORMATION OF CORPORATIONS, INTEND TO FORM A CORPORATION BY THE EXECUTION AND FILING OF THESE ARTICLES.

SECOND: THAT THE NAME OF THE CORPORATION (WHICH IS HEREAFTER CALLED THE "CORPORATION") IS WORTHINGTON ENTERPRISES, 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 GENERAL BUSINESS OF EQUIPMENT LEASING.

(B) TO PURCHASE, LEASE, MANAGE, OR OTHERWISE ACQUIRE, HOLD, DEVELOP, IMPROVE, MORTGAGE, EXCHANGE, LET, OR IN ANY MANNER ENCUMBER OR DISPOSE OF REAL PROPERTY WHEREVER 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 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 6 SPRINGCREEK ROAD, HAGERSTOWN, MARYLAND 21740. THE RESIDENT AGENT OF THE CORPORATION IS BARRY B. WORTHINGTON WHOSE POST OFFICE ADDRESS IS 6 SPRINGCREEK ROAD, HAGERSTOWN, MARYLAND 21740. SAID RESIDENT AGENT IS A CITIZEN OF

93108103

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 AND ARE DESIGNATED COMMON STOCK. THE ISSUANCE OR SALE OF ANY STOCK OF THE CORPORATION, INCLUDING TREASURY STOCK, SHALL REQUIRE THE 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 BARRY B. WORTHINGTON.

EIGHTH: THE DUATION OF THE CORPORATION SHALL BE PERPETUAL.

IN WITNESS WHEREOF, I HAVE SIGNED THESE ARTICLES OF INCORPORATION THIS 1ST DAY OF NOVEMBER, 1989.

Timothy A. Davis
TIMOTHY ALAN DAVIS

STATE OF MARYLAND, WASHINGTON COUNTY, TO WIT:

I HEREBY CERTIFY, THAT ON THIS 1ST DAY OF NOVEMBER, 1989 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 BY HAND AND OFFICIAL NOTARIAL SEAL.

Margaret G. Dibert
NOTARY PUBLIC

MY COMMISSION EXPIRES:
JULY 1, 1990

MARGARET G. DIBERT NOTARY PUBLIC WASHINGTON COUNTY

34

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 20 | 40 | Organ. & Capitalization |
| 61 | 40 | 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 Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Timothy A. David
1023 A. Maryland Ave
Hagerstown, Md
21740

TOTAL FEES 40.00

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: [illegible]

ARTICLES OF INCORPORATION
OF
WORTHINGTON ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 23, 1989 AT 10:54 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 | $ |

D2898096

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

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

MAILED MAR 12 1990

RETURN TO:
TIMOTHY A. DAVIS
1023A MARYLAND AVE.
HAGERSTOWN MD 21740

093C3030715

A 311692

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

ATS-060

Received for Record March 6, 1990 at 1:00 p.m.
Corporation Record Liber 42


10-24-89 9:23

ROY G. DAWSON TRADE EMBALMING SERVICE, INC.

A Maryland Close Corporation,
Organized Pursuant to Title 4 of the
Corporations and Associationes Article of the
Annotated Code of Maryland

ARTICLES OF INCORPORATION

FIRST: I, William McC. Schildt, 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 is Roy G. Dawson Trade Embalming Service, Inc. (hereinafter called the "Corporation").

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 from time to time.

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

1. To engage in the business of performing and rendering embalming services for funeral directors and any other person or entity; to perform all necessary and proper related services and activities in connection therewith; and to engage in any other lawful business.

2. To do anything permitted a corporation by the General Laws of the State of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of

the Corporation is 1037 Dual Place, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is Roy G. Dawson, 1037 Dual Place, Hagerstown, Maryland 21740. The Resident Agent is a citizen of and actually resides in the State of Maryland.

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

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, who shall be Roy G. Dawson.

IN WITNESS WHEREOF, I do hereby acknowledge these Articles of Incorporation to be my act this 23rd day of October, 1989.

WITNESS:

Karen M. Tomy

William McC. Schildt

38

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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 40

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 Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: William McC. Schildt

MAIL TO ADDRESS: Strite and Schildt
138 N. Washington St
Hagerstown Md
21740

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: J.M.T.

ARTICLES OF INCORPORATION
OF
ROY G. DAWSON TRADE EMBALMING SERVICE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 24, 1989 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 | $ 20.00 | $ |

D2894160

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
STRITE AND SCHILDT
ATTN: WILLIAM MCC. SCHILDT
138 W. WASHINGTON STREET
HAGERSTOWN MD 21740

087C3030098

A 311078

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

ATS-060

Received for Record March 6, 1990 at 1:00 p.m.
Corporation Record Liber 42



STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
10/25/89 at 9:59 a.m.

JAMES J. HARBELL, INC.
ARTICLES OF VOLUNTARY DISSOLUTION

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

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth and the post office address of the principal office of the Corporation in the State of Maryland is 775 Point Salem Road, Hagerstown, Maryland 21740.

THIRD: The name and address of the resident agent of the Corporation who shall serve for one (1) year after dissolution and until the affairs are wound up is James J. Harbell, 775 Point Salem Road, Hagerstown, Maryland 21740.

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

James J. Harbell, 775 Point Salem Road, Hagerstown, Maryland 21740

Pamela Poffenberger, 250 North Mulberry Street, Hagerstown, Maryland 21740.

Elizabeth Harbell, 775 Point Salem Road, Hagerstown, Maryland 21740

Larry Gorman, Mapleville Road, Boonsboro, Maryland 21713.

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

James J. Harbell, President - 775 Point Salem Road, Hagerstown, Maryland 21740

Pamela Poffenberger, Vice President - 250 North Mulberry Street, Hagerstown, Maryland 21740

Elizabeth Harbell, Treasurer and Secretary - 775 Point Salem Road, Hagerstown, Maryland 21740.

92988106

1989 OCT -6 A 9:49

[redacted]

3190 2304
~~2158 2498~~

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 a two-third majority vote, at a duly called special meeting of 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, at a duly called special meeting of the Stockholders of the Corporation duly approved by the Stockholders of the Corporation by the affirmative vote of two-thirds of the votes entitled to be cast in the matter.

SEVENTH: The Corporation has no known creditors.

EIGHTH: These Articles of Voluntary Dissolution are accompanied by Certificates provided by Section 3-407(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, James J. Harbell, 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 31 day of July, 1989, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of James J. Harbell, 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: JAMES J. HARBELL, INC.

Elizabeth A. Harbell James J. Harbell Sr.

AFFIDAVIT OF NO TANGIBLE PROPERTY

The undersigned, President of James J. Harbell, Inc., on behalf of the Corporation, hereby states and certifies that, as of July 15, 1989, the Corporation owned no tangible property and further certifes and affirms under the penalties of perjury and upon personal knowledge that the contents of this Affidavit are true.

James J. Harbell
James J. Harbell, President

STATE OF MARYLAND, WASHINGTON COUNTY; to-wit:

I HEREBY CERTIFY that on July 31, 1989, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared James J. Harbell, President of James J. Harbell, Inc., who acknowledged the aforegoing Affidavit to be his act and deed and further acknowledged that he is authorized by the Corporation to execute this Agreement on its behalf and to bind the Corporation thereto.

WITNESS my hand and Official Notarial Seal.

Sherie A. Nigh
Notary Public

My Commission Expires:
July 1, 1990

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

JAMES J. HARBELL, INC.

have been paid.

WITNESS my hand and official seal this

6TH day of SEPTEMBER A.D. 19 89

Marlene J. Ladd
DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

3190 2309
~~3190 2501~~

PS-409

City of Hagerstown, Maryland
Office of the Treasurer & Tax Collector
1 E Franklin St
Hagerstown, MD 21740
(301) 790-3200 ext 154

November 8, 1989

James J Harbell, Inc.
18 West Antietam Street
Hagerstown, MD 21740

RE: Tax Clearance - James J Harbell, 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:

James J Harbell, Inc. - #D1162882

have been paid to and including fiscal year July 1, 1989 to June 30, 1990.

Stephen Wolfensberger

Stephen Wolfensberger,
Treasurer/Tax Collector

1 ~~2188 2302~~

3190 2310

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

November 7, 1989

RE: James J. Harbell, Inc.
D-1162882

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

James J. Harbell, Inc.

have been paid to and including the fiscal year July 1, 1989 through June 30, 1990.

**Todd L. Hershey, Treas.**
amn

Todd L. Hershey
Treasurer for Washington County,
Maryland

mt

48

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

m

DOCUMENT CODE 19 BUSINESS CODE _____ COUNTY 71

#D116 2882 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 |
| 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 Corp. 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
- ____ Designation of Resident Agent and Resident Agent's Address
- ____ Other Change ____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Ulmer, Mason & Barton
207 S. Potomac St
Hagerstown, Md 21740

TOTAL FEES _____

50 Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: A cm

THE ARTICLES OF DISSOLUTION
OF
JAMES J. HARBELL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 25, 1989 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 |

D1162882

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

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

MAILED MAR 12 1990

RETURN TO:
URNER, NAIRN & BARTON
207 S. POTOMAC STREET
HAGERSTOWN MD 21740

098C3031632

A 311999

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.
3190 2305

Received for Record March 6, 1990 at 1:00 p.m.
Corporation Record Liber 42

48

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR PAYMENT
10-26-89 at 9:59 A.m.

ARTICLES OF INCORPORATION

A&J CRANE RENTAL, INC.

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

FIRST: I, Joseph A. Hartman, whose post office address is Route 1, Box 215, Clearspring, Maryland 21722, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is A&J Crane Rental, Inc.

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

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

(1) To engage in the operation and rental of construction equipment; and to engage in any other lawful purpose and/or business; and

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

FIFTH: The post office address of the principal office of the Corporation in this State is Route 1, Box 215, Clearspring, Maryland 21722. The name and post office address of the Resident Agent of the Corporation in this State is Jerry Lee Cunningham, 349 Antietam Drive, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1,000) shares with a par value of 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 two (2) directors, whose names are Joseph A. Hartman and Jerry Lee Cunningham.

1989 OCT 26 A 9:59

92590227

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 shall 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 under the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 23rd day of October, 1989, and I acknowledge the same to be my act.

WITNESS:

Renée M. DeGrange

Joseph A. Hartman

Joseph A. Hartman

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

I HEREBY CERTIFY, That on this 23rd day of October, 1989, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Joseph A. Hartman and acknowledged the aforegoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Rene M. DiGrange
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 |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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 40

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 Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Richard W. Lauricella
498 North Potomac St.
Hagerstown, Md
21740

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: JMT

ARTICLES OF INCORPORATION
OF
A&J CRANE RENTAL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 26, 1989 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 | $ 20.00 | $ |

D2892123

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 12 1990

RETURN TO:
RICHARD W. LAURICELLA
498 NORTH POTOMAC ST.
HAGERSTOWN MD 21740

085C3030564

A 310888

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

384 0356

Received for Record March 6, 1990 at 1:00 p.m.
Corporation Record Liber 42



STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR PAYMENT
10-30-89 at 9:02 a.m.

# ARTICLES OF INCORPORATION

OF

HAGERSTOWN FLOORS, 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 FLOORS, INC.

THIRD: The Corporation shall be a close Corporation under Title 4 of the Corporations and Association Article of the Maryland Code.

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

A. To acquire, own, sell and otherwise dispose of, and deal in, stocks, bonds, mortgages, securities, notes and commercial paper of corporations and individuals.

B. To acquire by purchase, subscription or otherwise, and to hold as investment or otherwise, any bonds or other securities or evidences of indebtedness, or any shares of capital stock created or issued by any other corporation or corporations, association or associations, of the State of Maryland, or of any other state, district, territory or country.

C. To purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of any bonds or other securities or evidences of indebtedness created or issued by any other corporation or corporations, association or associations, of the State of Maryland, or of any other state, district, territory or country; and while the owner thereof, to exercise all the rights, powers and privileges of ownership.

D. To purchase, hold, sell, assign, transfer, mortgage pledge, or otherwise dispose of shares of the capital stock of any other corporation or corporations, association or associations, of the State of Maryland, or of any other state, district, territory or country; and while the owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

E. To apply for, acquire, hold, use, sell, mortgage, license, assign or otherwise dispose of Letters Patent of the United States or of any foreign country, as well as acquire and dispose of licenses, privileges, inventions, improvements, processes and trademarks relating to or useful in connection with any business carried on by the Corporation.

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

G. To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares and merchandise, and real and personal property of every class and description.

H. To act as a general contractor for the construction, repairing and remodeling of buildings and public works of all kinds, and for the improvement of real estate, and the doing of any and all other business and contracting incidental thereto, or connected therewith, and the doing and performing of any and all acts or things necessary, property, or convenient for or incidental to the furtherance or the carrying out of the powers or purposes herein mentioned.

I. To buy, sell, trade, manufacture, deal in and deal with goods, wares and merchandise of every kind and nature, and to carry on such business as wholesalers, retailers, importers and exporters; to acquire all such merchandise, supplies, materials, and other articles as may be necessary or incidental to such business.

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

FIFTH: The post office address for the principal office of the Corporation in this State is 730 Virginia Avenue, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are Allen M. Kennedy, 730 Virginia Avenue, 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. Allen M. Kennedy 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 27th day of October, 1989.

WITNESS:

Susan E. Becker

Russell R. Marks (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit

I HEREBY CERTIFY, that on this 27th day of October, 1989, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared RUSSELL R. MARKS, who did acknowledge that he executed the foregoing Articles of Incorporation as his voluntary act.

WITNESS my hand and Notarial Seal.

Susan E. Becker
Notary Public

My Commission Expires:
July 1, 1990

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

57

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

# _____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 20 | 20 | Organ. & Capitalization |
| 61 | 20 | Rec. Fee (Arts. of Inc.) |
| 62 | | Rec. Fee (Amendment) |
| 63 | | Rec. Fee (Merger or Consolidation) |
| 64 | | Rec. Fee (Transfer) |
| 65 | | Rec. Fee (Dissolution) |
| 66 | | Rec. Fee (Revival) |
| 52 | | Foreign Qualification |
| 50 | | Cert. of Qual. or Reg. |
| 51 | | Foreign Name Registration |
| 13 | 10 | 1 Certified Copy 4 |
| 56 | | 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 Corp. 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 50

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 Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Russell R. Marks
35 E. Washington St.
Hagerstown, Md
21740

✓ Check ___ Cash

NOTE:

___ Documents on _____ checks

APPROVED BY: JMT

58

ARTICLES OF INCORPORATION
OF
HAGERSTOWN FLOORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 30, 1989 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: |
|---|---|---|
| $ 20.00 | $ 20.00 | $ |

D2892628

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

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

MAILED MAR 12 1990

RETURN TO:
RUSSELL R. MARKS
35 E. WASHINGTON STREET
HAGERSTOWN MD 21740

086C3030672

A 310617

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for Record March 6, 1990 at 1:00 p.m.
Corporation Record Liber 42

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR FILING

10-30-89 at 10:31 A.m.



# ARTICLES OF INCORPORATION OF DUREX INTERNATIONAL, INC.

ARTICLE I.

NAME : The name of the Corporation shall be :

DUREX INTERNATIONAL, INC.

ARTICLE II.

DURATION : The period of its duration shall be perpetual.

ARTICLE III.

PURPOSE : The corporation is organized for the following purposes: 1. To export and import all cotton based materials in general and to export and import any other items needed here or abroad.

To do anything to facilitate the export & import.

1989 OCT 30 A 10:31

2. To do everything lawful to accomplish the above-mentioned purposes and to do everything to accomplish the functions necessary and pertinent to the functions and the purposes of the corporation.

3. To buy. sell, lease, distribute,manufacture,to contract to assign any rights, to do any business and operate any business which is lawful in the United States of America. This is a general provision to do any business independent and irrespective of the specific purpose as outlined in #1, above.

ARTICLE IV.

REGISTERED AGENT: TANVIR A.PASHA

shall be the registered agent of the corporation for all communication and correspondence purposes at the following address:

376 MILL STREET
HAGERSTOWN,
MARYLAND 21740

ARTICLE V.

SHARES : the aggregate number of shares which the corporation shall have the authority to issue is one thousand (1000) of common stock at no par value.

ARTICLE VI.

CAPITAL : The corporation shall not commence business until at least $1,000. has been received by it as consideration for the issuance of the shares.

ARTICLE VII.

PLACE OF BUSINESS: The principal place of business or the principal office of the corporation shall be in : Hagerstown,Maryland at:
376 MILL STREET
The corporation may establish branch offices or warehouses in any all parts of the United States of America.

ARTICLE VIII.

NO PERSONAL LIABILITY: No stockholder or officer of the corporation shall be personally liable for the acts, omissions, liablity, debts

of the the corporation.

ARTICLE IX.

OFFICERS : The following shall be the officers of the corporation:

| | |
|---|---|
| TANVIR A.PASHA | PRESIDENT |
| TANVIR A.PASHA | VICE-PRESIDENT |
| TANVIR A.PASHA | SECERETARY-TREASURER |

ARTICLE X.

INCORPORATORS OF THE CORPORATION: Following are the names and addresses of the incorporators of the corporation:

TANVIR A.PASHA 376 Mill Street, Hagerstown Maryland 21740.

ARTICLE XI.

SIGNATURES AND VERIFICATION:

Tanvir A. Pasha

TANVIR A.PASHA

Ruth Ann Barrow

STATE OF MARYLAND )
:ss.
COUNTY OF WASHINGTON )

On the 27th day of October 1989,

personally appeared before me TANVIR A.PASHA

who being by me first duly sworn, severally declare that he is the persons signing the foregoing ARTTICLES OF INCORPORATION OF DUREX INTERNATIONAL , INC.

and that the statements contained in the document are true and correct to the best of their knowledge.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the date and year first above written as a Notary Public of this State to verify the signatures of the incorporators.

Ruth Ann Brown
Notary Public

My commission expires:

July 1, 1990

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BY BUSINESS CODE D3 COUNTY 71

# _____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Tanvir A. Pasha
376 Mill St.
Hagerstown, Md
21740

TOTAL FEES 40.00

✓ Check ___ Cash

NOTE:

___ Documents on _____ checks

APPROVED BY: PK VH

ARTICLES OF INCORPORATION
OF
DUREX INTERNATIONAL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 30, 1989 AT 10:31 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 | $ 20.00 | $ |

D2893857

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

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

MAILED MAR 12 1990

RETURN TO:
TANVIR A. PASHA
376 MILL STREET
HAGERSTOWN MD 21740

087C303006

A 311050

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for Record March 6, 1990 at 1:00 p.m.
Corporation Record Liber 42



# HAGERSTOWN MOTOR EXPRESS, 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, Edward N. Button whose post office address is 44 N. Potomac St., Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is HAGERSTOWN MOTOR EXPRESS, INC.

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

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

1. To engage in the business of general freight transportation by motor vehicle or by brokerage; to establish lines of transportation by motor vehicle from point to point or place to place; to maintain offices, warehouses, agents, salesman, and dispatchers to purchase, or lease motor vehicles of any design or description, and to engage in any other lawful purpose and/or business; and,

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

FIFTH: The post office address of the principal office of the Corporation in this State is 1676 Langley Dr., Suite 303, Hagerstown, MD. 21740. The name and post office address of the Resident Agent of the Corporation in this State is Deborah Pifer, 1676 Langley Dr., Suite 303, 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 One Hundred (100) shares of common stock, without par value.

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

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR PAYMENT
11-6-89 at 10:14 a.m.

EDWARD N. BUTTON
ATTORNEY AT LAW
44 NORTH POTOMAC ST.
SUITE 104
HAGERSTOWN, MD 21740
(301) 739-4860

1989 NOV -6 A 10:14

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

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

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

**IN WITNESS WHEREOF**, I have signed these Articles of Incorporation this 23 day of Oct, 1989 and I acknowledge the same to be my act.

Rebecca J. Fraud
Witness

Edward Button

WARD N. BUTTON
TTORNEY AT LAW
ORTH POTOMAC ST.
SUITE 104
ERSTOWN, MD 21740

(301) 739-4860

3187 1164

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 20 | 30 | 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 |
| 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 Corp. 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 40

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 Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Edward N. Butler
44 North Potomac St
Suite 104
Hagerstown, Md
21740

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: J.m.T

68

ARTICLES OF INCORPORATION
OF
HAGERSTOWN MOTOR EXPRESS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 6, 1989 AT 10:14 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 | $ 20.00 | $ |

D2897858

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 MAR 12 1990
EDWARD N. BUTTON
44 NORTH POTOMAC ST.
SUITE 104
HAGERSTOWN MD 21740

093C3030691

A 311668

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

Received for Record March 6, 1990 at 1:00 p.m.
Corporation Record Liber 42

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

69

APPROVED FOR PAYMENT
11-6-89 10:07 A.M.

9

ARTICLES OF INCORPORATION
OF
SANDY'S ELECTRIC CO., INC.

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Sanford C. Messner, whose post office address is 155 South Potomac Street, Hagerstown, Maryland and Roger Roach, whose post office address is Route 2, Box 143, Williamsport, 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 Sandy's Electric Co., Inc..

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

Commercial, industrial and residential electrical service and installation.

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.

1989 NOV -6 A 10:07

SNYDER & POOLE, P.A. ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND
FREDERICK, MARYLAND

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

The 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.

FOURTH: The post office address of the principal office of the Corporation in this State is 155 South Potomac Street, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is Sanford C. Messner, 155 South Potomac Street, Hagerstown, Maryland. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 1000 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 qualifed are: Sanford C. Messner, Roger Roach and Christie Messner.

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 2nd day of November, 1989.

WITNESS:

Sanford C. Messner

Sanford C. Messner

Roger Roach

72

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

I HEREBY CERTIFY, that on this 2nd day of November 1989, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Sanford C. Messner and Roger Roach, and severally acknowledged the execution of the aforegoing Articles of Incorporation to be their voluntary acts and deeds.

WITNESS my hand and Official Notarial Seal.

Kathy L. Miller
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 |
|---|---|---|
| 10 | | Expedited Fee |
| 20 | 28 | Organ. & Capitalization |
| 61 | 28 | Rec. Fee (Arts. of Inc.) |
| 62 | | Rec. Fee (Amendment) |
| 63 | | Rec. Fee (Merger or Consolidation) |
| 64 | | Rec. Fee (Transfer) |
| 65 | | Rec. Fee (Dissolution) |
| 66 | | Rec. Fee (Revival) |
| 52 | | Foreign Qualification |
| 50 | | Cert. of Qual. or Reg. |
| 51 | | Foreign Name Registration |
| 13 | 10 | 1 Certified Copy 4 |
| 56 | | 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 Corp. 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 50

✓ Check ___ Cash

_____ Documents on _____ checks

APPROVED BY: J.m.T

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 Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: George E. Snyder, Jr

MAIL TO ADDRESS: Snyder & Poole
28 Jonathan St
Hagerstown, Md
21740

NOTE: Copy made

ARTICLES OF INCORPORATION
OF
SANDY'S ELECTRIC CO., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 6, 1989 AT 10:07 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 | $ |

D2898252

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

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

MAILED MAR 12 1990

RETURN TO:
GEORGE E. SNYDER, JR.
SNYDER & POOLE
28 JONATHAN ST.
HAGERSTOWN MD 21740

093C3030731

A 311708

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for Record March 6, 1990 at 1:00 p.m.
Corporation Record Liber 42



**SCHUBEL ENTERPRISES, LTD.,**
**( A Close Corporation )**

**Articles of Amendment**

11-3-89 8:35a

SCHUBEL ENTERPRISES, LTD., a Maryland 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 FOURTH of the Charter, and by substituting in lieu thereof the following:

> FOURTH: The post office address of the principal office of the Corporation in this State is 2007 Virginia Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are Scott L. Schubel, 2007 Virginia Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

IN WITNESS WHEREOF, Schubel Enterprises, Ltd. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 1st day of November, 1989, and its President acknowledges that these Articles of Amendment are the act and deed of Schubel

1989 NOV -3 A 8:35

930780 93

Enterprises, Ltd., duly authorized by the stockholders (the Corporation having elected to have no Board of Directors) 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.

Scott L. Schubel, Secretary

Donald L. Schubel, President

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 1st day of November, 1989, before me, the subscriber, a Notary Public in and for the State and County aforesaid personally appeared Donald L. Schubel who made oath in due form of law that the matters and facts set forth in the aforesaid Articles of Amendment are true to the best of his knowledge, information and belief.

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 09 BUSINESS CODE 03 COUNTY 71

# D 2603082 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 20 | | Organ. & Capitalization |
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| 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 | 8 | 1 Certified Copy 2P |
| 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 Corp. 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 28

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 Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Scott Schubel
138 W. Wash. St.
Hagerstown Md
21740-4769

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: gs

LIM

78

ARTICLES OF AMENDMENT
OF
SCHUBEL ENTERPRISES, LTD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 3, 1989 AT 8:35 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 | $ |

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 MAR 12 1990

RETURN TO:
SCOTT SCHUBEL
138 W. WASHINGTON ST.
HAGERSTOWN MD 21740 4769

094C3030874

A 312149

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

Received for Record March 6, 1990 at 1:00 p.m.
Corporation Record Liber 42



11-13-89 8:53 A

CUB ENTERPRISES, INC.

ARTICLES OF INCORPORATION
including election to be a Close Corporation

FIRST: I, Bruce M. Cubbage, whose address is 1100 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:

Cub Enterprises, 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) Purchasing, acquiring, developing, operating, leasing, owning, and selling real property.

(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 address of the principal office of the Corporation in Maryland is 1100 The Terrace, Hagerstown, Washington County, Maryland 21740. The name and address of the Resident Agent of the Corporation in Maryland is Bruce M. Cubbage, 1100 The Terrace, Hagerstown, Washington County, Maryland 21740. Said Resident Agent is a citizen of Maryland and actually resides therein.

1989 NOV 13 A 8:53

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 one (1) director, whose name is Bruce M. Cubbage.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 9th day of November, 1989, and I acknowledge the same to be my act.

WITNESS:

Cathy L. Blair

Bruce M. Cubbage

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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 40.00

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 Resident Agent's Address
_____ Other Change _____

Code _____

ATTENTION: William C. Wantz

MAIL TO ADDRESS: Kaylor & Wantz
Attorneys At Law
123 W. Washington Street
Hagerstown, MD 21740

✓ Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: AM

82

ARTICLES OF INCORPORATION
OF
CUB ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 13, 1989 AT 8:53 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

| ORGANIZATION AND CAPITALIZATION FEE PAID: | RECORDING FEE PAID: | SPECIAL FEE PAID: |
|---|---|---|
| $ 20.00 | $ 20.00 | $ |

D2902385

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

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

MARYLAND MAR 12 1990

RETURN TO:
WILLIAM C. WANTZ
KAYLOR & WANTZ, ATTORNEYS AT LAW
123 W. WASHINGTON STREET
HAGERSTOWN MD 21740

095C3031254

A 312346

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for Record March 6, 1990 at 1:00 p.m.
Corporation Record Liber 42

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT

11-9-89 at 8:35 A.m.

83

ARTICLES OF INCORPORATION

FIRST: I, Robert E. 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 TCI, INC.

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

(1) To carry on and conduct the general business of designing, manufacturing, selling, and distributing electronic testing equipment, electronic monitoring equipment, and all parts directly or indirectly connected with same.

(2) To engage in the manufacturing, sale and distribution of games, toys, and amusement devices of any type.

(3) To engage in the consulting business and render services in connection with any of the purposes of this Corporation as is specifically or generally set forth.

(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 address of the principal office of the corporation in this State is 82 W. Washington Street, Suite 508, Hagerstown, Maryland. The name and address of the Resident Agent

89 NOV -9 A 8:35

53153110 3190 0563
~~3190 1489~~

of the Corporation in this State is Reid A. Blankenship, 2524 N. Valley 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 the authority to issue is 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 2, 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 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 elected and quality are:

Reid A. Blankenship
Wallace P. Blankenship

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 its

7190 0564

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 my classify or reclassify any unissued stock be setting or changing in any one or more respects, from time to time before issuance of such stock, the preferences, conversions 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: No director or officer of the Corporation shall be liable to the Corporation or to its stockholders for money damages except (1) to the extent that it is proved that such director or officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received, or (2) to the extent that a judgment or other final adjudication adverse to such director or officer is entered in a proceeding based on a finding in the proceeding that such director's or officer's action, or failure to act, was the result of active and deliberate dishonesty and was material to the cause of action adjudicated in the proceeding.

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 consituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly consituted 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.

~~2189 1472~~
3190 0567

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this _____ day of _____, 1989, and I acknowledge the same to be my act.

Robert E. Kuczynski

Robert E. Kuczynski

~~3189 1422~~

3190 0568

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

89

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

# ____ P.A. ____ Religious ____ Close ✓ Stock ____ Nonstock

Merging (Transferor) ____

Surviving (Transferee) ____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 20 | 21 | Organ. & Capitalization |
| 61 | 10 | Rec. Fee (Arts. of Inc.) |
| 62 | | Rec. Fee (Amendment) |
| 63 | | Rec. Fee (Merger or Consolidation) |
| 64 | | Rec. Fee (Transfer) |
| 65 | | Rec. Fee (Dissolution) |
| 66 | | Rec. Fee (Revival) |
| 52 | | Foreign Qualification |
| 50 | | Cert. of Qual. or Reg. |
| 51 | | Foreign Name Registration |
| 13 | | ____ Certified Copy ____ |
| 56 | | 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 |
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| NA | | Foreign Corp. 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 40.00

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 Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: ____

MAIL TO ADDRESS: Robert E. Kuczynski
55 N. Jonathan St.
Hagerstown, MD
21740

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: ____

3190 0569
~~3189 1434~~

ARTICLES OF INCORPORATION
OF
TCI, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 9, 1989 AT 8:35 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

| ORGANIZATION AND CAPITALIZATION FEE PAID: | RECORDING FEE PAID: | SPECIAL FEE PAID: |
|---|---|---|
| $ 21.00 | $ 20.00 | $ |

D2902823

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 12 1990

RETURN TO:
ROBERT E. KUCZYNSKI
55 N. JONATHAN ST.
HAGERSTOWN MD 21740

095C3031298

A 312390

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for Record March 6, 1990 at 1:00 p.m.
Corporation Record Liber 42



APPROVED FOR PAYMENT
-8-89 at 3:43

ROBIN'S GLENN HOMEOWNERS ASSOCIATION, INC.

ARTICLES OF INCORPORATION

THESE ARTICLES OF INCORPORATION, made this 3rd day of November, 1989, by William P. Young, Jr., a resident of Maryland having an address at c/o Meyers, Young & Grove, P.A., 82 West Washington Street, Hagerstown, Maryland 21740,

E X P L A N A T O R Y  S T A T E M E N T

1. By an instrument entitled "Declaration of Covenants, Conditions and Restrictions (Robin's Glenn)", dated 25 October 1989 and recorded among the land records of Washington County, Maryland in Liber 933, folio 658 et. seq. ("the Declaration") Triad Properties, a Maryland general partnership, organized and existing under the law of Maryland, has subjected to the operation and effect of the Declaration all of that land, situate and lying in Washington County, which is described on Exhibit A thereto, together with the improvements thereon and the appurtenances thereto, thereby creating a residential community which is known as Robin's Glenn ("the Community"), all as is more particularly set forth in the Declaration.

2. Pursuant to the provisions of the Declaration, the affairs of the Community are to be governed by a non-stock corporation organized and existing under the law of Maryland.

3. The undersigned, by these Articles of Incorporation, intends to incorporate such an entity.

NOW THEREFORE, THE UNDERSIGNED, being at least eighteen (18) years of age, hereby forms a non-stock corporation under the general laws of the State of Maryland, upon the terms and subject to the conditions which are hereinafter set forth:

Article 1. Name. The name of the corporation (hereinafter referred to as "the Association") is and shall be

ROBIN'S GLENN HOMEOWNERS ASSOCIATION, INC.

Article 2. Purposes and powers.

2.1. The Association shall have the following purposes and powers:

2.1.1. to promote the recreation, health, safety and welfare of the Community and the Association's membership;

STATE DEPT. OF ASSESSMENTS & TAXATION
89 NOV 8 PM 3 43
CASH
3156187

2.1.2. to provide for the acquisition, construction, management, maintenance and care of the Association's property (including, by way of example rather than of limitation, the property referred to as "the Common Areas" in the provisions of the Declaration);

2.1.3. to do and perform any and all acts and things which a non-stock corporation organized and existing under the general laws of the State of Maryland is empowered to do by the provisions of Title 2, Section 2-103, and Title 5, Section 5-202 of the Corporations and Associations Article of the Annotated Code of Maryland (1985 Replacement Volume, as from time to time amended); and

2.1.4. to do and perform any and all acts and things which the Association is authorized or empowered to do by the provisions of the Declaration, as from time to time amended.

2.2. Anything contained in the foregoing provisions of this Article to the contrary notwithstanding, nothing in such provisions shall be deemed to empower the Association to take any action, if and to the extent that its taking of or failure to take such action is not permitted by the provisions of the Declaration.

Article 3. Principal office and resident agent.

3.1. The post office address of the Association's principal office in Maryland is c/o Mr. Don Ardinger, 1427 Potomac Avenue, Hagerstown, Maryland 21740.

3.2. The name and post office address of the Association's resident agent in Maryland is Mr. Don Ardinger, 1427 Potomac Avenue, Hagerstown, Maryland 21740. Such resident agent is a citizen of the State of Maryland who actually resides therein.

Article 4. Lack of authority to issue stock.

4.1. The Association is not authorized or empowered to issue capital stock of any type or class.

4.2. Nothing in the foregoing provisions of this Article shall be deemed in any manner to alter or impair any right or power which the Association may have from time to time to issue such bonds, notes and other evidence of secured or unsecured debt, in such amounts, for such consideration, upon such terms and subject to such conditions as the Association may determine.

Article 5. Membership.

5.1. The Association's membership shall consist of and be limited to all of the Owners, as that term is defined by the provisions of the Declaration.

3190 0756
3190 1511

5.2. The Association's membership shall be divided into such classes of membership as are prescribed by the provisions of the Declaration, each of which classes shall exist during such times, and the respective members of which shall have such rights, as are set forth therein.

5.3. An Owner's membership in the Association shall be appurtenant to his or her Lot, as that term is defined by the provisions of the Declaration, and may not be separated from his or her ownership thereof.

Article 6. Directors.

6.1. The number of directors which the Association shall have shall be three (3), which number may by increased or decreased by an amendment of the Association's by-laws, but shall never be less than three (3).

6.2. The names of the directors who shall act until the first annual meeting of the Association's membership and until their successors are elected and qualified are:

Don P. Ardinger
Richard R. Gruber
Charles R. McClure

6.3. The Association's board of directors shall exercise all of the Association's powers, except for those, if any, conferred upon or reserved to the Association's members by law, or by the provisions of these Articles of Incorporation, the Association's by-laws or the Declaration, as from time to time amended.

Article 7. Perpetual existence. The Association's existence shall be perpetual.

Article 8. Voting rights.

8.1. The voting rights of each member of the Association are as set forth in the provisions of the Declaration, as from time to time amended (which provisions are hereby incorporated herein by reference).

8.2. Except in those circumstances, if any, in which the giving of a proxy by a member of the Association is expressly permitted by the provisions of the Declaration (in which circumstances such member shall be entitled to vote by such proxy), no member of the Association may vote by proxy.

Article 9. Indemnification of Directors, Officers, Agents and Employees.

9.1. As used in this Article 9, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (1985 Replacement Volume), as amended from time to time, (the "Indemnification Section"), shall have the same meaning as provided in the Indemnification Section.

9.2. The Association may, as determined by the Board of Directors of the Association, indemnify and advance expenses to a director, officer, employee or agent in connection with a proceeding to the extent permitted by and in accordance with the Indemnification Section.

Article 10. Amendment of Articles of Incorporation.

10.1. These Articles of Incorporation may be amended in and only in the same manner as set forth in the provisions of section 2-604 of the Corporations and Associations Article of the Annotated Code of Maryland (1985 Replacement Volume, as amended) for stock corporations, with each member of the Association having the rights thereunder held by a stockholder of a stock corporation.

10.2. Without limiting the generality of the foregoing provisions of this Article, no amendment of these Articles of Incorporation shall be effective unless approved by the Association's membership by the affirmative vote of three-fourths (3/4) of all of the votes entitled to be cast thereon.

Article 11. Dissolution of the Association.

11.1. The Association may be voluntarily dissolved only in accordance with the provisions of section 5-208 of the Corporations and Associations of the Annotated Code of Maryland (1985 Replacement Volume, as amended from time to time), except that such dissolution must have been approved by the Association's membership by the affirmative vote of two-thirds (2/3) of all of the votes of each Class of membership entitled to be cast thereon.

11.2. Upon any dissolution of the Association other than incident to its merger or consolidation with another entity, and except as is otherwise required by applicable law, the Association's assets shall be granted to any nonprofit corporation, association, trust or other entity, to be used by such entity for such purposes.

IN WITNESS WHEREOF, the undersigned hereby executes and enseals these Articles of Incorporation and acknowledges them to be his act, the day and year first above written.

_____ (SEAL)
William P. Young, Jr.

Mail To
Myers, Young & Grove, P.A.
Attention: _____
P.O. Box 1267
Hagerstown, Md. 21741-1267

96

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 20 | 20 | Organ. & Capitalization |
| 61 | 20 | Rec. Fee (Arts. of Inc.) |
| 62 | | Rec. Fee (Amendment) |
| 63 | | Rec. Fee (Merger or Consolidation) |
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| 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 |
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| 87 | | ____ Limited Part. Good Standing |
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| 600 | | ____ Personal Property Reports and late filing penalties |
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| 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change ____

Code ____

ATTENTION: William P. Young, Jr.

MAIL TO ADDRESS: Meyers, Young & Grove
82 W. Washington St.
Hagerstown, Md
21740

TOTAL FEES 40.00

✓ Check ___ Cash

___ Documents on ___ checks

NOTE:

APPROVED BY: DLV

~~2199 1515~~
3190 0760

ARTICLES OF INCORPORATION
OF
ROBIN'S GLENN HOMEOWNERS ASSOCIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 8, 1989 AT 3:43 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 | $ 20.00 | $ |

D2902906

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

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

MAILED MAR 12 1990

RETURN TO:
MEYERS, YOUNG & GROVE
ATTN: WILLIAM P. YOUNG, JR.
82 W. WASHINGTON STREET
HAGERSTOWN MD 21740

096C3031340

A 312419

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

AT5-060

Received for Record March 6, 1990 at 1:00 p.m.
Corporation Record Liber 42



**ANTIETAM ACRES, 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 **Antietam Acres, Inc.**

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

(1) To engage in the business of the purchase, sale, leasing, development, management and marketing of real estate 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 Route 11, Box 153, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is John S. Shank, Route 11, Box 153, 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, which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

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

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

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: John S. Shank, Ralph W. Shank and Ralph W. Shank, 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 hereinafter authorized, or

lossberg & DiGirolamo
orneys at Law
West Washington Street
gerstown, Maryland 21740

1989 NOV 14 A 8:22

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

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

(2) The Corporation may, as determined by the Board of Directors of the Corporation, indemnify and advance expenses to a director, officer, employee or agent of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

Schlossberg & DiGirolamo
Attorneys at Law

134 West Washington Street
Hagerstown, Maryland 21740

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 9th day of November, 1989, and I acknowledge the same to be my voluntary act and deed.

Witness

Roger Schlossberg (SEAL)

100

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: THOMAS M. DIGIROLAMO

MAIL TO ADDRESS: SCHLOSSBERG & DIGIROLAMO ATTORNEY AT LAW 134 WEST WASHINGTON STREET HAGERSTOWN, MARYLAND 21740

TOTAL FEES _____

40 Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: AVH

3190 1197
~~3193 1013~~

ARTICLES OF INCORPORATION
OF
ANTIETAM ACRES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 14, 1989 AT 8:22 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 | $ |

D2903607

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 12 1990

RETURN TO:
SCHLOSSBERG & DIGIROLAMO
ATTN: THOMAS M. DIGIROLAMO
134 W. WASHINGTON STREET
HAGERSTOWN MD 21740

096C3031410

A 312473

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

AT5-060

Received for Record March 6, 1990 at 1:00 p.m.
Corporation Record Liber 42

102

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
RECEIVED FOR PAYMENT

**440 REALTY, INC.**

11-1489

ARTICLES OF INCORPORATION 8:23 m.

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 **440 Realty, Inc.**

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

(1) To engage in the business of the purchase, sale, leasing, development, management and marketing of real estate 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 128 East Baltimore Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Richard A. Salzer, 128 East Baltimore Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: 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, but shall never be less than three, provided that:

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

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

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Richard A. Salzer, James P. Flynn, Iven Horsky and Robert Fenimore.

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

1989 NOV 14 A 8:25

hlossberg & DiGirolamo
torneys at Law
4 West Washington Street
gerstown, Maryland 21740

its stock of any class, whether now or hereinafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued stock by fixing or altering 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 of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

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

(2) The Corporation may, as determined by the Board of Directors of the Corporation, indemnify and advance expenses to a director, officer, employee or agent of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

Schlossberg & DiGirolamo
Attorneys at Law

134 West Washington Street
Hagerstown, Maryland 21740

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 9th day of November, 1989, and I acknowledge the same to be my voluntary act and deed.

Witness

Roger Schlossberg (SEAL)

3198 1977

104

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 3/2 BUSINESS CODE 03 COUNTY 71

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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 _____

40 Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: A

Name Change (New Name) _____

_____ Change of Name
_____ Change of Principal Office
_____ Change of Resident Agent
_____ Change of Resident Agent Address
_____ Resignation of Resident Agent
_____ Designation of Resident Agent and Resident Agent's Address
_____ Other Change _____

Code _____

ATTENTION: Thomas M. DiGirolamo

MAIL TO ADDRESS: Schlossberg + DiGirolamo Attorneys
134 W. WASHINGTON ST.
Hagerstown, Maryland 21740

NOTE:

ARTICLES OF INCORPORATION
OF
440 REALTY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 14, 1989 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 | $ |

D2903961

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

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

MAILED MAR 12 1990

RETURN TO:
THOMAS M. DIGIROLAMO
DIGIROLAMO ATTORNEYS
134 W. WASHINGTON ST.
HAGERSTOWN MD 21740

098C3031572

A 311944

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.
3190 1975

AT5-060

Received for Record March 6, 1990 at 1:00 p.m.
Corporation Record Liber 42

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT
11-8-89 at 9:07 A.m.

106

ARTICLES OF INCORPORATION
OF
ORVILLE & HAROLD, INC.

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Orville E. Adkins, whose post office address is Route 1, Box 202B, Hedgesville, WV 25427 and Harold D. Adkins, whose post office address is 1207 Hickory Court, Martinsburg, WV 25401, 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 Orville & Harold, Inc.

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

Quick oil and lube change.

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.

1989 DEC -8 A 9:00

HYDER & POOLE, P.A. ATTORNEYS AT LAW
HERSTOWN, MARYLAND
FREDERICK, MARYLAND

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

The 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.

FOURTH: The post office address of the principal office of the Corporation in this State is 120 West Church Street, Hagerstown, MD 21740. The name and post office address of the Resident Agent of the Corporation in this State is Orville E. Adkins, 120 West Church 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 four (4), 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 qualifed are: Orville E. Adkins, Harold D. Adkins, Norma J. Adkins and Sharon Adkins.

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. However, if there is no organization in existance having a similar or analogous character or purpose that was in some way associated with or connected with the corporation to which the property previously belonged. Then the assets will be distributed to a charitable organization (as hereinafter definded).

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 27th day of October, 1989.

WITNESS:

Orville E. Adkins

Harold D. Adkins

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

I HEREBY CERTIFY, that on this 27th day of October, 1989, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Orville E. Adkins and Harold D. Adkins, and severally acknowledged the execution of the aforegoing Articles of Incorporation to be their voluntary acts and deeds.

WITNESS my hand and Official Notarial Seal.

Notary Public

My Commission Expires:
July 1, 1990

3188 2720
3190 2128

110

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 20 | 20 | Organ. & Capitalization |
| 61 | 20 | Rec. Fee (Arts. of Inc.) |
| 62 | | Rec. Fee (Amendment) |
| 63 | | Rec. Fee (Merger or Consolidation) |
| 64 | | Rec. Fee (Transfer) |
| 65 | | Rec. Fee (Dissolution) |
| 66 | | Rec. Fee (Revival) |
| 52 | | Foreign Qualification |
| 50 | | Cert. of Qual. or Reg. |
| 51 | | Foreign Name Registration |
| 13 | 10 | 1 Certified Copy 4 |
| 56 | | 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 Corp. 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 50

✓ Check ___ Cash

___ Documents on ___ checks

APPROVED BY: Jm TVH AJ

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 Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: George C. Snyder, Jr.

MAIL TO ADDRESS: Snyder & Poole, P.A.
28 Jonathan St.
Hagerstown, Md
21740

NOTE:

ARTICLES OF INCORPORATION
OF
ORVILLE & HAROLD, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 8, 1989 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 | $ |

D2904209

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 12 1990

RETURN TO:
GEORGE E. SNYDER, JR.
SNYDER & POOLE, P.A.
28 JONATHAN ST.
HAGERSTOWN MD 21740

098C3031596

A 311966

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

Received for Record March 6, 1990 at 1:00 p.m.
Corporation Record Liber 42



11-9-89 10:01a

MID-ATLANTIC ORTHOPAEDIC SPECIALISTS/
DRS. CIRINCIONE & SALVAGNO, P.A.

ARTICLES OF AMENDMENT

1989 NOV -9 A 10:01

MID-ATLANTIC ORTHOPAEDIC SPECIALISTS/DRS. CIRINCIONE & SALVAGNO, P.A., a Maryland professional service corporation, having its principal office at 419 Spring Creek Road, Hagerstown, Maryland 21740 (the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST: The Articles of Incorporation of the Corporation is hereby amended by striking in its entirety Article SECOND and by substituting in lieu thereof the following: "SECOND: The name of the Corporation is Mid-Atlantic Orthopaedic Specialists/Drs. Cirincione & Salvagno, P.C."

SECOND: The above-stated amendment to the Articles of Incorporation was advised by the Board of Directors and approved by the stockholders of the Corporation.

IN WITNESS WHEREOF, MID-ATLANTIC ORTHOPAEDIC SPECIALISTS/ DRS. CIRINCIONE & SALVAGNO, P.A. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Assistant Secretary on this 7th day of November, 1989, and its President acknowledges that these Articles of Amendment are the act and deed of MID-ATLANTIC ORTHOPAEDIC SPECIALISTS/DRS. CIRINCIONE & SALVAGNO, P.A., and under the

3190 2266

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:

MID-ATLANTIC ORTHOPAEDIC SPECIALISTS/DRS. CIRINCIONE & SALVAGNO, P.A.

Assistant Secretary

By: President

(SEAL)

114

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 9A BUSINESS CODE 06 COUNTY 71

#D2588069 ✓ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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 20

✓ Check ___ Cash

___ Documents on ___ checks

APPROVED BY: gw cm

Name Change (New Name) Mid-Atlantic Orthopaedic Specialists / Drs. Circincione & Salvagno, P.C. ✓

___ 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 Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: William Schildt
138 W. Wash. St.
Hagerstown Md
21740

NOTE:

ARTICLES OF AMENDMENT
OF
MID-ATLANTIC ORTHOPAEDIC SPECIALISTS/DRS.
CIRINCIONE & SALVAGNO, P.A.
CHANGING ITS NAME TO:
MID-ATLANTIC ORTHOPAEDIC SPECIALISTS/DRS.
CIRINCIONE & SALVAGNO, P.C.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 9, 1989 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: |
|---|---|---|
| $ | $ 20.00 | $ |

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 MAR 12 1990

RETURN TO:
WILLIAM SCHILDT
138 W. WASHINGTON STREET
HAGERSTOWN MD 21740

098C3031623

A 311990

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

AT5-060

Received for Record March 6, 1990 at 1:00 p.m.
Corporation Record Liber 42



11-9-89 9:58a

PHYSICAL THERAPY SPECIALISTS/
ROBERT J. CIRINCIONE, M.D., P.A.

ARTICLES OF AMENDMENT

PHYSICAL THERAPY SPECIALISTS/ROBERT J. CIRINCIONE, M.D., P.A., a Maryland professional service corporation, having its principal office at 419 Spring Creek Road, Hagerstown, Maryland 21740 (the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST: The Articles of Incorporation 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 Physical Therapy Specialists/Robert J. Cirincione, M.D., P.C."

SECOND: The above-stated amendment to the Articles of Incorporation was advised by the Board of Directors and approved by the sole stockholder of the Corporation.

IN WITNESS WHEREOF, PHYSICAL THERAPY SPECIALISTS/ROBERT J. CIRINCIONE, M.D., P.A. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Assistant Secretary on this 7th day of November, 1989, and its President acknowledges that these Articles of Amendment are the act and deed of PHYSICAL THERAPY SPECIALISTS/ROBERT J. CIRINCIONE, M.D., P.A., and under the penalties of perjury, that

the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information, and belief.

ATTEST:

Assistant Secretary

(SEAL)

PHYSICAL THERAPY SPECIALISTS/
ROBERT J. CIRINCIONE, M.D., P.A.

By: _____
President

3190 2271

~~3190 2467~~

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 9A 29 BUSINESS CODE 06 COUNTY 71

#D2668531 ✓ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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 20

✓ Check ___ Cash

___ Documents on ___ checks

APPROVED BY: Jro Cm

Name Change (New Name) Physical Therapy Specialists/Robert J. Cirincione, M.D., P.C.

✓ 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 Resident Agent's Address
___ Other Change ____

Code ____

ATTENTION: ____

MAIL TO ADDRESS: William Schildt
138 W. Wash St
Hagerstown Md
21740

NOTE:

2190 2372

~~2192 2454~~

ARTICLES OF AMENDMENT
OF
PHYSICAL THERAPY SPECIALISTS/ROBERT J.
CIRINCIONE, M.D., P.A.
CHANGING ITS NAME TO:
PHYSICAL THERAPY SPECIALISTS/ROBERT J.
CIRINCIONE, M.D., P.C.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 9, 1989 AT 9:56 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

| ORGANIZATION AND CAPITALIZATION FEE PAID: | RECORDING FEE PAID: | SPECIAL FEE PAID: |
|---|---|---|
| $ | $ 20.00 | $ |

D2668531

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 12 1990

RETURN TO:
WILLIAM SCHILDT
138 W. WASHINGTON STREET
HAGERSTOWN MD 21740

098C3031624

A 311991

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.
3190 2369

AT5-060

Received for Record March 6, 1990 at 1:00 p.m.
Corporation Record Liber 42

## Secretary's Certificate

I do hereby certify that I am the duly elected Secretary of Venice Motel and Restaurant, Inc., and that the minutes of a Special Meeting of the Board of Directors of Venice Motel and Restaurant, Inc., effective October 1, 1989, a copy of which is attached to the Certification is a true copy of the resolutions of the Board of Directors and that the original minutes are included within the Corporate Minute Book, which is in my possession as Secretary of the Corporation. I do hereby further certify under the penalties of perjury and on behalf of the Corporation known as Venice Motel and Restaurant, Inc., that the meeting of the Board of Directors at which the resolutions were approved, as set forth in the above referred to minutes, actually occurred, and that the matters and facts set forth in the above resolutions are true and correct to the best of my knowledge, information and belief.

Marta I. Morin
Marta I. Morin
Secretary
Venice Motel and Restaurant, Inc.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
11-8-89 at 9:01 A.m.

1989 DEC -8 A 9:6

93128170

3190 2549
~~3188 2742~~

CORP1-70.RVW
101289:RVW

**MINUTES OF A SPECIAL MEETING**
**OF THE BOARD OF DIRECTORS OF**
**VENICE MOTEL AND RESTAURANT, INC.**

A Special Meeting of the Board of Directors of Venice Motel and Restaurant, Inc., was held by unanimous written consent as is provided for in Section 2-408 of the Corporations and Associations Article of the Annotated Code of Maryland.

The undersigned directors, being all the directors of the Corporation, do hereby consent to hold this meeting by unanimous informal action as is provided for in the above referred to Code Section, and they do hereby agree that the following resolutions are those of the Board of Directors acting as a body, and they do hereby further agree that the effective date of this meeting shall be October 1, 1989.

RESOLVED: that the resignation dated October 1, 1989, from Marta I. Morin, Resident Agent, of the Corporation, be and is hereby accepted by the Board of Directors, and it is further

RESOLVED: that the new Resident Agent and her address approved by the Board of Directors of the Corporation are as follows:

Dolores Poffenberger
431 Dual Highway
Hagerstown, Maryland 21740

There being no further business to be considered by the Board of Directors, the undersigned directors, being all of the directors of Venice Motel and Restaurant, Inc., waiving any and all notice requirements for a meeting of the Board of Directors, do hereby consent to the above resolutions.

Richard G. Vidoni

Robert E. Vidoni

Marta I. Morin

Dolores L. Poffenberger

DIRECTORS

122

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 71

D0218637 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 20 | | Organ. & Capitalization |
| 01 | | Rec. Fee (Arts. of Inc.) |
| 02 | | Rec. Fee (Amendment) |
| 03 | | Rec. Fee (Merger or Consolidation) |
| 04 | | Rec. Fee (Transfer) |
| 05 | | Rec. Fee (Dissolution) |
| 06 | | Rec. Fee (Revival) |
| 52 | | Foreign Qualification |
| 50 | | Cert. of Qual. or Reg. |
| 51 | | Foreign Name Registration |
| 13 | | _____ Certified Copy _____ |
| 55 | | 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 Corp. Registration |
| 87 | | _____ Limited Part. Good Standing |
| 71 | | Financial |
| 000 | | _____ Personal Property Reports and late filing penalties |
| 70 | $10.00 | Change of P.O., R.A. or R.A.A. |
| 91 | | Amend/Cancellation, For. Limited Part. |
| | | Other _____ |
| | | Other _____ |

TOTAL FEES $10.00

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 Resident Agent's Address
- ___ Other Change _____

Code 053

ATTENTION: G. Vincent Welty

MAIL TO ADDRESS: _____

1 Check ___ Cash

NOTE:

1 Documents on 1 checks

APPROVED BY: _____

CHANGE OF RESIDENT AGENT
OF
VENICE MOTEL AND RESTAURANT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 8, 1989 AT 9:01 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 | $ |

D0218537

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

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

MAILED MAR 12 1990

RETURN TO:
MILES AND STOCKBRIDGE
30 WEST PATRICK STREET
FREDERICK MD 21701

098C3031675

A 312030

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

Received for Record March 6, 1990 at 1:00 p.m.
Corporation Record Liber 42



STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT

11-15-89 at 8:39 a.m.

# ARTICLES OF INCORPORATION

OF

YOUR HOMETOWN OLDSMOBILE TEAM, INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned do hereby associate ourselves together for the purpose of forming a nonprofit, non-stock corporation under Chapter 5-201 of the Corporations and Associations Article, Annotated Code of Maryland, and for that purpose do hereby certify and adopt in triplicate the following Articles of Incorporation:

## -ARTICLE I-
## NAME, LOCATION AND RESIDENT AGENT

The name of the Corporation shall be: Your Hometown Oldsmobile Team, Inc., and its location and chief place of business shall be at 1333 Dual Highway, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the corporation in this state is Creager & Newhouse, P.A., Suite 200, Bryan Centre, 82 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is a Maryland corporation.

## -ARTICLE II-

Section 1: That the sole purpose for which this corporation is formed is to advertise the products and services of Oldsmobile dealers who are members of the corporation.

Section 2: The general purposes for which this corporation is formed and the activities and objectives to be carried on by it are:

(a) To foster and promote retail trade and commerce in connection with the products and services of the members, and to protect the same from unjust and unlawful exactions and impositions.

(b) To foster and promote the interests of those persons, firms, and corporations engaged in the retailing of Oldsmobile vehicles in the Tri-State areas.

(c) To conduct and operate means and places of disseminating information relative to the use of motor vehicles and to promote the sale of motor vehicles, and for such purposes to establish, conduct, and manage advertising campaigns, exhibitions, displays, tests, trials and demonstrations.

(d) To promote the establishment and maintenance of a high standard of business ethics by members of the corporation and by all other automobile dealers and to discourage the use of false or misleading advertising or any other business practice which may be detrimental to the public and to the retail automobile industry.

NOV 15 P 8:39

0118310

3191 1647

-ARTICLE III-
NON-STOCK AND NON-PROFIT

This corporation shall have no capital stock and no shares of stock in the corporation shall be issued. This corporation does not contemplate the carrying on of business, trade, avocation or profession for profit, and does not contemplate the making or distributing of any pecuniary gains of profits to its members.

-ARTICLE IV-
POWERS

The corporation shall have all of the powers, not contrary to law of the statutes of the State of Maryland, incident to, expedient or necessary to carry out the purposes of which it is formed.

Specifically, and without limiting the generality of the foregoing, the corporation shall have the following powers:

(a) To receive property by gift, devise or bequest, and otherwise acquire, purchase, hold and convey all property, both real and personal, including shares of stock, bonds, and securities of other corporations.

(b) To convey, exchange, lease, sell, mortgage, encumber or otherwise dispose of all property, real and personal.

(c) To borrow money, contract debts, and issue notes, bonds, bills or evidences of indebtedness to secure the payment of performance of its obligations.

(d) To appoint such subordinate agents or officers as the business may require, and to make contracts, and to do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation.

-ARTICLE V-
DURATION

The duration of the corporation shall be perpetual.

-ARTICLE VI-
BY-LAWS

At the first meeting of the members of this corporation, there shall be adopted corporate by-laws which shall prescribe the manner in which, and the officers and agents by whom, the purposes of the corporation shall be carried out, and the manner in which the by-laws may be amended. At the said meeting, the by-laws shall be adopted by the vote of a majority of all the members of the corporation.



3191 1649

-ARTICLE VII-
MEMBERSHIP

The rights, terms, obligations, conditions, rules, privileges, qualifications, admission, suspension and termination of membership of the members of this corporation shall be set forth in the corporate by-laws and shall be binding upon the subscribers hereto and upon all subsequent members of the corporation.

-ARTICLE VIII-
TRUSTEES

The business and affairs of the corporation shall be managed by a committee of Trustees which shall be composed of not less than 5 members nor more than 14 members of the corporation. The initial number of Trustees for the corporation shall be 12 and the names and addresses of the initial Trustees who shall manage the affairs of the corporation until the first meeting of its members and until their successors are elected and qualified, but not less than two (2) months nor more than six (6) months from the date these Articles of Incorporation are filed with the Department of Assessments and Taxation are as follows:

| NAME | ADDRESS |
|---|---|
| G. Gary Chicchirichi | Guy's Buick-Pontiac Olds-GMC, Inc.<br>Rt. 1, Box 38<br>Charlestown, WV 25414 |
| Richard A. Heavner | Collins Olds-GMC Trucks, Inc.<br>Rt. 1, Box 206A<br>Cumberland, MD 21502 |
| William A. Feuerstein | Snowberger Olds-GMC Trucks, Inc.<br>603-607 W. Main Street<br>Waynesboro, PA 17268 |
| Wayne Mekinski | All Star Olds, Inc.<br>Route 220S<br>Keyser, WV 26726 |
| Robert Williams | Apple Valley, Inc.<br>301 Wilson St.<br>Martinsburg, WV 25401 |
| Robert Hoffman | Bob Hoffman, Inc.<br>378 N. Main St.<br>Mercersburg, PA 17236 |
| Jerry Lowman | Jenkins Motors, Inc.<br>East and 9th Street<br>Frederick, MD 21701 |
| Allan Jennings | Jennings Chevrolet-Olds, Inc.<br>340 N. Second St.<br>Chambersburg,, PA 17201 |

| | |
|---|---|
| Took Kern | Kern Motor Co., Inc.<br>2110 Valley Ave.<br>Winchester, VA 22601 |
| Larry Mayfield | Mayfield Olds, Inc.<br>Water and Mechanic St.<br>Frostburg, MD 21530 |
| Robert Mayhew | Mayhew Olds, Inc.<br>49 High St.<br>Romney, WV 26757 |
| Joseph Yungwirth | Sharrett, Inc.<br>1333 Dual Highway<br>Hagerstown, MD 21740 |

The number of Trustees may be increased or decreased with the foregoing limitations, by appropriate provisions in the by-laws of the corporation.

The Board of Trustees shall be elected by cumulative voting by members so that in the election of Trustees, each member of the corporation shall have the right to cast the number of votes equal to the number of Trustees to be elected, and he may cast all such votes for one candidate or he may distribute them among any two or more candidates.

## -ARTICLE IX-
## AUTHORITY OF TRUSTEES

The Board of Trustees of the corporation shall have all the power and authority granted by the statutes of the State of Maryland under which the corporation is formed, and in addition thereto, shall have the power and authority vested in it by the by-laws of the corporation.

## -ARTICLE X-
## FIRST MEETING

The founding members who are the subscribers to these Articles of Incorporation, or any one or more of, shall cause to be called a first meeting of the members of the corporation by giving not less than 7 days written notice of the time and place of the said meeting to each of the members. At such meeting, the by-laws of the corporation shall be adopted and there shall be elected a President, Vice President, Secretary and Treasurer of the corporation, a board of not less than 5 nor more than 14 Trustees, and such other officers as may be provided for in the corporate by-laws. Voting by proxy shall be permitted.

The number of Trustees to be elected, the term of their office and their qualifications, their successorship, and the term of office and qualifications of the other officers to be elected at said meeting shall be as prescribed and fixed by the by-laws of the corporation.



2191 1650

IN WITNESS WHEREOF, we have signed these Articles, in triplicate, this 3rd day of November, 1989, and severally acknowledge same to be our act.

WITNESS:

George R Houser

George R Houser

George R Houser

George R Houser

George R Houser

George R Houser

George R Houser

George R Houser

G. Gary Chicchirichi

Richard A. Heavner

William Feuerstein

Wayne Mekinski

Robert Williams

Robert Hoffman

Jerry Lowman

Allan Jennings

Took Kern

Larry Mayfield

Joseph Yungwirth

ROBERT MAYHEW



3191 1651

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

SR

DOCUMENT CODE 02 BUSINESS CODE 01 COUNTY 71

#_____ ___ P.A. ___ Religious ___ Close ___ Stock ✓ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 |
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| 75 | | Special Fee |
| 80 | | For. Limited Partnership |
| 83 | | Cert. Limited Partnership |
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| 22 | | State Transfer Tax |
| 23 | | Local Transfer Tax |
| 31 | | _____ Corp. Good Standing |
| NA | | Foreign Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: Gene C. Newhouse

MAIL TO ADDRESS: Law Offices
Creager & Newhouse, P.A.
PO Box 1417
Hagerstown, Md 21741-1417

TOTAL FEES 40.00

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: DM

3191 1652

ARTICLES OF INCORPORATION
OF
YOUR HOMETOWN OLDSMOBILE TEAM, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 15, 1989 AT 8:39 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 | $ |

D2905123

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 12 1990

RETURN TO:
DIXIE C. NEWHOUSE
LAW OFFICES CREAGER & NEWHOUSE P.
P.O. BOX 1417
HAGERSTOWN MD 21741 1417

100C3031858

A 312648

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for Record March 6, 1990 at 1:00 p.m.
Corporation Record Liber 42



ARTICLES OF INCORPORATION

SAGITTARIUS HAIR DESIGNS LTD.

9:06

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

11-17-89

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 Sagittarius Hair Designs 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 the providing of hair design and other 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 104 Archer Lane, Williamsport, Maryland 21795. The name and post office address of the Resident Agent of the Corporation in this State is Marsha Knicley, 104 Archer Lane, 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 One Thousand (1,000) shares with a par value of One Hundred ($100.00) Dollars per share.

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

90 6 4 11 AON 6&1

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

3191 1700

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 14th day of November, 1989, and I acknowledge the same to be my act.

WITNESS:

Renee M. DeGrange

Richard W. Lauricella

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

I HEREBY CERTIFY, That on this 14th day of November, 1989, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard W. Lauricella and acknowledged the aforegoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Renée M. DeGeorge
Notary Public

My Commission Expires:
July 1, 1990



2191 1702

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 28 BUSINESS CODE 03 COUNTY 71

#_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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
_____ Designation of Resident Agent and Resident Agent's Address
_____ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Richard W. Lariviere, P.A.
Attorney at Law
498 North Potomac St.
Hagerstown, Md. 21740

TOTAL FEES 40.00

✓ Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: _____

3191 1703

ARTICLES OF INCORPORATION
OF
SAGITTARIUS HAIR DESIGNS LTD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 17, 1989 AT 9:06 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 | $ |

D2905198

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

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

MAILED MAR 12 1990

RETURN TO:
RICHARD W. LAURICELLA, P.A.
ATTORNEY AT LAW
498 NORTH POTOMAC ST.
HAGERSTOWN MD 21740

100C3031865

A 312655

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.
2191 1595

Received for Record March 6, 1990 at 1:00 p.m.
Corporation Record Liber 42



11-16-89 8:58 A

HOMEOWNERSHIP, INC.

ARTICLES OF INCORPORATION
A Non-Stock, Non-Profit Corporation

FIRST: I, G. Robert Miller, whose post office address is 603 Spring Hill Road, Salisbury, Maryland 21801, being at least eighteen (18) years of age, am hereby forming a non-stock, non-profit 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 HOMEOWNERSHIP, INC.

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

(a) The Corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or

organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article NINTH of these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for scientific, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(c) Included among the educational and charitable purposes for which the Corporation is organized, as qualified and limited by sub-paragraphs (a) and (b) of this Article THIRD are the following: To carry on and conduct all of the organizational and



7192 1117

operational endeavors associated with the ownership and management of housing for persons who are disadvantaged, economically and otherwise.

FOURTH: The post office address of the principal office of the Corporation in this State is 603 Spring Hill Road, Salisbury, Maryland 21801. The name and post office address of the Resident Agent of the Corporation in this State are G. Robert Miller, 603 Spring Hill Road, Salisbury, Maryland 21801. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified, are: G. Robert Miller, Deborah S. Miller and Bonnie Parker.

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



3192 1118

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

(b) The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary, or educational purposes within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1954 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

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

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

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

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

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



3192 1119

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

ELEVENTH: The liability of the Corporation's directors and officers to the Corporation or its members for money damages shall be limited or restricted to the fullest extent permitted by §2-405.2 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

TWELFTH: As used in this ITEM TWELFTH, any word or words defined in §2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, shall have the same meaning as provided by said statute:

1. The Corporation may, with the approval of its Board of Directors, indemnify and advance expenses to a director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with said §2-418 of the Corporations and Associations Article.

2. With respect to an employee or agent other than a director or officer of the Corporation, the Corporation may, as determined by its Board of Directors, indemnify and advance expenses to such employee or agent in connection with a proceeding to the same extent authorized herein for directors and officers.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 10th day of November, 1989, and I acknowledge same to be my act.

G. Robert Miller
G. ROBERT MILLER

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY that on this ____ day of November, 1989, before me, a Notary Public in and for the State and County aforesaid, personally appeared G. ROBERT MILLER and acknowledged the aforegoing Articles of Incorporation to be his act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and Notarial Seal, the day and year first above written.

_____
Notary Public

My commission expires: 7/1/90

C6:H/e



3198 1120

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

52

DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 71

# ____ ____ P.A. ____ Religious ____ Close ____ Stock ✓ Nonstock

Merging (Transferor) ____

Surviving (Transferee) ____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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 40.00

✓ Check ____ Cash

____ Documents on ____ checks

APPROVED BY: MC LZ

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 Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: Robin R. Cockey Esq.

MAIL TO ADDRESS: Banks, Nason, Hickson & Sullivan Professional Association 113 Baptist Street P.O. Box 44 Salisbury, Maryland 21801

NOTE:

3192 1131

142

ARTICLES OF INCORPORATION
OF
HOMEOWNERSHIP, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 16, 1989 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 | $ 20.00 | $ |

D2907012

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 12 1990

RETURN TO:
ROBIN R. COCKEY, ESQ.
BANKS, NASON, HICKSON & SULLIVAN
PROF. ASSOC. 113 BAPTIST STREET
P.O. BOX 44
SALISBURY MD 21801

102C3032125

A 312983

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for Record March 6, 1990 at 1:00 p.m.
Corporation Record Liber 42



11-22-89 9:35a

# ARTICLES OF INCORPORATION
# OF
# TRI-STATE HEALTH CARE FOUNDATION, INC.

FIRST: I, Steve Douglas, whose post office address is 252 West Main Street, Hancock, Maryland 21750, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is Tri-State Health Care Foundation Inc.

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

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

1989 NOV 22 P 4:35

93288007

3192 2219

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 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 or in opposition to 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) To receive from the Tri State Community Health Center, a corporation, hereinafter sometimes referred to as "Health Center," and from any other person, firm or corporation property by gift, bequest or otherwise for the support or benefit of said Health Center; to own, hold, manage, invest and reinvest all such property received by it; to use and apply the net income and the principal of all such property in such manner and at such times as the Corporation may deem best for the support or benefit of said



3193 2220

Health Center or for activities or programs which support or benefit said Health Center or it's patients in the tri-state area; and to observe and faithfully carry out in the expenditure or other use of the principal and income of such property the terms of every lawful restriction, condition or other limitation applicable to the use of such property or to any portion thereof.

(ii) To have and to exercise to the extent necessary or desirable for the accomplishment of any of the aforesaid purposes, and to the extent that they are not inconsistent with the charitable purposes of the Corporation, any and all powers conferred upon corporations by the General Laws of the State of Maryland.

FOURTH: The post office address of the principal office of the Corporation in this State is 252 West Main Street, Hancock, Maryland 21750. The name and post office address of the Resident Agent of the Corporation in this State is Steve Douglas, 252 West Main Street, Hancock, Maryland 21750. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of Directors of the Corporation shall not be less than seven (7) or more than nine (9), which number may be increased or decreased pursuant to the By-Laws of the Coporation, 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: Raymond Grahe, Steve Douglas, Anna Thompson, Deborah Johnson, Connie Perry, Debbie Kirk and Marion Courtney.

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.



3192 2221

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.



3192 2222

(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 13th day of November 1989, and I acknowledge same to be my act.

Steve Douglas

Steve Douglas



7192 2223

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 |
|---|---|---|
| 10 | 59 | Expedited Fee |
| 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 | 11 | 1 Certified Copy Sp |
| 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 | 6 | 1 Corp. Good Standing #3740 11-22-89 |
| NA | | Foreign Corp. 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 116

✓ Check ____ Cash

____ Documents on ____ checks

APPROVED BY: [illegible]

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 Resident Agent's Address
____ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Michael Schaefer
152 W. Wash. St.
Hagerstown Md
21740

NOTE:

ARTICLES OF INCORPORATION
OF
TRI-STATE HEALTH CARE FOUNDATION INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 22, 1989 AT 9:35 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 | $ |

D2908242

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 12 1990

RETURN TO:
MICHAEL SCHAEFER
152 W. WASH. ST.
HAGERSTOWN MD 21740

103C3032323

A 313161

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
11-24-89 2102
Received for Record March 6, 1990 at 1:00 p.m.
Corporation Record Liber 42

150

# ARTICLES OF INCORPORATION
# OF
# WESTERN MARYLAND REHABILITATION SERVICES, INC.

FIRST: I, Michael J. Schaefer, whose post office address is 152 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is **Western Maryland Rehabilitation Services, 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 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



93318000

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 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 or in opposition to 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) To own and operate a comprehensive rehabilitation service for persons who are disabled.

(ii) To provide rehabilitative, chronic, acute and convalescent health care, and medical, human and related services.

(iii) To pursue any endeavor or provide any service that is not prohibited by the laws of the State of Maryland or of the United States.

(iv) To have and to exercise to the extent necessary or desirable for the accomplishment of any of the aforesaid purposes, and to the extent that they are not inconsistent with the charitable purposes of the Corporation, any and all powers conferred upon corporations by the General Laws of the State of Maryland.

FOURTH: The post office address of the principal office of the Corporation in this State is 251 East Antietam Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is H. W. Murphy, 251 East Antietam Street, 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 members and the qualifications for membership 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 not be less than five (5) or more than seven (7), which number may be increased or decreased pursuant to the By-Laws of the Coporation, 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: Raymond Grahe, John J. McElwee, Jr., H. W. Murphy, Richard Whisner and Betty Roney.

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 21st day of November, 1989, and I acknowledge same to be my act.

Michael J. Schaefer

Michael J. Schaefer



3193 0436

154

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

J.M.T.

DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 71

# _____ ___ P.A. ___ Religious ___ Close ___ Stock ✓ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | 50 | Expedited Fee |
| 20 | 20 | Organ. & Capitalization |
| 61 | 20 | Rec. Fee (Arts. of Inc.) |
| 62 | | Rec. Fee (Amendment) |
| 63 | | Rec. Fee (Merger or Consolidation) |
| 64 | | Rec. Fee (Transfer) |
| 65 | | Rec. Fee (Dissolution) |
| 66 | | Rec. Fee (Revival) |
| 52 | | Foreign Qualification |
| 50 | | Cert. of Qual. or Reg. |
| 51 | | Foreign Name Registration |
| 13 | 10 | 1 Certified Copy 4 |
| 56 | | 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 | 6 | 1 Corp. Good Standing #37490 |
| NA | | Foreign Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code 045

ATTENTION: Diana Zeiger

MAIL TO ADDRESS: _____

TOTAL FEES 115

✓ Check ___ Cash

___ Documents on ___ checks

NOTE:

CERTIFIED COPY MADE

APPROVED BY: J.M.T.

# ARTICLES OF INCORPORATION
# OF
# WESTERN MARYLAND REHABILITATION SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 24, 1989 AT 2:02 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 | $ 20.00 | $ |

D2909273

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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: DIANA FEIGER
10 LIGHT STREET
BALTIMORE MD 21202

104C3032518

A 313324

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for Record April 4, 1990 at 10:15 a.m.
Corporation Record Liber No. 42



CERTIFICATE OF

[ ] MERGER

[X] TRANSFER

[ ] CONSOLIDATION

[ ] SHARE EXCHANGE

TO: [X] Clerk of the Circuit Court for WASHINGTON COUNTY (LAND RECORD)

[ ] _____ Office of State Department of Assessments and Taxation

The State Department of Assessments and Taxation of Assessments and Taxation does hereby certify that Articles of TRANSFER have been filed in this office on Decemebr 5, 1989

1) The name of each party to the Articles is THE FEED BIN, INC. (A MD. CORP.)-TRANSFEROR and RAYMOND K. RAMSEY (AN INDIVIDUAL)-TRANSFEREE.

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

RAYMOND K. RAMSEY
Route 1, Box 278
Sharpsburg, Maryland 21782.

As Witness my hand and the Official seal of the said Department at Baltimore this 13th day of December, 1989.

Dean W. Kitchen
Corporate Administrator

AT 5-076

Received for Record April 4, 1990 at 10:15 a.m.
Corporation Record Liber 42



COMPTON PRODUCTS CORP.

A Maryland Close Corporation
Organized Pursuant to Title 4 of the
Corporations and Associations Article of the
Annotated Code of Maryland

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
11/13/89 at 11:50 A

ARTICLES OF INCORPORATION

FIRST: I, Sue A. Compton McConnell, whose post office address is 1213 Potomac 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 is Compton Products Corp. (hereinafter called the "Corporation").

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 from time to time.

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

1. To engage in the business of distributing products; to perform all necessary and proper related services and activities in connection therewith; and to engage in any other lawful purpose and business.

2. To do anything permitted a corporation by the General Laws of the State of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation is 1213 Potomac Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation

RECEIVED
'89 NOV 27 PM 3 20
STATE DEPT. OF
ASSESSMENTS & TAXATION
1989 NOV 13 A 11:50

[redacted]

is Sue A. Compton McConnell, 1213 Potomac Avenue, Hagerstown, Maryland 21740. The Resident Agent is a citizen of and actually resides in the State of Maryland.

SIXTH: The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand (10,000) of the par value of Ten Dollars ($10.00) per share, all of such shares shall be of one class, shall be called common stock and shall have an aggregate par vlue of One Hundred Thousand Dollars ($100,000.00).

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 Sue A. Compton McConnell.

IN WITNESS WHEREOF, I do hereby acknowledge these Articles of Incorporation to be my act this 10th day of November, 1989.

WITNESS:

Richard Ebersole  Sue A. McConnell

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 0 BUSINESS CODE 0 COUNTY 71

# _____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 20 | 70 | Organ. & Capitalization |
| 61 | 15 | 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 Corp. 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 70.00

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 Resident Agent's Address
_____ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: SUE A. McCONNELL
1213 POTOMAC AVENUE
HAGERSTOWN, MD
21740

✓ Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: NT, VH

3193 2722

ARTICLES OF INCORPORATION
OF
COMPTON PRODUCTS CORP.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 13, 1989 AT 11:50 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 | $ |

D2911311

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 MAY 2 1990

RETURN TO:
SUE A. COMPTON MCCONNELL
1213 POTOMAC AVENUE
HAGERSTOWN MD 21740

106C3032792

A 313565

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3193 2719

Received for Record April 4, 1990 at 10:15 a.m.
Corporation Record Liber 42



ARTICLES OF INCORPORATION
OF
SUZ-ANA LTD. 11-15-89 at 8:33

FIRST: I, Daniel Creamer, whose post office address is 2399 Woodland 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 SUZ-ANA LTD.

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

(1) To own, develop, lease and sell 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 2399 Woodland Drive, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are Neil McConnell, 1130 Outer Drive, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1,000) shares of common stock, with a par value of One Hundred ($100.00) Dollars per share.

SIXTH: The number of Directors of the Corporation shall be three (3), which numbers may be increased pursuant to the By-Laws of the Corporation, but shall never be less than three (3) 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: Daniel Creamer, Edward Lushbaugh, Jr. and Neil McConnell.

3194 1306 93348095

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 13th day of November, 1989, and I acknowledge the same to be my act.

WITNESS:

Rixie M. DeGeorge  Daniel Creamer
Daniel Creamer

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

I HEREBY CERTIFY, That on this 13th day of November, 1989, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Daniel Creamer and acknowledged the aforegoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Rixie M. DeGeorge
Notary Public

My Commission Expires:
July 1, 1990

164

STATE OF MARYLAND

# 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) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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 40

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 Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: RICHARD W. LAURICELLA ESQ. 498 N. POTOMAC ST. HAGERSTOWN MD 21740

✓ Check ___ Cash

NOTE: File 1st

2 Documents on 1 checks (90,00)

APPROVED BY: J.M.I VH

3194 1309

ARTICLES OF INCORPORATION
OF
SUZ-ANA LTD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 15, 1989 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 | $ 20.00 | $ |

D2913010

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 MAY 2 1990

RETURN TO:
RICHARD W. LAURICELLA, ESQUIRE
498 N. POTOMAC STREET
HAGERSTOWN MD 21740

108C3030182

A 313805

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

ATS 060

Received for Record April 4, 1990 at 10:15 a.m.
Corporation Record Liber 42



11-27-89 8141

SAVE HISTORIC ANTIETAM WITH RESPONSIBLE POLICIES
INCORPORATED

ARTICLES OF INCORPORATION

FIRST: I, Virginia S. Breeden, whose post office address is 5233 Porterstown Road, Keedysville, Maryland, 21756, 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:

SAVE HISTORIC ANTIETAM WITH RESPONSIBLE POLICIES
INCORPORATED

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

(a) The Corporation is organized for the promotion of the common good and general welfare of the property owners and other resident citizens of Maryland; for the purpose of bringing about civic and social improvements through informing and gathering public opinions for the enactment of local, state and/or federal policies, legislation, laws, codes, etc. that is germane to equitable open space and historic preservation programs, and to planned and orderly residential and commercial growth and development. Including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under #501(c)(4) 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 civic 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

[redacted] [redacted] 93550130

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 Article of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the Federal Income Tax Exemption of the Corporation pursuant to #501(c)(4) 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 corporation, 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 tax 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, participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income tax under #501(c)(4) of the Internal Revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under #170(c)(2) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

FOURTH: The post office address of the principal office of the Corporation in this State is P.O. Box 512, Sharpsburg, Maryland, 21782.

The name and post office address of the Resident Agent of the Corporation in this State is: Russell E. Weaver, P.O. Box 398 234 West Main Street Sharpsburg, Maryland, 21782. Said 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 nine (9), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than five (5). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Russell E. Weaver, President
Ann G. Corcoran, Vice-President
Jo Ann Frobouck, Secretary
Virginia S. Breeden, Treasurer
Rebecca Weaver, Director At Large



3196 0196

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 of America.

NINTH: In these Articles of Incorporation,

(a) References to "charitable organization" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which carrying on of propaganda or otherwise attempting, to influence, participate in, or intervene in (including the publishing or distributing of statements), of any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article NINTH shall be entitled to exemption from Federal Income Tax under #501(c)(4) 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 civic leagues or organizations not organized for profit but operated

exclusively for the promotion of social welfare, religious, charitable, scientific testing for public safety, literary, or educational purposes within the meaning of the terms used in #501(c)(4) of the Internal Revenue Code of 1954 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

TENTH:

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

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

(c) The Corporation shall not retain any excess business holdings as defined in #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 #4944 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 27th day of October, 1989, and acknowledge same to be my act.

Virginia S. Breeden

Virginia S. Breeden

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: S.H.A.R.P.
PO Box 512
Sharpsburg, MD 21782

TOTAL FEES 40

✓ Check ____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JmT

3196 0199

ARTICLES OF INCORPORATION
OF
SAVE HISTORIC ANTIETAM WITH RESPONSIBLE
POLICIES INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 27, 1989 AT 8:41 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 | $ |

D2916807

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 MAY 2 1990

RETURN TO:
S.H.A.R.P.
P.O. BOX 512
SHARPSBURG MD 21782

113C3030712

A 314290

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3196 0193

Received for REcord April 4, 1990 at 10:15 a.m.
Corporation Record Liber 42



# ARTICLES OF INCORPORATION

# OF

# ALVEST, INC.

a Maryland Close Corporation organized pursuant to Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland

* * * * * *

FIRST: I, Nancy S. Allen, whose post office address is 924 Oakhill Avenue, Hagerstown, Maryland 21740, being at least 18 years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is ALVEST, 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 duration of the Corporation shall be perpetual.

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

1. To engage in the business of investing in real estate, the purchase and resale of real estate, through voluntary and involuntary sales, including but not limited to, distressed property sales for acquisition for resale and rental, and to engage in such real estate investment to acquire real estate as principal or agent; to conduct the aforesaid business and all its branches; and to do such other things as are incidental, proper, or necessary in the operation of the business and in carrying out of any or all of its purposes; to construct, erect, own, equip, maintain, operate, use, lease, operate, acquire and maintain real estate, residential houses, office buildings, and real property of all kinds, and to contract with others in the course of said business for the purchase and resale of such real estate and to engage in any other lawful purpose and business;

2. To conduct, own, buy, sell, lease, equip and operate stores, warehouses and enterprises of all kinds, to represent, as agent, manufacturers in the sale and disposal of their products, articles and merchandise of all kinds and to manufacture, own, operate and generally deal in and with all kinds of facilities and apparatus convenient, desirable or necessary in the conduct and operation of the aforegoing business purposes.

RECEIVED
'89 NOV 29 PM 12 23
STATE DEPT OF
ASSESSMENTS & TAXATION

93348115

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
FILED FOR RECORD
11/29/89 at 12:23 p.m.

O'CONNOR & GRAHAM
ATTORNEYS AT LAW
100 WEST ROAD
SUITE 211
TOWSON, MARYLAND 21204
(301) 321-0595

3. To acquire, purchase, sell, own, lease, rent, mortgage, operate, develop, maintain, convey, pledge, exchange, transfer, improve, invest in, deal in or otherwise dispose of real estate, chattels, real land and all kinds of property, both real and personal of every class and description and any interest whatsoever, whether situate within or without the State of Maryland.

4. To acquire all or part of the good will, rights, property and business of any person, firm, association or corporation heretofore engage in any business similar to any business which the Corporation has power to conduct and to hold, utilize, enjoy and, in any manner, dispose of the whole or any part of the goods, property and businesses so acquired and to assume, in connection herewith, any liability of such person, firm, association or corporation.

5. To borrow and raise money, without limit, upon any terms and for any purposes whatsoever.

6. To engage in any other lawful purpose or business.

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

SIXTH: The post office address of the principal office of the Corporation in this State is 924 Oakhill Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Nancy S. Allen, 924 Oakhill Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

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 Nancy S. Allen.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 1st day of November, 1989, and I acknowledge the same to be my act.

Nancy S. Allen (SEAL)
Nancy S. Allen

ONNOR & GRAHAM
ATTORNEYS AT LAW
100 WEST ROAD
SUITE 211
SON, MARYLAND 21204
(301) 321-0595



3193 2547

STATE OF MARYLAND, COUNTY OF BALTIMORE, TO WIT:

I HEREBY CERTIFY that on this 1st day of November, 1989, before me, the subscriber, a notary public of the State of Maryland, in and for the State and County aforesaid, personally appeared Nancy S. Allen, who made oath in due form of law that the above Articles of Incorporation are his act and deed.

AS WITNESS my hand and official seal.

Donna M. Sweeney
Notary Public

DONNA MARIE SWEENEY NOTARY PUBLIC BALTIMORE CITY, MD

My commission expires: 1/1/90

O'CONNOR & GRAHAM
ATTORNEYS AT LAW
100 WEST ROAD
SUITE 211
TOWSON, MARYLAND 21204
(301) 321-0595

176

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

P.A.

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

#_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | 30 | Expedited Fee |
| 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 Corp. 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 _____

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 Resident Agent's Address
_____ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Gary Graham
100 West Rd #211
Towson Md 21204

20 Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: AVH

3193 2549

ARTICLES OF INCORPORATION
OF
ALVEST, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 29, 1989 AT 12:23 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 | $ 20.00 | $ |

D2910982

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 MAY 2 1990

RETURN TO:
GARY GRAHMA
100 WEST ROAD, SUITE 211
TOWSON MD 21204

106C3032759

A 313535

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for REcord April 4, 1990 at 10:15 a.m.
Corporation Record Liber 42



STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
NON RECORD

ARTICLES OF INCORPORATION

11-30-89 3:28p

PIEDMONT EQUIPMENT COMPANY, INC.

FIRST: I, the undersigned, G. Jeffery Kerns, of 1865 Fountainhead Road, Hagerstown, Maryland 21740, being at least twenty-one (21) years of age, do under and by virtue of the General Laws of the State of Maryland authoring the formation of corporations, wish to form a corporation by the execution and filing of these Articles.

RECEIVED
89 NOV 30 PM 3:28
STATE DEPT. OF ASSESSMENTS & TAXATION

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is Piedmont Equipment Company, Inc.)

THIRD: The Corporation shall be a corporation as authorized by the Corporation and Associations Volume of the Annotated Code of Maryland and its existence shall be perpetual.

FOURTH: The purpose for which the corporation is formed is to provide the services related to the rental sales and services of construction equipment of various types and related activities.

FIFTH: The post office address of the Corporation in the State of Maryland is 449 North Potomac Street, Hagerstown, Maryland 21740. The name and post office of the resident agent of the Corporation in Maryland is G. Jeffery Kerns, 449 North Potomac Street, Hagerstown, Maryland 21740. Said resident agent is a citizen of Maryland and actually resides therein.

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

The Following is a description of the class of stock of the Corporation with, conversion and other rights, voting powers, restrictions, limitations as to dividends:

All the stock in this Corporation shall be common stock and the holders of such common stock shall have the right to vote.

SEVENTH: The number of directors of the Corporation shall be two (2) which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than two (2); and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are G. Jeffery Kerns, 1865 Fountainhead Road, Hagerstown, Maryland 21740 and Carol L. Rose, 636 Picadilly Drive, Hagerstown, Maryland 21740.

V355K115

3194 0669

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

This Corporation shall have the power to provide the services related to renting , selling and servicing of construction equipment and to carry on any other business which seems to the corporation capable of being conveniently carried on in connection with the powers or calculated directly or indirectly to enhance the value of the corporation's property or right; to purchase, acquire, hold, sell, assign, transfer, mortgage, pledge, exchange or otherwise deal in shares of capital stock of this or any other corporations and to exercise all the rights, powers and privileges, including the right to vote thereon, except on the stock of this corporation, which natural persons might, could or would exercise; to acquire the goodwill rights, property and assets of all kinds, and to undertake the whole or part of the liabilities of any person, firm, association or corporation, engage in a similar line of business, and to pay for same in cash, stock, debentures of other securities of this or any other corporation; to borrow money, make and issue promissory notes, bonds, debenture and evidence of indebtedness of any kinds whether secured by mortgage, pledge or otherwise; to acquire, purchase, lease, exchange, hire, or otherwise deal in lands or any interest therein; to erect, construct, alter, maintain and improve houses, buildings, or works of every description of any lands of the corporation or upon any other lands, and rebuild, alter, improve and remove existing buildings or works thereon necessary or convenient for the carrying on of the business of the organization; to sell, lease, mortgage, or otherwise dispose of, operate, or utilize the lands, houses, buildings and other property of the corporation; to undertake the management and sale of all property, building and lands of the corporation or otherwise; to make and enter into contracts pertaining to the corporation's business with ny individual, firm, association, corporation private, public or municipal body politic, and with the government of the United States, or of any state thereof; to renumerate any person or persons or corporation for services rendered or may be rendered, to transact and carry on all or any other business which may be necessary, incidental or proper to the exercise of any or all of the aforesaid purposes of the corporation, and in general to carry on business in connection with the foregoing objects, the foregoing to be constructed both as to objects and powers, not to limit or restrict in any manner the exercise of all powers conferred by the general corporation laws of the State of Maryland but nothing herein shall be constructed as an attempt to secure powers not properly obtained by corporations organized under the laws of the State of Maryland; in furtherance and not in limitation to the powers conferred by the laws of the State of Maryland, the board of directors is expressly authorized;

To make and alter the by-laws.

To fix the amount to be reserved as working capital and from time to time, to authorize and cause to be executed mortgages and liens upon the property and franchises of this corporation.

To sell, assign, convey or otherwise dispose of a part of the property and assets of this corporation less than the while or less than substantially the whole thereof, on such terms and conditions as they shall deem advisable; and also to sell, assign, transfer, convey or otherwise dispose of the whole or substantially the whole of the property and assets, including the goodwill and corporation franchises, of the corporation, upon such terms and conditions as they shall deem expedient and for the best interests of the corporation.

From time to time determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of this corporation, or any of them other than the stock ledger shall be open to the inspection of the stockholders; and no stockholder shall have the right to inspect any accounts or books or documents of the corporation, except as conferred by law or authorized by resolution of the directors or of the stockholders. This corporation may in its by-laws confer powers upon the directors in addition to the foregoing and in addition to the powers and authorities expressly conferred by them by law.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation and severally acknowledged the same or be our acts.

WITNESS:

Denise Joy Isaac 1/29/89 G. Jeffery Kerns 1/29/89

G. Jeffery Kerns

STATE OF MARYLAND, COUNTY OF : to wit

I HEREBY CERTIFY that on this 29 day of November, 1989 before me subscribed, a Notary Public of the State of Maryland, personally appeared G. Jeffery Kerns, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Incorporation 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 Incorporation with respect to the approval thereof are true to the best of their knowledge, information and belief.

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

REGINA M. TAYLOR NOTARY PUBLIC WASHINGTON CO., MD.

Regina M. Taylor
Notary Public
REGINA M. TAYLOR

My Commission Expires: July 1, 1990

182

Dwis

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 |
|---|---|---|
| 10 | 30 | Expedited Fee |
| 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) |
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| 50 | | Cert. of Qual. or Reg. |
| 51 | | Foreign Name Registration |
| 13 | | _____ Certified Copy _____ |
| 56 | | Penalty |
| 54 | | For. Supplemental Cert. |
| 53 | | Foreign Resolution |
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| 83 | | Cert. Limited Partnership |
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| 21 | | Recordation Tax |
| 22 | | State Transfer Tax |
| 23 | | Local Transfer Tax |
| 31 | | _____ Corp. Good Standing |
| NA | | Foreign Corp. 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 70

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 Resident Agent's Address
_____ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Jeffery Kerns
449 N. Potomac St.
Hagerstown Md
21740

✓ Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JO VH

3194 0673

ARTICLES OF INCORPORATION
OF
PIEDMONT EQUIPMENT COMPANY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 30, 1989 AT 3:28 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 | $ 20.00 | $ |

D2912277

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 MAY 2 1990

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

107C3030082

A 313701

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND 1632

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.
3194 0669

ATF 060

184 Received for REcord April 4, 1990 at 10:15 a.m.
Corporation Record Liber 42

BLUE JOHNS, INC.
ARTICLES OF AMENDMENT

12-1-89 9:00a

Blue Johns, Inc., a Maryland Corporation, (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 deleting Article SECOND in its entirety and by substituting in lieu thereof the following:

SECOND: The name of the Corporation is Barnes Asphalt Maintenance, Inc.

SECOND: The charter of the Corporation is hereby amended by deleting the first sentence of Article FOURTH in its entirety and by substituting in lieu thereof the following:

FOURTH: The post office address of the principal office of the Corporation in this state is 2510 Bluebird Avenue, Hagerstown, Maryland 21740.

THIRD: The Board of Directors of the Corporation, at a special meeting duly convened and held on November 6, 1989, adopted a resolution in which was set forth the foregoing amendments to the charter, declaring that the said amendments of the charter were advisable and directing that it be submitted for action thereon at a Special Meeting of the Stockholders of the Corporation to be held on November 6, 1989. At said meeting which was duly convened, the Stockholders unanimously approved said amendments.

THE UNDERSIGNED, President of Blue Johns, 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:

Marilyn E. Barnes
Marilyn E. Barnes
Secretary

BLUE JOHNS, INC.

By: Raymond E. Barnes
Raymond E. Barnes
President

93598022
2194 1973

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

I HEREBY CERTIFY that on this 29th day of November, A.D., 1989, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Raymond E. Barnes, President of Blue Johns, Inc., a Maryland corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation and further made oath in due form of law that the matters and facts set forth in said Articles of Amendment with respect to the approval thereof are true and correct to the best of his knowledge, information and belief.

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

Harriet L. Bowman
Notary Public

My Commission Expires:
1 July 1990

186

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 9A-18 BUSINESS CODE 03 COUNTY 71

# D1223718 ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | [redacted] | Expedited Fee |
| 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 Corp. 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 [redacted] 20

✓ Check ___ Cash

2 Documents on 1 checks

APPROVED BY: PO

Name Change (New Name) Barnes Asphalt Maintenance, Inc

✓ 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 Resident Agent's Address
___ Other Change ____

Code ____

ATTENTION: ____

MAILED MAY 2 1990

MAIL TO ADDRESS: Michael Schaefer
152 W. Wash. St
Hagerstown, Md
21740

NOTE: File n/c before new art of Inc w add name

1 of 2
File last

ARTICLES OF AMENDMENT
OF
BLUE JOHNS, INC.
CHANGING ITS NAME TO:
BARNES ASPHALT MAINTENANCE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND December 1, 1989 AT 9:00 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

| ORGANIZATION AND CAPITALIZATION FEE PAID: | RECORDING FEE PAID: | SPECIAL FEE PAID: |
|---|---|---|
| $ | $ 20.00 | $ |

TO THE CLERK OF THE COURT OF Washington County

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 279189

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

3194 192

CM

Received for Record April 4, 1990 at 10:15 a.m.
Corporation Record Liber 42



# HEATWOLE HEARING AID CENTER, INC.

## 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 Heatwole Hearing Aid Center, Inc.

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

1. To market, sell, distribute and otherwise deal or trade in hearing aid devices and associated items.

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 1329 Pennsylvania Avenue, 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,

STATE DEPT OF ASSESSMENTS & TAXATION
'89 DEC 1 AM 10 20
RECEIVED
93386413
STATE DEPARTMENT OF ASSESSMENTS AND
3194 1269
12/1/89 10:20

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, 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 By-Laws of the Corporation, but shall never be less than three (3), provided that:

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

Arnold R. Heatwole
Wilma R. Heatwole

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



3194 1370

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 30th day of November, 1989.

WITNESS:

Harriet L. Burman

E. Kenneth Grove

E. Kenneth Grove, Jr.



3194 1271

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 |
|---|---|---|
| 10 | 30 | Expedited Fee |
| 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 |
| 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 Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code 075

ATTENTION: _____

MAIL TO ADDRESS: _____

TOTAL FEES _____

90 Check _____ Cash

NOTE:

1 Documents on 2 checks

APPROVED BY: A

3194 1272

ARTICLES OF INCORPORATION
OF
HEATWOLE HEARING AID CENTER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 1, 1989 AT 10:20 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

| ORGANIZATION AND CAPITALIZATION FEE PAID: | RECORDING FEE PAID: | SPECIAL FEE PAID: |
|---|---|---|
| $ 40.00 | $ 20.00 | $ |

D2912954

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
MEYERS, YOUNG & GROVE, P.A.
P O BOX 1267
HAGERSTOWN MD 21741 1267

108C3030176

A 313799

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

Received for Record April 4, 1990 at 10:15 a.m.
Corporation Record Liber 42



# ARTICLES OF INCORPORATION

## BLUE JOHN'S, INC.

12-1-89 9:02a

FIRST: The Undersigned, BARBARA J. FULTON, whose post office address is Route 4, Box 133, Boonsboro, Maryland 21713, 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 **BLUE JOHN'S, INC.**

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

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

2. To engage in the portable toilet rental business including but not limited to the lease, purchase, sale, development, manufacture, assembly, repair, reconditioning, refurbishing and servicing of portable toilets in the State of Maryland or any other jurisdiction with the continental United States.

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 licenses, trademarks, trade names, patents, rights, processes, formulas and the like which may be used for or be incidental to any of the purposes of the Corporation and to use, exercise, develop and grant licenses in respect of, sell, or otherwise dispose of and deal in the same.

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

FOURTH: The post office address of the principal office of the Corporation in Maryland is Route 12, Box 240, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is Barbara J. Fulton, 152 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 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 Three (3), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than three.

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

Barbara J. Fulton

Brad Fulton

Steve Fulton

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged same to be my act this 28 day of November, 1989.

WITNESS:

Barbara J. Fulton

Barbara J. Fulton

Michael J. Schaefer

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

I HEREBY CERTIFY, that on this 28 day of November, 1989, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Barbara J. Fulton, party to the aforegoing Articles of Incorporation, known to me personally to be such, and he did acknowledge the said Articles to be his act and deed, and that the facts therein stated are truthfully set forth.

WITNESS my hand and Official Notarial Seal.

William R. Garvey

Notary Public

My Commission Expires:

July 1, 1990

WILLIAM R. GARVEY NOTARY PUBLIC



3195 1123

196

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 |
|---|---|---|
| 10 | 99 | Expedited Fee |
| 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 | 17 | 3 Certified Copy 9p |
| 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 38257 |
| 31 | 8 | 3 Corp. Good Standing 2 copies |
| NA | | Foreign Corp. 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 164

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 Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: ____

MAIL TO ADDRESS: Michael Schaefer
152 W. Washington St.
Hagerstown Md
21740

✓ Check ____ Cash

NOTE: File after n/c amend 2 of 2 File 2nd

2 Documents on 1 checks

CERTIFIED COPY MADE

APPROVED BY: gro VH

3195 1194

ARTICLES OF INCORPORATION
OF
BLUE JOHN'S, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 1, 1989 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: |
|---|---|---|
| $ 20.00 | $ 20.00 | $ |

D2914653

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 MAY 2 1990

RETURN TO:
MICHAEL SCHAEFER
152 W. WASHINGTON STREET
HAGERSTOWN MD 21740

110C3030386

A 313993

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3195 1120

Received for REcord April 4, 1990 at 10:15 a.m.
Corporation Record Liber 42



RECEIVED
'89 DEC 4 PM 3 35
STATE DEPT. OF
ASSESSMENTS & TAXATION

12-4-89 3:35p

ARTICLES OF AMENDMENT

OF THE

GREATER HAGERSTOWN BOARD OF REALTORS, INC.

GREATER HAGERSTOWN BOARD OF REALTORS, INC., a Maryland Non-Profit Corporation having its principal office at 580 Northern Avenue, Suite 200, Hagerstown, Maryland 21740 (hereinafter called the "Corporation"), does hereby certify to the State Department of Assessments and Taxation of Maryland that:

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

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

GREATER HAGERSTOWN ASSOCIATION OF REALTORS, INC."

SECOND: The amendment of the charter of the Corporation as hereinabove set forth has been approved by a majority of the Board of Directors constituting and by the members of the Corporation.

IN WITNESS WHEREOF, Greater Hagerstown Board of Realtors, Inc. has caused these presents to be signed in its name and on its behalf by its President and attested by its Secretary

93398412
3195 1537

on this 30th day of November, 19 89.

GREATER HAGERSTOWN BOARD OF REALTORS, INC.

ATTEST:

Sandra A. Blickenstaff
Sandra A. Blickenstaff,
Secretary

By: Richard J. Hopkins
Richard J. Hopkins,
President

CERTIFICATE

THE UNDERSIGNED, President of Greater Hagerstown Board of Realtors, 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 of and on behalf of said Corporation the aforegoing 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 approval thereof are true in all material respects, under the penalties of perjury.

Richard J. Hopkins
Richard J. Hopkins, President



~~3195 0222~~
3195 1629

200

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 9A BS BUSINESS CODE _____ COUNTY 71

# D0731232 ____ P.A. ____ Religious ____ Close ____ Stock ____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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 20

Name Change (New Name) Greater Hagerstown Association of Realtors, Inc.

✓ 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 Resident Agent's Address
____ Other Change _____

Code 113

ATTENTION: Tina Hall

MAIL TO ADDRESS: _____

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: JS

3195 1529

ARTICLES OF AMENDMENT
OF
GREATER HAGERSTOWN BOARD OF REALTORS, INC.
CHANGING ITS NAME TO:
GREATER HAGERSTOWN ASSOCIATION OF REALTORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 4, 1989 AT 3:35 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 | $ |

D0731232

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 MAY 2 1990

RETURN TO:
CABLE, MC DANIEL, BOWIE & BOND
BLAUSTEIN BLDG., 12TH & 13TH FLS
ONE NORTH CHARLES ST.
BALTIMORE MD 21201 3793

110C3030473

A 314074

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

ATE 060

202

Received for Record April 4, 1990 at 10:15 a.m.
Corporation Record Liber 42

12-5-89 11:06a

ARTICLES OF TRANSFER
OF
THE FEED BIN, INC., a Maryland Corporation

ARTICLES OF TRANSFER entered into this 1st day of December, 1989, by and between THE FEED BIN, INC. (hereinafter referred to as the Transferor) and RAYMOND K. RAMSEY, (hereinafter referred to as the Transferee).

THIS IS TO CERTIFY THAT:

FIRST: That The Feed Bin, Inc., a Maryland Corporation (hereinafter "Transferor") agrees to transfer all or substantially all of its property and assets to Raymond K. Ramsey (herinafter "Transferee").

SECOND: That The Feed Bin, Inc. is a Maryland Corporation and that Raymond K. Ramsey, who resides at Route 1, Box 278, Sharpsburg, Maryland 21782, is a non-corporate individual, and whose principal place of business is Route 1, Box 278, Sharpsburg, Maryland 21782.

THIRD: That the Transferor's principal place of business was at Route 1, Box 278, Sharpsburg, Maryland 21782, and that the only land owned by The Feed Bin, Inc., Transferor corporation, is situate in Washington County, Maryland.

FOURTH: That the transfer of all or substantially all of Transferor's assets, to-wit: Real estate situate on the Northeast side of the Boonsboro-Williamsport Highway at its intersection with the Baltimore & Ohio Railroad at Breathedsville, in District No. 12, Washington County, Maryland, containing 0.56 acres of land, more or less, and more particularly described in Liber 781, folio 903 among the Land Records of Washington County, Maryland, has been approved by unanimous written informal action signed by all of the Stockholders of the Transferor entitled to vote thereon, and in the manner and by vote required by the Corporations and Associates Article of the Annotated Code of Maryland and the Charter of Transferor at a meeting held , following the submission to them by the Board of Directors of Transferor of a duly adopted resolution, unanimously approved by the Board of Directors, directing that the sale, assignment and transfer of all or substantially all of the Transferor's property and assets is advisable, all in the manner and by the vote required by the Corporations and Association Article of the Annotated Code of Maryland.

FIFTH: That the Transferor corporation, in exchange for the above referred real estate, shall receive the sum of Eighty-two Thousand Seven Hundred Seventy-Five and 10/100---- ($ 82,775.10 ), which said sum is equivalent and shall be applied to the outstanding indebtedness of Transferor, and which shall be payable on the accounts of Transferor at the time of the conveyance.

SIXTH: That the terms and conditions contained in the Articles of

1989 DEC -5 A 11:06

Transferor have been approved by Transferee as required by the Laws of the State of Maryland, and shall be construed in accordance with the laws of the State of Maryland.

THE FEED BIN, INC., a Maryland Corporation, Transferor

By _____
President and Stockholder

_____
Secretary and Stockholder

_____
Raymond K. Ramsey, Transferee

UNDER THE PENALTIES OF PERJURY, I, James A. Burns, Secretary of The Feed Bin, Inc., a Maryland Corporation, hereby certify that these Articles of Transfer have been approved by the Board of Directors and Shareholders of the said Transferor Corporation.

_____
James A. Burns, Secretary

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

ON THIS 1st day of August, 1989, before me, the undersigned officer personally appeared Raymond K. Ramsey, who acknowledged himself to be the President, and also personally appeared James A. Burns, who acknowledged himself to be the Secretary of The Feed Bin, Inc., a Maryland Corporation, and that they, as such President and Secretary, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by themselves as President and Secretary.

IN WITNESS WHEREOF, I hereunto set my hand and official Notarial Seal.

_____
Notary Public

My Commission Expires: 7/1/90

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

ON THIS 4th day of December, 1989, before me, the undersigned officer personally appeared Raymond W. Ramsey, known to me, or satisfactorily proven to be the person described in the aforegoing instrument, and acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official Notarial Seal.

Notary Public

My Commission Expires: 7/1/90

I, Raymond K. Ramsey, being a representative of the transferor or corporation merging or consolidating out of existence which name is The Feed Bin, Inc.

hereby certify under the penalties of perjury, that to the best of my knowledge, information and belief, all public taxes, assessments, and charges due on the real property owned by this entity have been paid to the treasurer, tax collector or director of finance of the county in which the real property is assessed. Also, taxes on personal property in the county which are due by this entity have been paid, when all land owned by this entity is being transferred.

THE FEED BIN, INC.

By

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 12 BUSINESS CODE _____ COUNTY 71

# D1897750 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

~~Merging~~ (Transferor) The Feed Bin, Inc.

~~Surviving~~ (Transferee) Raymond K. Ramsey

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | 30 | Expedited Fee |
| 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 | 4 | Certificate of Conveyance land records Washington Co |
| 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 | 273.16 | Recordation Tax |
| 22 | 413.88 | State Transfer Tax |
| 23 | | Local Transfer Tax |
| 31 | | ____ Corp. Good Standing |
| NA | | Foreign Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Robert Stone
120 N. Potomac St.
Hagerstown Md
21740

TOTAL FEES 741.04

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: JS

ARTICLES OF TRANSFER
OF
THE FEED BIN, INC.
(A MD CORP.) TRANSFEROR
AND
RAYMOND K. RAMSEY
(AN INDIVIDUAL) TRANSFEREE

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 5, 1989 AT 11:06 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. OF CONV.-WASHINGTON COUNTY | 4.00 | |
| | $24.00 TOTAL | |
| | D1897750 | |

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
ROBERT STONE
120 N. POTOMAC STREET
HAGERSTOWN MD 21740

110C3030460

A 314061

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. ~~3195 0830~~
3195 1569

Received for Record April 4, 1990 at 10:15 a.m.
Corporation Record Liber 42



12-6-89 8:57a

ARTICLES OF AMENDMENT

These Articles of Amendment, executed this 1st day of December, 1989, hereby amend the Articles of Incorporations of Duke's Tavern, Inc. as follows:

This Corporation is hereby converted to a Maryland Closed Corporation, pursuant to Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

This Amendment was advised by the Board of Directors and approved by the stockholders of said corporation.

There shall be one Director of the Closed Corporation, namely Peter John Schaffnit, II, whose address is 108 Knotty Pine Drive, Hagerstown, Maryland 21740.

WITNESS

Joseph Chukla

Peter J. Schaffnit (SEAL)
Peter J. Schaffnit, II
President

Joseph Chukla

Mary P. Schaffnit (SEAL)
Mary P. Schaffnit
Secretary-Treasurer

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 1st day of December, 1989, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Peter J. Schaffnit, II, and Mary P. Schaffnit, who did acknowledge that they executed the aforegoing Articles of Amendment 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.

JOSEPH CHUKLA, JR. NOTARY PUBLIC WASHINGTON CO.

My Commission Expires:
July 1, 1990

Joseph Chukla
Notary Public

JOSEPH CHUKLA, JR.
ATTORNEY AT LAW
HAGERSTOWN, MD 21740
(301) 790-1580

DEC 6 89 A 8:57

73400160 3196 1970

208

WLQ

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 09 BUSINESS CODE 03 COUNTY 71

# W 2111078 ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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 20

✓ Check ___ Cash

___ Documents on ___ checks

APPROVED BY: AW CM

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 Resident Agent's Address
✓ Other Change add close

Code ___

ATTENTION: _____

MAIL TO ADDRESS: Joseph Chukla Jr
370 Virginia Ave
Hagerstown Md
21740

NOTE: add close

3196 1971

ARTICLES OF AMENDMENT
OF
DUKE'S TAVERN, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 6, 1989 AT 8:57 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 | $ |

D2111078

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 MAY 2 1990

RETURN TO:
JOSEPH CHUKLA, JR.
370 VIRGINIA AVENUE
HAGERSTOWN MD 21740

114C3030941

A 314492

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3196 1969

210
Received for REcord April 4, 1990 at 10:15 a.m.
Corporation Record Liber 42

12/7/89 859A

ARTICLES OF INCORPORATION

OF

IRVING, GIPE AND GRABER, P.A.
(A Close Corporation)

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Russell R. Marks, who is eighteen (18) years of age or older, and 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, 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 IRVING, GIPE AND GRABER, P.A.

THIRD: The Corporation shall be a close Corporation under Title 4 of the Corporations and Association Article of the Maryland Annotated Code.

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

To practice the profession of accounting.

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.

1989 DEC -7 A 8:59

3196 0141

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.

FIFTH: The post office address for the principal office 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 are Kenneth W. Graber, 112 Bayer Drive, Smithsburg, Maryland 21783. Said resident agent is a citizen actually residing in this State.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is one hundred (100) shares, all of single class, no par value.

SEVENTH: The Corporation elects to have no board of directors. Kenneth W. Graber will serve as director until the election to have no board of directors becomes effective.

EIGHTH: The Corporation shall elect to be taxed as a Subchapter S Corporation under the Internal Revenue Code.

The Corporation shall only authorize and issue one class of stock (voting common).

No stockholder shall do any act (including the sale or transfer of such stockholder's stock) which shall contravene or revoke the Corporation's election to be taxed as a Subchapter S Corporation.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 30th day of November, 1989.

WITNESS:

Susan E. Becker

(SEAL)
Russell R. Marks

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit

I HEREBY CERTIFY, that on this 30th day of November, 1989, 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

SUSAN E. BECKER NOTARY PUBLIC WASHINGTON COUNTY

Irving, Sipe and Graber, P.A.

213

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

TO WHOM IT MAY CONCERN:

Title 18.04.07.01 of the Code of Maryland Regulations provides that a charter document or limited partnership certificate which has a technical deficiency upon presentation to the Department will be filed as of the date of receipt as long as any deficiencies are corrected and the document is returned within fourteen days of the Department's notice of the deficiency.

Accordingly, if you wish this document to be approved as of the original date of receipt, please submit this letter with it and check the box below.

☐ I wish this document to be filed as of the original date of receipt by the Department. I realize that if the document is not received by the Department within fourteen days of the date it was forwarded to me, the original date of receipt cannot be used as the date of approval.

The effective date will be December 1, 1989 if the document is corrected and returned within 14 days of December 4, 1989.

3196 0144

301 West Preston Street, Baltimore, Maryland 21201/Phone: 301-225-1340
TTY for Deaf: Balto. Area 383-7555
D.C. Metro 565-0451

214

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

52

DOCUMENT CODE 02 BUSINESS CODE 06 COUNTY 71

# _____ ✓ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 20 | 30 | 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 | 9 | 1 Certified Copy 3p |
| 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 |
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| 23 | | Local Transfer Tax |
| 31 | | Corp. Good Standing |
| NA | | Foreign Corp. 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 49.00

✓ Check ___ Cash

___ Documents on ___ checks

APPROVED BY: MC AJ

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 Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

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

NOTE:

3196 0145

ARTICLES OF INCORPORATION
OF
IRVING, GIPE AND GRABER, P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 7, 1989 AT 8:59 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 | $ 20.00 | $ |

D2916690

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 MAY 2 1990

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

113C3030701

A 314281

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3196 0140

Received for REcord April 4, 1990 at 10:15 a.m.
Corporation Record Liber 42



STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
12/8/89 at 8:16 A.m.

CHILDREN'S ENRICHMENT ENTERPRISES, INC.

ARTICLES OF INCORPORATION

The undersigned, being a citizen of the United States, and desiring to form a Non-Profit Corporation under the Non-Profit Law of the State of Maryland, do hereby certify:

FIRST: That I, Charles R. Wainwright, whose address is 1921 Downsville Pike #3, Hagerstown, Washington County, Maryland 21740, being at least 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 Children's Enrichment Enterprises, Inc.

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

(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 Stetes 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 to dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property real, personal or mixed, in trust, under the terms of any Will, Deed of Trust, or other trust instrument for the foregoing purposes of any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more 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 ammended; 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 aforementioned 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.

(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 Internal Revenue Law).

1989 DEC -8 A 8:16

3196 1672

53160240

(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 the common problems involved in developing and operating programs of before and after school care for elementary school students.

(2) To develop programs of before and after school care for elementary school students.

(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 1921 Downsville Pike #3, Hagerstown,Washington County, Maryland 21740. The name and address of the Registered Agent of the Corporation in this state is Charles R. Wainwright, 1921 Downsville Pike #3, Hagerstown, Washington County, Maryland 21740. The Registered 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 not less than three and not more than ten, 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 organizational or annual meeting or until their successors are duly chosen and qualified are: Charles R. Wainwright, Marvin W. Wainwright, and Jean B. Wainwright.

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 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 organization" or "charitable organizations" mean corporations, trusts, funds, foundations, or community chests created or organized in the United Staates 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 ststements),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 educationalpurposes 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: In these Articles of Incorporation,

(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: In these Articles of Incorporation,

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

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

(c) With respect to any corporate representative other than a present or former Director or Officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent that 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 5th day of December, 1989 and I acknowledge the same to be my act.

WITNESS:

Charles R. Wainwright

Charles R. Wainwright

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

I HEREBY CERTIFY that on this 5th day of Dec., 1989 before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Charles R. Wainwrighght, and acknowledged the foregoing Articles of Incorporation to be his act and deed and further made oath in due 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 his knowledge, information, and belief.

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

June G. Jesson

Notary Public

State of Maryland
County of Washington

JUNE G. JESSON NOTARY PUBLIC WASHINGTON COUNTY, MD.

MY COMMISSION EXPIRES JULY 1, 1990

3196 1574

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change _____

Code _____

ATTENTION: Charles R. Wainwright

MAIL TO ADDRESS: 1921 Downsville Pike, No. 3
Hagerstown, Md. 21740

TOTAL FEES 40

✓ Check ____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JMT

3196 1675

220

ARTICLES OF INCORPORATION
OF
CHILDREN'S ENRICHMENT ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 8, 1989 AT 8:16 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 | $ 20.00 | $ |

D2917490

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 MAY 2 1990

RETURN TO:
CHARLES R. WAINWRIGHT
1921 DOWNSVILLE PIKE #3
HAGERSTOWN MD 21740

114C3030882

A 314437

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3196 1671

Received for REcord April 4, 1990 at 10:15 a.m.
Corporation Record Liber 42

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR PAYMENT
12-11-89 at 8:58 a.m.
1989 DEC 11 A 8:58



# ARTICLES OF INCORPORATION

# OF

# ARMS ENTERPRISES, INC.,

# A MARYLAND CLOSE CORPORATION

THIS IS TO CERTIFY:

FIRST: We, the undersigned, NATALIE B. DATTILIO, whose post office address is 317 Dellwin Drive, Hagerstown, Maryland 21740, and ANTHONY J. DATTILIO, whose post office address is 1108 Fry Avenue, Hagerstown, Maryland 21740, each being at least eighteen (18) years of age, do hereby associate ourselves as incorporator with the intention of forming a Close Corporation, pursuant to Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland, and 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 ARMS ENTERPRISES, INC.

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

The purchase, marketing and re-sale of water filtration and/or air filtration devices.

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

SNYDER & POOLE, P.A. ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND
FREDERICK, MARYLAND

5340074
3196 1699

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.

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.

FOURTH: The post office address of the principal office of the Corporation in this State is 1063 Maryland Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Anthony J. Dattilio c/o Friedman and Company, 47 North 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 one thousand (1,000) shares of no par value.

SIXTH: The number of directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than one (1), UNLESS AND UNTIL such time as an election by the Corporation in its charter to have no Board of Directors becomes effective.



3196 1700

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualifed are: Anthony J. Dattilio and Natalie B. Dattilio.

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, I have signed these Articles of Incorporation this 6 day of December, 1989.

WITNESS:

Jo Anne Schindel — Natalie B. Dattilio
Natalie B. Dattilio

Jo Anne Schindel — Anthony J. Dattilio
Anthony J. Dattilio

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

I HEREBY CERTIFY, that on this 6th day of December, 1989, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared NATALIE B. DATTILIO, and did acknowledge the execution of the aforegoing Articles of Incorporation to be her voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Jo Anne Schindel
Notary Public

My Commission Expires:
July 1, 1990



3195 1701

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

I HEREBY CERTIFY, that on this 6th day of December, 1989, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared ANTHONY J. DATTILIO, and did acknowledge the execution of the aforegoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Jo Ann Schmidt
Notary Public

My Commission Expires:
July 1, 1990

NOTARY PUBLIC



3196 1702

225

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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 _____

40 Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: A

Name Change (New Name) _____

_____ Change of Name
_____ Change of Principal Office
_____ Change of Resident Agent
_____ Change of Resident Agent Address
_____ Resignation of Resident Agent
_____ Designation of Resident Agent and Resident Agent's Address
_____ Other Change _____

Code _____

ATTENTION: Carl G. Disque

MAIL TO ADDRESS: Snyder & Poole
28 Jonathan St.
Hagerstown, MD
21740

NOTE:

3196 1703

ARTICLES OF INCORPORATION
OF
ARMS ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 11, 1989 AT 8:58 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 | $ |

D2917557

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 MAY 2 1990

RETURN TO:
SYNDER & POOLE
CARL W. DISQUE
28 JONATHAN STREET
HAGERSTOWN MD 21740

114C3030888

A 314443

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

3196 1699

Received for Record April 4, 1990 at 10:15 a.m.
Corporation Record Liber 42



Eastcoast Hardwood Veneers, Inc.

P.O. Box 1912
Hagerstown, MD 21740

Phone # (301) 797-6350
FAX # (301) 797-4938

December 9, 1989

The Board of Directors of Eastcoast Hardwood Veneers, Inc., a corporation organized in the state of Maryland on October 14, 1988 duly approved a resolution as follows:

RESOLVED: That the resident agent of the corporation is changed to Frederica R. Buehler, of 1406 Oak Hill Avenue, Hagerstown, Maryland 21740.

I, Catherine Buehler, Secretary of the Corporation, certify under the penalties of perjury that to the best of my knowledge, information, and belief the foregoing resolution is true in all material respects.

Catherine A. Buehler

Catherine Buehler
Secretary

Frederica Buehler

Frederica R. Buehler
President

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
12-11-89 at 10:29 a.m.

1989 DEC 11 A 10:29

3196 2213

223

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 71

# D2665016 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 |
| 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 Corp. Registration |
| 87 | | ____ Limited Part. Good Standing |
| 71 | | Financial |
| 600 | | ____ Personal Property Reports and late filing penalties |
| 70 | $10.00 | Change of P.O., R.A. or R.A.A. |
| 91 | | Amend/Cancellation, For. Limited Part. |
| | | Other |
| | | Other |

TOTAL FEES $10.00

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 Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Eastcoast Hardwood Veneers, Inc
P.O. Box 1912
Hagerstown, MD. 21740

___1___ Check ____ Cash

NOTE:

___1___ Documents on ___1___ checks

APPROVED BY: RMC CM

3196 2214

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS
OF
EASTCOAST HARDWOOD VENEERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 11, 1989 AT 10:29 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 | $ |

D2665016

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 MAY 2 1990

RETURN TO:
EASTCOAST HARDWOOD VENUES, INC.
P.O. BOX 1912
HAGERSTOWN MD 21740

114C3030999

A 314534

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

3196 2212

230 Received for Record April 4, 1990 at 10:15 a.m.
Corporation Record Liber 42

BUILDING SYSTEMS, INC.

ARTICLES OF AMENDMENT 12-11-89 2:24p

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

FIRST: The Articles of Incorporation of the Corporation are hereby amended by striking out Article SIXTH and inserting in lieu thereof the following:

> "SIXTH: The number of directors constituting the entire Board of Directors shall not be less than three (3), except that (i) before there is stock outstanding, the number of directors constituting the entire Board of Directors may be less than three (3), but not less than one (1) and (ii) where there is stock outstanding and all shares of stock of the Corporation are owned by less than three (3) stockholders, the number of directors constituting the entire Board of directors may be less than three (3), but not less than the number of such stockholders; and the names of the Directors who shall act until the first annual meeting of the Stockholders and until their successors are duly elected and qualified are: George A. Stone, Helen E. Stone and Albert W. Miller."

SECOND: The Amendment of the Articles of Incorporation of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the requisite vote of the Stockholders of the Corporation.

IN WITNESS WHEREOF, the Corporation has caused these presents to be signed in its name, on its behalf by its President and attested by its Secretary on NOVEMBER 20, 1989.

ATTEST: BUILDING SYSTEMS, INC.

Helen E. Stone — By: George A. Stone

Helen Stone, Secretary — George Stone, President

The undersigned, President of the Corporation 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 further certifies that, to the best of his

RECEIVED DEC 20 '89 ASSESSMENTS & TAXATION OF MD

3197 0257

knowledge, information and belief, the matters and acts set forth therein with respect to approval are true in all material respects, under the penalties of perjury.

George A. Stone

George Stone, President

KAM/G:11232001.C11



3197 0259

232

DWS

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 09 BUSINESS CODE _____ COUNTY 71

# D1514413 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code 004

ATTENTION: D. Shores

MAIL TO ADDRESS: _____

TOTAL FEES 20

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: GW VH

3197 0259

ARTICLES OF AMENDMENT
OF
BUILDING SYSTEMS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 11, 1989 AT 2:24 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 | $ |

D1514413

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 MAY 2 1990

RETURN TO:
BLUM, YUMKAS, MAILMAN, GUTMAN
& DENICK, P.A.-D. SHORES
1200 MERCANTILE BANK & TRUST BLDG
2 HOPKINS PLAZA
BALTIMORE MD 21201

115C3031130

A 314641

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3197 0256

ATS 060

Received for Record April 4, 1990 at 10:15 a.m.
Corporation Record Liber 42



# INTERSTATE PAVING & SEALING, INC.

## ARTICLES OF INCORPORATION

FIRST: I, ROLLIN E. BYERS, whose post office address is 18 North Conococheague Street, Williamsport, Maryland 21795, 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 called the "Corporation") is INTERSTATE PAVING & SEALING, INC.

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

(1) Paving and sealing of driveways and parking lots.

(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 16 North Conococheague Street, Williamsport, Maryland 21795. The name and post office address of the Resident Agent of the Corporation in this State is Rollin Byers 18 North Conococheague Street, Williamsport, Maryland 21795. Said Resident Agent is an individual actually residing in this State.

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

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

NOTE: ASSESSMENT & TAXATION
STATE DEPT. OF
RECEIVED
'89 DEC 11 AM 10 35



12/11/89 10:35

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 qualifed are:

ROLLIN E. BYERS

RICHARD A. CLIPP

PAMELA S. BYERS

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 dividents, 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

3193 1234

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: (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, shareholder or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.



3199 1235

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

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 29TH. day of NOVEMBER, 1989, and I acknowledge the same to be my act.

Del Hixon
Witness

Rollin E. Byers.
ROLLIN E. BYERS



114ly

7199 1336

238

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

WYP

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | 59 | Expedited Fee |
| 20 | 20 | Organ. & Capitalization |
| 61 | 20 | Rec. Fee (Arts. of Inc.) |
| 62 | | Rec. Fee (Amendment) |
| 63 | | Rec. Fee (Merger or Consolidation) |
| 64 | | Rec. Fee (Transfer) |
| 65 | | Rec. Fee (Dissolution) |
| 66 | | Rec. Fee (Revival) |
| 52 | | Foreign Qualification |
| 50 | | Cert. of Qual. or Reg. |
| 51 | | Foreign Name Registration |
| 13 | 10 | 1 Certified Copy 4 |
| 56 | | 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 #39053 12/11/89 |
| 31 | 6 | 1 Corp. Good Standing |
| NA | | Foreign Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS:
Timothy Dugan
320 E. Diamond Ave
Gaithersburg, Md 20877

TOTAL FEES _____

115 Check ___ Cash

1 Documents on 2 checks

APPROVED BY: AVH

NOTE:
received

COPY MADE

3198 1237

ARTICLES OF INCORPORATION
OF
INTERSTATE PAVING & SEALING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 11, 1989 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: |
|---|---|---|
| $ 20.00 | $ 20.00 | $ |

D2919652

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 DUGAN
320 E. DIAMOND AVENUE
SALISBURY MD 20877

MAILED MAY 2 1990

117C3031255

A 314766

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

3198 1232

Received for Record April 4, 1990 at 10:15 a.m.
Corporation Record Liber 42



ASSIGNMENTS
RECEIVED FOR PAYMENT
12-15-89 at 8:31 A m.

ARTICLES OF INCORPORATION

OF

KEESEMAN ENTERPRISES, INC.

THIS IS TO CERTIFY:

FIRST: We, BRINTON D. KEESEMAN, whose post office address is 100 Trotter Drive, Hagerstown, Maryland, 21740, and JO ELLEN KEESEMAN, whose post office address is 100 Trotter Drive, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

KEESEMAN ENTERPRISES, INC.

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

(1) To merchandise, sell, offer for sale, and distribute at wholesale and retail, foods and foodstuffs of all kinds and descriptions, whether in bulk, package, bottle, or can, including beverages of all kinds and for all purposes, and to generally deal in groceries and grocery products.

(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

1989 DEC 15 A 8:31

NYDER & POOLE, P.A. ATTORNEYS AT LAW
GERSTOWN, MARYLAND
REDERICK, MARYLAND

00450079

3198 2413

the Corporation in this State is 45 South Main Street, Smithsburg, Maryland, 21783. The name and post office address of the Resident Agent of the Corporation in this State is Brinton D. Keeseman, 100 Trotter Drive, Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total amount of the authorized capital stock of the Corporation is One Hundred Thousand Dollars ($100,000.00) par value divided into one hundred thousand (100,000) shares of One Dollar ($1.00) each.

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).

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Brinton D. Keeseman and Jo Ellen Keeseman.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 13th day of December, 1989, and We acknowledge the same to be our act.

WTINESS:

Mary L. Faubert

Sandra A. Coffman

Brinton D. Keeseman (SEAL)
Brinton D. Keeseman

Jo Ellen Keeseman (SEAL)
Jo Ellen Keeseman

3198 2414

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 13th day of December, 1989, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared BRINTON D. KEESEMAN and JO ELLEN KEESEMAN, known to me (or satisfactorily proven) to be the persons whose names are subscribed to the within instrument and acknowledged that they executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

Sandra A. Coffman
Notary Public

My Commission Expires: July 1, 1990

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STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02.7 BUSINESS CODE 03 COUNTY 71

# ____ ____ P.A. ____ Religious ____ Close ✓ Stock ____ Nonstock

Merging (Transferor) ____

Surviving (Transferee) ____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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 40

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 Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: David K. Poole, Jr.

MAIL TO ADDRESS: Snyder & Poole, P.A.
28 Jonathan St.
Hagerstown, Md
21740

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: JMT

3198 24 16

ARTICLES OF INCORPORATION
OF
KEESEMAN ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 15, 1989 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 | $ 20.00 | $ |

D2920577

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 MAY 2 1990

RETURN TO:
SNYDER & POOLE, P.A.
28 JONATHAN STREET
HAGERSTOWN MD 21740

118C3031391

A 314900

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

3199 2412

Received for Record April 4, 1990 at 10:15 a.m.
Corporation Record Liber 42



APPROVED FOR PAYMENT
12-15-89 at 8:46 a.m.

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

ARTICLES OF INCORPORATION

FIRST: I, Robert Luther Bentley, whose address is 821 West Franklin 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 called the "Corporation") is:

ACTION, QUALITY, & VALUE CONTRACTORS, INC.

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

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

1. To engage in the business of electrical and general contracting.

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 821 West Franklin Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Robert Luther Bentley, 821 West Franklin 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, having a par value of $1.00 for an aggregate par value of $100,000.00.

SEVENTH: The Corporation elects to have no Board of Directors. Until the election to have Board of Directors becomes effective, there shall be one director, whose name is Robert Luther Bentley.

1989 DEC 15 A 8:46

V345 0057

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 an 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 sub-section (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 case by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 6 day of DEC, 1989, and I acknowledged the same to be my act.

WITNESS:

ACTION, QUALITY, & VALUE CONTRACTORS, INC.

Jefry A Bohm CPA

Robert Luther Bentley

Robert Luther Bentley

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 27 BUSINESS CODE 03 COUNTY 71

# _____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: William P. Nairn

MAIL TO ADDRESS: Urner, Nairn & Barton
207 South Potomac St.
Hagerstown, Md
21740

TOTAL FEES 40

✓ Check ___ Cash

___ Documents on ___ checks

NOTE:

APPROVED BY: JMT

3198 2446

ARTICLES OF INCORPORATION
OF
ACTION, QUALITY, & VALUE CONTRACTORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 15, 1989 AT 8:46 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 | $ 20.00 | $ |

D2920627

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

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

MAY 2 1990

RETURN TO:
URNER, NAIRIN & BARTON
207 S. POTOMAC STREET
HAGERSTOWN MD 21740

118C3031396

A 314905

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

2198 2443

Received for Record April 4, 1990 at 10:15 a.m.
Corporation Record Liber 42



8:16 A.M.

P 12-15-89

HAWBAKER BROTHERS TRANSPORT, INC.

ARTICLES OF INCORPORATION

FIRST: I, Robert K. Snyder, whose post office address is Route 3, Box 40, Williamsport, Maryland 21795, 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 HAWBAKER BROTHERS TRANSPORT, INC.

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

(a) To lease or own and operate one or more tractor/trailer vehicles.

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

FOURTH: The post office address of the principal office of the Corporation in this State is Route 12, Box 261, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Robert K. Snyder, Route 3, Box 40, 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 the authority to issue is ten thousand (10,000) shares of a par value of Ten Dollars ($10.00), all of which shares are of one class and are designated Common Stock.

1989 DEC 15 A 8:16

The aggregate par value of all shares having par value is One Hundred Thousand Dollars ($100,000.00).

The Board of Directors has determined that in order to attract investment in the Corporation, the Corporation shall be organized and managed so that it is a "Small Business Corporation" as defined in IRC Sec. 1244(c)(1), as amended, and so that the shares issued by the Corporation are "Section 1244 Stock" as defined in IRC Sec. 1244(c)(1), as amended. Compliance with this section will enable shareholders to treat the loss on the sale or exchange of their shares as an "ordinary loss" on their personal income tax returns.

IT IS HEREBY RESOLVED, that the proper officers of the Corporation are authorized to sell and issue common shares in an aggregate amount of money and other property (as a contribution to capital and as paid in surplus), which together with the aggregate amount of common shares outstanding at the time of issuance, does not exceed $100,000.00, and

RESOLVED, that the sale and issuance of shares shall be conducted in compliance with IRC Sec. 1244, so that the Corporation and its shareholders may obtain the benefits of IRC Sec. 1244, and further

RESOLVED, that the proper officers of the Corporation are directed to maintain such accounting records as are necessary so that any shareholder that experiences a loss on the transfer of common shares of the Corporation may determine whether they qualify for "ordinary loss" deduction treatment on their personal income tax returns.



3199 2049

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 2 (two). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

| | |
|---|---|
| PRESIDENT | Robert K. Snyder |
| VICE PRESIDENT | William L. Hawbaker |
| SECRETARY/TREASURER | Harry W. Hawbaker |

SEVENTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed in accordance with the Laws of the State of Maryland.

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 14th day of December, 1989, and I acknowledge the same to be my act.

WITNESS:

ROBERT K. SNYDER



3199 2450

STATE OF MARYLAND, WASHINGTON COUNTY, To-wit:

I HEREBY CERTIFY, that on this 14th day of December, 1989, before me, a Notary Public of the State of Maryland, personally appeared Robert K. Snyder, known to me to be the persons whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

Notary Public

My Commission Expires:
July 1, 1990

252

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 28 BUSINESS CODE 03 COUNTY 71

# ____ ____ P.A. ____ Religious ____ Close ✓ Stock ____ Nonstock

Merging (Transferor) ____

Surviving (Transferee) ____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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 40

✓ Check ____ Cash

____ Documents on ____ checks

APPROVED BY: LMT

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 Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: Omer T. Kaylor

MAIL TO ADDRESS: Kaylor & Wantz
123 West Washington St.
Hagerstown, Md
21740

NOTE:

3199 3453

ARTICLES OF INCORPORATION
OF
HAWBAKER BROTHERS TRANSPORT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 15, 1989 AT 8:16 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 | $ 20.00 | $ |

D2920635

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 MAY 2 1990

RETURN TO:
KAYLOR & WANTZ
123 W. WASHINGTON STREET
HAGERSTOWN MD 21740

118C3031397

A 314906

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

3198 2447

Received for REcord April 4, 1990 at 10:15 a.m.
Corporation Record Liber 42



RECEIVED
'89 DEC 21 PM 1 44
STATE DEPT. OF
ASSESSMENTS & TAXATION

# ARTICLES OF INCORPORATION

# OF

SNACKTYME; Video and Yogurt; Maugansville; Inc.

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Kirk E. Davis, whose Post Office address is 1305 Jefferson Boulevard, 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:

SNACKTYME; Video and Yogurt;Maugansville;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, for both retail and commercial purposes, 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 retail/commercial business.

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
RECEIVED FOR RECORD
12/21/89 1:44
3199 1697

or assets by the issue, in accordance with the laws of Maryland, of stocks, bonds or other securities of the Corporation or otherwise.

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

F. In general to carry on any lawful business and to have and exercise all powers conferred by the General Laws of the State of Maryland upon corporations 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 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 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 #1, Box 1000, Day Road, Hagerstown, Washington County, Maryland 21740. The Resident Agent of the Corporation is Kirk E. Davis , whose Post Office address is 1305 Jefferson Boulevard, Hagerstown, Washington County, Maryland 21740. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have 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 are Kirk E. Davis, Patricia F.Davis, Larry Winegarden , Martin Kurtyka

~~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

3199 1899

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 December 18, 1989.

WITNESS:

Patricia F. Davis

Kirk E. Davis

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

I HEREBY CERTIFY that on Dec. 20, 1989, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Kirk & Patricia Davis, known to me to be the person whose name is subscribed to the aforegoing Articles of Incorporation, and who acknowledged that he executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

Sandra S. Cooke
Notary Public

SANDRA S. COOKE NOTARY PUBLIC WASHINGTON COUNTY

MY COMMISSION EXPIRES
NOVEMBER 8, 1993

260

STATE OF MARYLAND

# 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 |
|---|---|---|
| 10 | 30 | Expedited Fee |
| 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 Corp. 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 _____

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 Resident Agent's Address
___ Other Change _____

Code 063

ATTENTION: _____

MAIL TO ADDRESS: _____

70 Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: A

3199 1703

ARTICLES OF INCORPORATION
OF
SNACKTYME; VIDEO AND YOGURT;MAUGANSVILLE;INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 21, 1989 AT 1:44 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 | $ 20.00 | $ |

D2923407

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

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

MAY 2 1990

RETURN TO:
VENABLE, BAETJER & HOWARD
2 HOPKINS PLAZA
1800 MERCANTILE BANK & TRUST BLDG
BALTIMORE MD 21201

121C3031731

A 315199

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3199 1696

Received for REcord April 4, 1990 at 10:15 a.m.
Corporation Record Liber 42



STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT

12-22-89 at 8:57 a.m.

ARTICLES OF INCORPORATION
OF
PARKHEAD CHURCH ASSOCIATION, INC.

THIS IS TO CERTIFY:

FIRST: That the subscriber, Russell R. Marks, who is eighteen (18) years of age or older, and whose post office address is 35 East Washington Street, Hagerstown, Maryland, 21740, does declare the intention of forming a corporation under and by virtue of the general laws of the State of Maryland, authorizing the formation of corporation.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is PARKHEAD CHURCH ASSOCIATION, INC.

THIRD: The purpose or purposes for which the Corporation is organized are exclusively for, and the Corporation will be operated exclusively for, religious and educational purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1954 and the Regulations thereunder (as the same now exist or as they may be hereafter amended from time to time), more particularly, to promote religious education and fellowship in connection with the Parkhead Church; to lend and borrow money; to own, mortgage and sell, real and personal property; and to conduct all other manner of lawful business.

FOURTH: The post office address of the principal office of the Corporation in Maryland is Route 1, Box 79, Big Pool, Maryland, 21711. The resident agent of the Corporation is Ernest L. Miller, Sr. whose address is Route 1, Box 79, Big Pool, Maryland, 21711. Said resident agent is a citizen of Maryland and actually resides therein.

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

SIXTH: The initial number of Directors of the Corporation shall be seven (7), and shall always be seven (7). The names of the Directors who shall act until their successors are duly chosen and qualified are: Ernest L. Miller, Sr., Warren E. Reed, Earl S. Trumpower, Sally Ann Rowe, Richard H. Lawson, Jerald T. Miller, and Richard Kriner. The Directors of the Corporation shall be the same persons who are the Trustees of the Parkhead Church. ~~Election as~~ a

3200 0244

55560067

~~are the~~ Trustees ~~of the Parkhead Church~~. Election as a Trustee of the Parkhead Church will simultaneously also constitute election as a Director of this Corporation. Directors of this Corporation shall serve for the same terms, and be subject to the same limitations, restrictions, and methods of election, as trustees of the Parkhead Church.

SEVENTH: The members of the Corporation, shall be all members of Parkhead Church over the age of eighteen (18) years.

EIGHTH: Notice of meetings of the Corporation and notice of meetings of the Directors shall be sufficient and effective if the same shall be published in the newsletter or bulletin or similar communication of the Parkhead Church not less than three (3) days prior to the date of the meeting.

NINTH: A quorum of a meeting of the members shall be one-half of the members plus one. At any meeting of the members or of the directors a major vote of those present will be sufficient for the adoption of any proposed action. Proxy voting will not be permitted, nor will voting by mail on a stated proposal.

TENTH: The Directors shall elect a President, Vice President, Secretary and Treasurer. The Directors may adopt Bylaws establishing the powers and terms of the aforesaid offices, as well as the frequency of meetings.

ELEVENTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distribute to, its members, trustees, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Third Article hereof. No substantial part of the activities of the Corporation shall be the carrying on or 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.

TWELFTH: In the event of liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all

3300 0345

money and other property received by the Corporation, shall be used or distributed, exclusively for purposes within those set forth in Article THIRD of this certificate and within the intendment of Section 501 (c)(3) of the Internal Revenue Code of 1954 and the Regulations thereunder (as the same now exist or as they may be hereafter amended from time to time).

THIRTEENTH: The Duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 20th day of December, 1989, and acknowledge the same to be may act.

WITNESS:

Susan E. Barker

Russell R. Marks (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit

I HEREBY CERTIFY, that on this 20th day of December, 1989, 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. Barker
Notary Public

My Commission Expires: 7/1/90

SUSAN E. BARKER NOTARY PUBLIC WASHINGTON COUNTY

7200 0246

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 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 | 9 | 1 Certified Copy 3 |
| 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 Corp. 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
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change _____

Code _____

ATTENTION: Russell R. Marks

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

TOTAL FEES 49

✓ Check ____ Cash

____ Documents on ____ checks

APPROVED BY: J.M.T.

NOTE:

CERTIFIED COPY MADE

3200 0247

ARTICLES OF INCORPORATION
OF
PARKHEAD CHURCH ASSOCIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 22, 1989 AT 8:57 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 | $ |

D2924827

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 MAY 2 1990
RUSSELL R. MARKS
MACKLEY, GILBERT & MARKS
35 E. WASHINGTON ST.
HAGERSTOWN MD 21740

123C3032015

A 318965

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3200 0243

Received for Record April 4, 1990 at 10:15 a.m.
Corporation Record Liber 42



ORIGINAL

APOTHECARIES, INC.

ARTICLES OF AMENDMENT

12-22-89 9:50a

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

FIRST: The charter of the Corporation is hereby amended by striking out article second, referring to the name of the corporation and inserting in lieu thereof the following:

The name of the Corporation shall be A & J Drug Corp.

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: A & J Drug 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 July 31, 1989.

ATTEST:

Jay E. Levine
Secretary

A & J Drug Corp.

Adolph E. Baer
President

THE UNDERSIGNED, President of A & J Drug Corp., 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.

Adolph Baer

1989 DEC 15 A 8:44

1989 DEC 22 A 9:50

0000503

3301 2231

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 9A 28 BUSINESS CODE _____ COUNTY 11

# D 0047605 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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 20

Name Change (New Name) A + J Drug Corp.

✓ 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 Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: A + J Drug Corp.
1929 Virginia Ave
Hagerstown Md
21740

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: JRS cm

7300 3232

ARTICLES OF AMENDMENT
OF
APOTHECARIES, INC.
CHANGING ITS NAME TO:
A & J DRUG CORP.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 22, 1989 AT 9:50 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 | $ |

D0047605

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
A & J DRUG CORP.
1929 VIRGINIA AVENUE
HAGERSTOWN MD 21740

MAILED MAY 2 1990

124C3032257

A 319191

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3200 2830

Received for Record April 4, 1990 at 10:15 a.m.
Corporation Record Liber 42

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT
12-26-89 at 9:59 a.m.

WASHINGTON COUNTY, MARYLAND CONVENTION
AND VISITORS BUREAU, INC.

(a non-stock corporation)

ARTICLES OF INCORPORATION

FIRST: THE UNDERSIGNED, Ralph H. France, II, whose address is Court House Annex, Hagerstown, Maryland 21740, being at least eighteen years of age, acting as incorporator, does hereby form a non-stock 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:

Washington County, Maryland Convention
and Visitors Bureau, Inc.

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 promote Washington County, Maryland as a place for conventions, tourism and civic events.

(2) To solicit groups to hold conventions, meetings, trade shows, exhibitions and other events in Washington County, Maryland by means of all forms of advertising and promotion, and to advise and assist meeting planners in arranging conventions in Washington County, Maryland.

(3) To select and contract for the utilization of exhibition and meeting space in public and private facilities in Washington County, Maryland.

(4) To report to appropriate persons, organizations and governmental entities information concerning conventions, meetings, trade shows, exhibitions and other events held in Washington County, Maryland.

(5) To perform other activities permitted corporations under the General Laws of the State of Maryland, to the extent such activities are permitted by organizations which are exempt from federal income tax under section 501(c)(6) of the Internal Revenue Code of 1954, as amended.

FOURTH: The present address of the principal office of the Corporation in this State is Room 205, Court House Annex, Hagerstown, Maryland 21740.



89 DEC 26 A 9:54
0350170 3200 1225

FIFTH: The name and address of the resident agent of the Corporation in this State are Ralph H. France, II, Esquire, Room 205, Court House Annex, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland who resides there.

SIXTH: The Corporation is not authorized to issue capital stock.

SEVENTH: The directors of the Corporation also constitute the members of the Corporation and, when meeting as directors, may exercise the rights and powers of members.

EIGHTH: The number of directors of the Corporation shall be eleven (11), which number may be increased or decreased pursuant to the By-Laws of the Corporation but shall never be less than the minimum number permitted by the General Laws of the State of Maryland now or hereafter in force. The names of the directors who will serve until the first annual meeting and until their successors are elected or appointed and qualify are as follows: Mike Callas, Mark Gross, Jim Golden, Richard Vidoni, Judy Footen, Jack Young, Paul Waggoner, Sam Bayer, Doug Bast, Frank Sagi, and Tamara Watson.

NINTH: The following provisions are hereby adopted for defining, adopting, limiting and regulating the powers of the Corporation and of the directors and the members.

(1) 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 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)(6) of the Internal Revenue Code of 1954, as amended.

(2) 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 manner, or to such organization or organizations as shall be organized for the same or similar purposes as the Corporation and at the time shall qualify as an exempt organization or organizations under section 501(c)(6) of the Internal Revenue Code of 1954, as amended, or to the Board of County Commissioners of Washington County, Maryland. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Washington County, Maryland



7200 1326

or such other court sitting in equity in the political subdivision 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.

(3) The Corporation shall indemnify (a) its directors to the full extent permitted by the General Laws of the State of Maryland now or hereafter in force, including the advance of expenses under the procedures provided by such laws; (b) its officers to the same extent it shall indemnify its directors; and (c) its officers who are not directors to such further extent as shall be authorized by the Board of Directors and be consistent with law; provided, however, the foregoing shall not limit the authority of the Corporation to indemnify other employees and agents consistent with law and that indemnification shall only be to the extent permitted of organizations which are exempt from federal income tax under section 501(c)(6) of the Internal Revenue Code of 1954, as amended.

(4) The Corporation retains the right to further amend its corporate purposes so that they may embrace any activity which may properly be engaged in by an organization which is exempt from federal income tax under section 501(c)(6) of the Internal Revenue Code of 1954, as amended.

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, except to the extent that the General Laws of the State of Maryland permit activities which are not permitted under federal law for any organization which is exempt from federal income tax under section 501(c)(6) of the Internal Revenue Code of 1954, as amended.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, acknowledging the same to be my act, on December 20, 1989.

WITNESS:

Vicki L. Grimm

Ralph H. France

RALPH H. FRANCE, II



7200 1227

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 21

#_____ ___ P.A. ___ Religious ___ Close ___ Stock ✓ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 | 13 | 1 Certified Copy 7p |
| 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 Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: Ralph M. France

MAIL TO ADDRESS: Court House for Washington County Court House Annex Hagerstown, Md 21740

TOTAL FEES 53.00

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: [illegible]

3300 1329

ARTICLES OF INCORPORATION
OF
WASHINGTON COUNTY, MARYLAND CONVENTION AND
VISITORS BUREAU, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 26, 1989 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 | $ 20.00 | $ |

D2925600

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 MAY 2 1990

RETURN TO:
RALPH H. FRANCE
COURT HOUSE FOR WASHINGTON COUNTY
COURT HOUSE ANNEX
HAGERSTOWN MD 21740

124C3032186

A 319127

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3300 1324

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

275

Received for record May 17, 1990 at 10:15 A.M.
Corporation Record Liber 42

APPROVED FOR PAYMENT
1-24-90 at 2:10 p.m.

INVESTORS GROUP DEVELOPMENT CORPORATION

9

ARTICLES OF INCORPORATION

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

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

Investors Group Development Corporation

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

(1) to acquire and develop real estate;

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

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

FOURTH: The present address of the principal office of the Corporation in this State is 3 Hump Road, Hagerstown, Maryland 21740.

FIFTH: The name and address of the resident agent of the Corporation in this State are Terry L. Randall, 3 Hump Road, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland who resides there.

RECEIVED
'90 JAN 24 AM 10
ASSESSMENTS & TAXATION

00258074
00258073



9182Y:01/24/90
15945-20

SIXTH: (a) The total number of shares of stock of all classes which the Corporation has authority to issue is 100,000 shares of capital stock (par value $0.10 per share), amounting in aggregate par value to $10,000. All of such shares are initially classified as "Common Stock". The Board of Directors may classify and reclassify any unissued shares of capital stock by setting or changing in any one or more respects the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications or terms or conditions of redemption of such shares of stock.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

may be, in preference or priority to holders of such other class or series;

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

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

SEVENTH: 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 the minimum number permitted by the General Laws of the State of Maryland now or hereafter in force. The name of the director who will serve until the first annual meeting and until his successor is elected and qualifies is as follows:

Terry L. Randall

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

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

(2) No holder of any stock or any other securities of the Corporation, whether now or

hereafter authorized, shall have any preemptive right to subscribe for or purchase any stock or any other securities of the Corporation other than such, if any, as the Board of Directors, in its sole discretion, may determine and at such price or prices and upon such other terms as the Board of Directors, in its sole discretion, may fix; and any stock or other securities which the Board of Directors may determine to offer for subscription may, as the Board of Directors in its sole discretion shall determine, be offered to the holders of any class, series or type of stock or other securities at the time outstanding to the exclusion of the holders of any or all other classes, series or types of stock or other securities at the time outstanding.

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

(4) A contract or other transaction between the Corporation and any of its directors or between the Corporation and any other Corporation, firm or other entity in which any of its directors is a director or

3210 1071

has a material financial interest is not void or voidable solely because of any one or more of the following: the common directorship or interest; the presence of the director at the meeting of the Board of Directors which authorizes, approves, or ratifies the contract or transaction; or the counting of the vote of the director for the authorization, approval, or ratification of the contract or transaction. This Section applies if:

(A) the fact of the common directorship or interest is disclosed or known to: the Board of Directors and the Board authorizes, approves, or ratifies the contract or transaction by the affirmative vote of a majority of disinterested directors, even if the disinterested directors constitute less than a quorum; or the stockholders entitled to vote, and the contract or transaction is authorized, approved, or ratified by a majority of the votes cast by the stockholders entitled to vote other than the votes of shares owned of record or beneficially by the interested director or Corporation, firm, or other entity; or

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

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

(5) Notwithstanding any provision of law requiring the authorization of any action by a greater proportion than a majority of the total number of

shares of all classes of capital stock or of the total number of shares of any class of capital stock, such action shall be valid and effective if authorized by the affirmative vote of the holders of a majority of the total number of shares of all classes outstanding and entitled to vote thereon, except as otherwise provided in the charter.

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

(7) 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 money 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 and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

(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 or contract rights, as expressly set forth in its charter, of any of its outstanding stock by classification, reclassification or otherwise; but no such amendemnt which changes such terms or contract rights of any of its outstanding stock shall be valid unless such amendment shall have been authorized by not less than a majority of the aggregate number of the votes entitled to be cast thereon, by a vote at a meeting or in writing with or without a meeting.

(b) The enumeration and definition of particular powers of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the charter of the Corporation, or construed

as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, acknowledging the same to be my act, on January 24, 1990.

Witness:

April J. May

April J. May

Mark A. Dewire

Mark A. Dewire



9182Y:01/24/90
15945-20

284

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 |
|---|---|---|
| 10 | 20 | Expedited Fee |
| 20 | 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 |
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| 76 | | Certificate of Merger/Transfer |
| 75 | | Special Fee |
| 80 | | For. Limited Partnership |
| 83 | | Cert. Limited Partnership |
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| 85 | | Termination of Limited Partnership |
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| 23 | | Local Transfer Tax |
| 31 | | _____ Corp. Good Standing |
| NA | | Foreign Corp. 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
_____ Designation of Resident Agent and Resident Agent's Address
_____ Other Change _____

Code 048

ATTENTION: Mark Dewire

MAIL TO ADDRESS: _____

TOTAL FEES 40

✓ Check (20.00) ✓ Cash (20.00) NOTE:

_____ Documents on _____ checks

APPROVED BY: J.M.T. VII

ARTICLES OF INCORPORATION
OF
INVESTORS GROUP DEVELOPMENT CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 24, 1990 AT 2:10 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 | $ 20.00 | $ |

D2947141

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 JUN 25 1990

RETURN TO:
PIPER & MARBURY
ATTN: MARK DEWIRE
1100 CHARLES CENTER SOUTH
36 SOUTH CHARLES STREET
BALTIMORE MD 21201

14503032986

A 317226

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3210 1027

286

Received for record May 17, 1990 at 10:15 A.M.
Corporation Record Liber 42

STATE DEPARTMENT OF ASSESSMENT AND TAXATION
APPROVED FOR PAYMENT
1-26-90 at 8:28 a.m.

HOME SAFE HOME, INC.

ARTICLES OF INCORPORATION

Including election to be a Close Corporation

FIRST: I, John G. Adams, whose post office address is 18 Forest Glen, Hagerstown, MD 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

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

(a) To conduct inspections and tests in residential and commercial buildings for safety and health hazards.

(b) To eliminate, or provide guidance to eliminate hazards found.

(c) To sell safety equipment and/or supplies to local businesses and residents.

FIFTH: The post office address of the principal office of the Corporation in this State is 18 Forest Glen, Hagerstown, MD 21740. The name and post office address of the Resident Agent of the Corporation in this State is John G. Adams, 18 Forest Glen, Hagerstown, MD 21740. Said Resident Agent is an individual actually residing in this State.

1990 JAN 26 A 8:28

7210 0341

00268008

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: 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). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified are: John G. Adams (President), Lisa A. Adams (Secretary/Treasurer).

The Board of Directors has determined that in order to attract investment in the Corporation, the Corporation shall be organized and managed so that it is a "Small Business Corporation" as defined in IRC Sec. 1244(c)(1), as amended, and so that the shares issued by the Corporation are "Section 1244 Stock" as defined in IRC Sec. 1244(c)(1), as amended. Compliance with this section will enable shareholders to treat the loss on the sale or exchange of their shares as an "ordinary loss" on their personal income tax returns.

IT IS HEREBY RESOLVED, that the proper officers of the Corporation are authorized to sell and issue common shares in an aggregate amount of money and other property (as a contribution to capital and as paid in surplus), which together with the aggregate amount of common shares outstanding at the time of issuance, does not exceed $100,000.00, and

RESOLVED, that the sale and issuance of shares shall be conducted in compliance with IRC Sec. 1244, so that the Corporation and its shareholders may obtain the benefits of IRC Sec. 1244, and further

RESOLVED, that the proper officers of the Corporation are directed to maintain such accounting records as are necessary so that any shareholder that experiences a loss on the transfer of common shares of the Corporation may determine whether they qualify for "ordinary loss" deduction treatment on their personal income tax returns.

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 in accordance with the Laws of the State of Maryland.

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 23 day of January, 1990, and I acknowledge the same to be my act.

WITNESS:

Karen M. Foot

John G. Adams (SEAL)
John G. Adams

STATE OF MARYLAND, WASHINGTON COUNTY, To-wit:

I HEREBY CERTIFY, that on the 23rd day of January, 1990, before me, a Notary Public in and for the State and County aforesaid, personally appeared John G. Adams, known to me to be the person whose name is subscribed to the within instrument, who acknowledged that he subscribed to the within instrument, and who acknowledged that he executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

My Commission Expires:
7/1/90

Karen M. Hart
Notary Public

290

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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 _____

40 Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: A VH

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 Resident Agent's Address
_____ Other Change _____

Code _____

ATTENTION: Owen T. Kaylor, Jr.

MAIL TO ADDRESS: Kaylor & Kantz
123 W. Washington St.
Hagerstown, Md
21740

NOTE:

ARTICLES OF INCORPORATION
OF
HOME SAFE HOME, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 26, 1990 AT 8:28 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 | $ 20.00 | $ |

D2947018

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
KAYLOR & WANTZ
ATTN: OMER T. KAYLOR JR.
123 W. WASHINGTON ST.
HAGERSTOWN MD 21740

MAILED JUN-25 1990

145C3032973

A 317215

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3210 0942

292

Received for record May 17, 1990 at 10:15 A.M.
Corporation Record Liber 42

**STAUFFER BROTHERS, INC.**
**(A Close Corporation)**

**ARTICLES OF INCORPORATION**

1-25-90 8:43a

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 Stauffer Brothers, Inc.

THIRD: The purposes for which the Corporation is formed are to do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is Suite 600, 5 Public Square, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are John Timothy Stauffer, 5 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.

1990 JAN 25 A 8:43

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 John Timothy Stauffer.

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 23d day of January 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 23d day of January, 1990, 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 0224 BUSINESS CODE 03 COUNTY 71

#_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 | 9 | 1 Certified Copy 3p |
| 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 Corp. 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 49

✓ Check ___ Cash

_____ Documents on _____ checks

APPROVED BY: RO Flo

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 Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Scott Schubel
138 W. Wash. St.
Hagerstown Md
21740-4769

NOTE:

ARTICLES OF INCORPORATION
OF
STAUFFER BROTHERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 25, 1990 AT 8:43 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 | $ |

D2945657

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 JUN 25 1990

RETURN TO:
SCOOT SCHUBEL
138 W. WASHINGTON STREET
HAGERSTOWN MD 21740 4769

14C3032837

A 317074

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

3209 3261

Received for Record May 17, 1990 at 10:15 A.M.
Corporation Record Liber 42



HAGERSTOWN ROUNDHOUSE MUSEUM, INC.

ARTICLES OF INCORPORATION

FIRST: The undersigned, being an adult person at least eighteen (18) years of age, whose address is 1111 W. Washington Street, Hagerstown, Maryland 21740, hereby forms a corporation, as incorporator, under and by virtue of the provisions of the General Laws of the State of Maryland, and does hereby certify to the State Department of Assessment and Taxation of Maryland as follows:

SECOND: The name of the Corporation is HAGERSTOWN ROUNDHOUSE MUSEUM, INC. Hereinafter, Hagerstown Roundhouse Museum, Inc., is called "the Corporation".

THIRD: The plan for the Corporation (the "plan") is and shall be as follows:

(1) The purposes for which the Corporation is formed are:

(a) The Corporation is organized exclusively for educational, scientific and charitable purposes, including for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future United States Internal Revenue Law or any future

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
00240083
1/23/90 at 2:00

federal tax code, and, more specifically, to receive and administer funds for such educational, scientific and charitable 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 improved 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 and out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of 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 or shall require the disposition of the income or its principal to any person or

organization other than a "charitable organization" as for other than "charitable purposes" within the meaning of such terms as defined in Section 1(d) of this Plan, or as shall, in the opinion of the Trustees, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(e)(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 educational, scientific 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, Trustees, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD, Section (1) 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 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 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 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, scientific and charitable purpose for which the Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article THIRD Section (1), are the following:

1. Advancement of public education through establishment of a working roundhouse museum where historic steam locomotives and other related railroad equipment will be restored, maintained, preserved and displayed.

2. Advancement of scientific development of steam locomotive transportation technology through conventions, lectures, and short line operation.

3. Combating community deterioration through



7209 2737

preservation, restoration and maintenance of the Hagerstown Roundhouse complex through revitalizing the immediate area.

4. Lessening the burdens of government through the creation of a tourist attraction of the historic roundhouse and railroad complex and ultimately foster more efficient transportation systems.

(d) In this Plan:

(i) References to "charitable organization" or "charitable organizations" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its states, territories, possessions, or the District of Columbia, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private stockholder or individual, and no substantial part of the activities of which involves carrying on of propaganda or otherwise attempting to influence legislation and which do not involve participating, or intervening, 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 scientific, 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.

FOURTH: The existence of the corporation shall be perpetual.

FIFTH: The address of the principal office of the corporation is 300 Elizabeth Avenue, Hagerstown, Maryland 21740.

The name and address of the resident agent of the Corporation is Robert R. Tracey, Sr., 1111 W. Washington Street, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Corporation is not organized for profit; however, capital stock can be issued to Directors of the Corporation for qualification to the board of Directors and for voting purposes only. 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 ELEVEN (11), 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.

EIGHTH: The names of the directors who shall act until the first annual meeting or until their successors are duly elected and qualify are:

Robert R. Tracey, Sr., 1111 W. Washington Street, Hagerstown, Maryland 21740

Joseph J. Snyder, 2008 Ashley Drive, Shepherdstown, West Virginia 25443

William L. Knode, P.O. Box 3, Chewsville, Md. 21721

Robert H. Rollins, II, 19307 Manor Church Road, Boonsboro, Maryland 21713

Blaine M. Snyder, RD 4, Box 223, Hagerstown, Md. 21740

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

the Corporation and the directors and stockholders:

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

(2) The Board of Directors of the Corporation may classify or reclassify any unissued stock by setting or changing in any one or more respects, from time to time before issuance of such stock, the preferences, conversion or other rights, voting powers, restrictions, qualifications, and terms or conditions of redemption of such stock.

(3) The Corporation reserves the right to amend its Chapter 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.

TENTH: Upon the dissolution of the Corporation, the Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such

organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Washington County Circuit Court exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such charitable, educational, or scientific purposes.

ELEVENTH: The Corporation may by its By-Laws make 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.

TWELFTH: (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 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

3109 1742

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 of 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.

THIRTEENTH: The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in

furtherance of the exempt purposes of organizations set forth in Section 501 (c) of the Internal Revenue Code of 1954 and the Regulations thereunder as the same now exist or as they may be hereafter amended from time to time.

FOURTEENTH: No director or officer of the Corporation shall be liable to the Corporation or to its stockholders for money damages except (1) to the extent that it is proved that such director or officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received, or (2) to the extent that a judgment or other final adjudication adverse to such director or officer is entered in a proceeding based on a finding in the proceeding that such director's or officer's action, or failure to act, was (a) the result of active and deliberate dishonesty, or (b) intentionally wrongful, willful or malicious and, in each such case, was material to the cause of action adjudicated in the proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 23rd day of January, 1990, and I acknowledge the same to be my act.

Robert R. Tracey, Sr.

WITNESS:

Thomas A. Wade

3209 374

308

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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 _____

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 Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Salvatore & Wade
44 N. Potomac St #204
Hagerstown, Md 21740

40 Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: A

ARTICLES OF INCORPORATION
OF
HAGERSTOWN ROUNDHOUSE MUSEUM, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 23, 1990 AT 2:00 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

| ORGANIZATION AND CAPITALIZATION FEE PAID: | RECORDING FEE PAID: | SPECIAL FEE PAID: |
|---|---|---|
| $ 20.00 | $ 20.00 | $ |

D2944791

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 JUN 25 1990

RETURN TO:
SALVATORE & WADE P.A.
44 N. POTOMAC STREET STE. 204
HAGERSTOWN MD 21740

142C3032576

A 316877

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

310
Received for Record May 17, 1990 at 10:15 A.M.
Corporation Record Liber 42

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT

01-23-90 at 10:31 A.M.

J

# ARTICLES OF INCORPORATION
# OF
# OLD FORGE SCHOOL PTA, INC.

FIRST: We, the undersigned, whose Post Office addresses are noted with our names, 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.

| | |
|---|---|
| Judy Peiffer<br>Rt. 2, Box 479<br>Smithsburg, MD 21783 | Susan Fisher<br>Rt. 2, Box 223 B<br>Smithsburg, MD 21783 |
| Debra Danner<br>Rt. 2, Box 403 B<br>Smithsburg, MD 21783 | Barbara Thurston<br>Rt. 10, Box 90 A<br>Hagerstown, MD 21740 |

SECOND: The name of the Corporation, which is hereafter called the "Corporation," is: Old Forge School PTA, Inc.

THIRD: (1) 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 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 aforementioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any Will, Deed of Trust, or other trust instrument for the aforegoing 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 aforegoing purposes, or some of them; and, in general, to exercise any, all and every power for which a nonprofit corporation organized under the applicable provisions of the Annotated Code of Maryland for 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.

(2) 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).

(3) Included among the educational and charitable purposes for which the Corporation is organized, as qualified and limited by subparagraphs 1 and 2 of this Article THIRD are the following:

a. To promote the welfare of children and youth in home, school, community, and place of worship.

b. To raise the standards of home life.

c. To secure adequate laws for the care and protection of children and youth.

d. To bring into closer relation the home and the school, that parents and teachers may cooperate intelligently in the education of children and youth.

e. To develop between educators and the general public such united efforts as will secure for all children and youth the highest advantages in physical, mental, social, and spiritual education.

FOURTH: The post office address of the principal office of the Corporation in this State is Old Forge School, Old Forge Road, Hagerstown, Maryland 21740. The name of the Resident Agent of the Corporation in this State is Judy Peiffer whose post office address is Rt. 2, Box 479, Smithsburg, Maryland 21783. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first Annual Meeting or until their successors are duly chosen and qualified are:

| | | |
|---|---|---|
| Judy Peiffer<br>Rt. 2 Box 479<br>Smithsburg, MD 21783 | Susan Fisher<br>Rt. 2, Box 223 B<br>Smithsburg, MD 21783 | Barbara Thurston<br>Rt. 10, Box 90 A<br>Hagerstown, MD 21740 |

SEVENTH: The duration of the Corporation shall be perpetual. 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 not be inconsistent with these Articles of Incorporation or contrary to the laws of the State of Maryland or of the United States.

NINTH: In these Articles of Incorporation,

(1) 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.

(2) The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary or educational purposes within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1954, but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

TENTH: (1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

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

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

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

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

ELEVENTH: No director or officer of the Corporation shall be liable to the Corporation or to its members for money damages except (1) to the extent that it is proved that such director or officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received, or (2) to the extent that a judgment or other final adjudication adverse to such director or officer is entered in a proceeding based on a finding in the proceeding that such director's or officer's action, or failure to act, was (a) the result of active or deliberate dishonesty, or (b) intentionally wrongful, willful or malicious and, in each such case, was material to the cause of action adjudicated in the proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 19 day of January, 1990, and I acknowledge the same to be my act.

WITNESS:

Karen Y. Young — Judy E. Peiffer
Judy Peiffer

Karen Y. Young — Susan M. Fisher
Susan Fisher

Karen Y. Young — Debra K. Danner
Debra Danner

Karen Y. Young — Barbara A. Thurston
Barbara Thurston

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 ~~25~~ BUSINESS CODE 04 COUNTY 71

#_____ ____ P.A. ____ Religious ____ Close ____ Stock ✓ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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
_____ Designation of Resident Agent and Resident Agent's Address
_____ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Law Offices
Urner, Naurn, + Baston
207 Potomac Street
Hagerstown, MD 21740

TOTAL FEES 40

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: J.M.T. JH

ARTICLES OF INCORPORATION
OF
OLD FORGE SCHOOL PTA, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 23, 1990 AT 10:31 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 | $ 20.00 | $ |

D2944627

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 JUN 25 1990

RETURN TO:
UNER, NAIRN, & BARTON
207 S. POTOMAC ST.
HAGERSTOWN MD 21740

142C3032559

A 316860

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

Received for Record May 17, 1990 at 10:15 A.M.
Corporation Record Liber 42



1990 JAN 24 A 9:09

DURHAM ENTERPRISES, INC.

ARTICLES OF INCORPORATION 1/24/90

FIRST: I John P. Durham, whose post office address is Route 2, Box 369A, Williamsport, Maryland 21795, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the general laws of the State of Maryland.

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

DURHAM ENTERPRISES, INC.

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

1. To own and operate a campground business and all activities related 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 Route 2, Box 369A, Williamsport, Maryland 21795. The name and post office address of the Resident Agent of the Corporation is John P. Durham, whose post office address is Route 2, Box 369A, 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 is five thousand (5,000) shares of common stock, without par value.

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

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

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

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

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

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

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

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

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

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

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 10TH day of January, 1990, and I acknowledge the same to my act.

WITNESS:

Gerald L. Shindle

John P. Durham

JOHN P. DURHAM

320

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 28 BUSINESS CODE 03 COUNTY 21

# _____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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
_____ Designation of Resident Agent and Resident Agent's Address
_____ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Spindle's Tax Service
2532 Virginia Ave
Williamsport, Md
21795

TOTAL FEES 40.00

✓ Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: AM FLO

ARTICLES OF INCORPORATION
OF
DURHAM ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 24, 1990 AT 9:09 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 | $ |

D2944452

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 JUN 25 1990

RETURN TO:
SHINDLE'S TAX SERVICE
2532 VIRGINIA AVENUE
WILLIAMSPORT MD 21795

142C3032542

A 316844

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

322

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

1-22-90 at 8:22a.m.

Received for record May 17, 1990 at 10:15 A.M.
Corporation Record Liber 42

**EVERLY & ARMSTRONG, P. A.**

ARTICLES OF INCORPORATION

FIRST: I, Thomas M. DiGirolamo, 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 **EVERLY & ARMSTRONG, P. A.**

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

(1) To engage in the professional practice of accounting and the provision of accounting and related services; and to engage in any other lawful purpose and/or business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 101 West Franklin Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Cindy S. Everly, 101 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 two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that:

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

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

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Cindy S. Everly and Terry Eileen Armstrong.

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

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

1990 JAN 22 A 8:22

ssberg & DiGirolamo
neys at Law
'est Washington Street
'stown, Maryland 21740

(2) The Board of Directors of the Corporation may classify or reclassify any unissued stock by fixing or altering 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 of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

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

(2) The Corporation may, as determined by the Board of Directors of the Corporation, indemnify and advance expenses to a director, officer, employee or agent of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 18th day of January, 1990, and I acknowledge the same to be my voluntary act and deed.

Witness

Thomas M. DiGirolamo (SEAL)

Schlossberg & DiGirolamo
Attorneys at Law

134 West Washington Street
Hagerstown, Maryland 21740

324

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE M02 BUSINESS CODE 06 COUNTY 21

# _____ ✓ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: Thomas M. DiGirolama

MAIL TO ADDRESS: Schlossberg & DiGirolama
134 W. Washington St.
Hagerstown, Md. 21740

TOTAL FEES 40.00

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: [illegible]

ARTICLES OF INCORPORATION
OF
EVERLY & ARMSTRONG, P. A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 22, 1990 AT 8:22 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 | $ |

D2943694

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HERFBY CERTIFIED, THAT 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 JUN 25 1990

RETURN TO:
SCHLOSSBERG & DIGIROLAMO
ATTN: THOMAS M. DIGIROLAMO
134 W. WASHINGTON ST
HAGERSTOWN MD 21740

141C3032370

A 316683

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

3209 0692

Received for record May 17, 1990 at 10:15 A.M.
Corporation Record Liber 42

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR PAYMENT
01-19-90 at 11:41 a

VALLEY WHOLESALE PRODUCE, INC.

ARTICLES OF INCORPORATION

FIRST: I, Sam Fentie, whose post office address is P.O. Box 545, Smithsburg, Maryland, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of General Laws of the State of Maryland.

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

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

(1) Engage in the management of buying and selling produce, and to engage in any lawful purpose and business.

(2) To do anything permitted by Section 2-103 of 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 Old Raven Rock Road, Smithsburg, MD, 21783. The name and post office address of the Resident Agent of the Corporation in this State are Sam Fentie, Old Raven Rock Road, Smithsburg, MD, 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 One Hundred (100) shares of common stock, having a par value of 1.00 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 three, provided that:

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

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

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

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 stocks 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 setting or changing in any one or more respect, from time to time before issuance of such shares, 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, 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 he State of Maryland now or hereafter in force.

EIGHT: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital stock of the Corporation shall have any pre-emtive 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 warrants or other instruments evidencing right or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 18th day of January, 1990, and I acknowledge the same to be my act.

Sam Fentie

SAM FENTIE

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 78 BUSINESS CODE 03 COUNTY 71

#_____ ____ P.A. ____ Religious ____ Close ✓ Stock ____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: ~~The Cash K Corporation~~
Sam Fentie
PO Box 545
Smithsburg, MD 21783

TOTAL FEES 40

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: Jm T yH

3209 3813

ARTICLES OF INCORPORATION
OF
VALLEY WHOLESALE PRODUCE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 19, 1990 AT 11:41 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 | $ |

D2943371

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

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

JUN 25 1990

RETURN TO:
SAM FENTIE
PO BOX 545
SMITHSBURG MD 21783

141C3032338

A 316651

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

Received for Record May 17, 1990 at 10:15 A.M.
Corporation Record Liber 42

1-18-90 9:32a

Hagerstown Lodge No. 212 of the World,
Loyal Order of Moose, Incorporated
Articles of Amendment
and Restatement

Hagerstown Lodge No.212, Loyal Order of Moose, 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 and restated by striking out all articles and inserting in lieu thereof the following:

One: The name of the corporation (which is hereinafter referred to as the Corporation) is Hagerstown Lodge No. 212, LOYAL ORDER OF MOOSE, INC.

Two: The objects and purposes for which this corporation is formed are to establish corporate form to Hagerstown Lodge No. 212, LOYAL ORDER OF MOOSE, INC., and to unite its membership in the bonds of fraternity, benevolence and charity: to assist their members and their families in time of need: to render particular service to orphaned and dependent children, aged members and their wives: to further the mutual welfare of its members and their families. Said corporation shall have the power to purchase, take, hold, lease, rent, sell or mortgage property and to do all things incidental, necessary or convenient in carrying out of the foregoing purposes. All of which are to be carried out not for profit and without shares of stock.

This corporation is incorporated in conformity with, subject to and under the jurisdiction and control of the laws for the regulation of lodges in the LOYAL ORDER OF MOOSE and is subject to the Constitution and General Laws of the Supreme Lodge of the World, LOYAL ORDER OF MOOSE. Its business affairs shall be conducted by its members in good standing and by its respective officers in the manner and at such times as are prescribed by the Constitution and General Laws of the Supreme Lodge of the World, LOYAL ORDER OF MOOSE. The membership of said corporation shall consist of only the members in good standing of said fraternal lodge association known as Hagerstown Lodge No. 212, LOYAL ORDER OF MOOSE INC.

Three: The Post Office address of the place at which the principal office of the Corporation in this state will be located at 2000 Downsville Pike. The Resident Agent of the Corporation is Herman J. Serig, III,whose Post Office address is 2000 Downsville Pike, Hagerstown, Maryland 21740, said Resident Agent is a citizen of the State of Maryland and actually resides therein.

Four: The Directors of this corporation shall be nine (9) in number and shall consist of the duly qualified and acting lodge officers from year to year; and the Directors for the first year and until their successors are selected and qualified, shall be as follows: Governor, Junior Past Governor, Junior Governor, Prelate, Secretary/Administrator, Treasurer, 3 Year Trustee, 2 Year Trustee and 1 Year Trustee; and, their successors from year to year will be the members annually selected to the above. The Governor and Junior Governor shall be the President and Vice President respectively of the corporation. The dissolution for any cause whatsoever of the said fraternal lodge association as a fraternal lodge of that system of lodges known in the aggregate as the LOYAL ORDER OF MOOSE, shall forthwith work a dissolution of this corporation, and in such event, the affairs of this corporation shall be wound up and terminated in accordance with the laws of this State and in compliance with the Constitution and General Laws of the Supreme Lodge of the World, LOYAL ORDER OF MOOSE, INC.

Five: There shall be no capital stock.

Six: The duration of the corporation shall be Perpetual.

Seven: It is the intention that none of the powers conferred in any of the foregoing clauses of these articles shall in any wise restrict by reference to, or reference from, the terms of any other clause. It is also the intention that the Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted to or conferred upon a corporation of this character by the laws of the State of Maryland, and that the enumeration of certain powers as herein defined is not intended as exclusive of or as a waiver of any power rights, or privileges, granted or conferred by the laws of the State of Maryland.

1207 2591

SECOND: The amendment and restatement of the charter of the Corporation as herein above set forth has been duly advised by the board of directors and the members entitled to vote on the matter.

IN WITNESS WHEREOF: Hagerstown Lodge No. 212,LOYAL ORDER OF MOOSE, INC., has caused these presents to be signed in its name and on its behalf by its President (Governor) and attested by its Secretary/Administrator on Jan. 17, 1990.

ATTEST: Hagerstown Lodge No. 212, LOYAL ORDER OF MOOSE, INC.

Herman J. Serig III
Name: Herman J. Serig,III
Secretary/Administrator

D. N. Burger
Name: D. N. Burger
President (Governor)

THE UNDERSIGNED, President (Governor) of Hagerstown Lodge No. 212, LOYAL ORDER OF MOOSE INC. who executed on behalf of said Corporation, the foregoing Articles of Amendment and Restatement, of which the certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Amendment and Restatement 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 penalties of perjury.

D N Burger
Name: D. N. Burger
President (Governor)

3107 2583

334

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 34 BUSINESS CODE 04 COUNTY 71

# D0287961 ___ P.A. ___ Religious ___ Close ___ Stock ✓ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 | 9 | 1 Certified Copy 3p |
| 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 Corp. 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 29

✓ Check ___ Cash

___ Documents on ___ checks

APPROVED BY: JC CM

Name Change (New Name) Hagerstown Lodge No. 212, Loyal Order of Moose, Inc.

✓ 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 Resident Agent's Address
___ Other Change

Code ___

ATTENTION: ___

MAIL TO ADDRESS: Herman Serig
2000 Downsville Pike
Hagerstown Md 21740

NOTE: Copy made

THE ARTICLES OF AMENDMENT AND RESTATEMENT
OF
HAGERSTOWN LODGE, NO. 212, LOYAL ORDER OF MOOSE
OF THE WORLD, INCORPORATED
CHANGING ITS NAME TO:
HAGERSTOWN LODGE NO. 212, LOYAL ORDER OF MOOSE,
INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 18, 1990 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 | $ |

D0287961

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 JUN 25 1990

RETURN TO:
HERMAN SERIG
2000 DOWNSVILLE PIKE
HAGERSTOWN MD 21740

140C3032186

A 316521

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

Received for Record May 17, 1990 at 10:15 A.M.
Corporation Record Liber 42

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT
1-18-90 at 8:55 A .m.

PARK DEVELOPMENT, INC.

ARTICLES OF INCORPORATION
including election to be a Close Corporation

FIRST: I, Hilton C. Smith, Jr., whose office address is 50 Summit Avenue, 7th Floor, 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

Park Development, 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) For the purpose of participating in a partnership or other venture for the acquisition, renovation, leasing, and sales of interests in improved property near City Park in Hagerstown, Maryland.

(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 office address of the principal office of the Corporation in Maryland is 50 Summit Avenue, 7th Floor, Hagerstown, Washington County, Maryland 21740. The name and office address of the Resident Agent of the Corporation in Maryland are Hilton C. Smith, Jr., 50 Summit Avenue, 7th Floor, Hagerstown, Washington County, Maryland 21740. Said Resident Agent is a citizen of Maryland and actually resides therein.

1990 JAN 18 A 8:55

0018042

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 Hilton C. Smith, Jr. and William E. Murray.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 21 day of December, 19 89, and I acknowledge the same to be my act.

WITNESS:

Dawn E. Lyn

Hilton C. Smith, Jr.

338

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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 40

✓ Check ____ Cash

_____ Documents on _____ checks

APPROVED BY: J.M.T.

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 Resident Agent's Address
____ Other Change _____

Code _____

ATTENTION: William C. Hanty

MAIL TO ADDRESS: Kaylor & Hanty
125 N. Washington St
Chagerstown, Md
21740

NOTE:

3207 1010

ARTICLES OF INCORPORATION
OF
PARK DEVELOPMENT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 18, 1990 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 | $ 20.00 | $ |

D2941227

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

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

JUN 25 1990

RETURN TO:
WILLIAM C. WANTZ
KAYLOR & WANTZ
123 W. WASHINGTON ST.
HAGERSTOWN MD 21740

139C3032045

A 316405

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

7207 1907

Received for record May 17, 1990 at 10:15 A.M. Corporation Record Liber 42
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT
1-17-90 at 8:36 A.m.

ARTICLES OF INCORPORATION
OF
S & L PIZZA, INC.

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Stuart M. Bivans, whose post office address is 141 N. Prospect Street, Hagerstown, MD 21740, and Linda S. Griffith, whose post office address is 141 N. Prospect Street, Hagerstown, MD 21740, each being at least twenty-one (21) years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is S & L Pizza, Inc..

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

Preparation, sale and delivery of pizzas.

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

NYDER & POOLE, P.A. ATTORNEYS AT LAW
GERSTOWN, MARYLAND
REDERICK, MARYLAND

Maryland, as amended from time to time.

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.

FOURTH: The post office address of the principal office of the Corporation in this State is 141 N. Prospect Street, Hagerstown, MD 21740. The name and post office address of the Resident Agent of the Corporation in this State is Stuart M. Bivans, 141 N. Prospect Street, Hagerstown, MD 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 their successors are duly chosen and qualifed are: Stuart M. Bivans and Linda S. Griffith.

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 15th day of January, 1990.

WITNESS:

Kristi L. Miles

Kristi L. Miles

Stuart M. Bivans

Linda S. Griffith

Linda S. Griffith

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

I HEREBY CERTIFY, that on this 15th day of January 1990, before me, the Subscriber, a Notary Public in and for the St County aforesaid, personally appeared Stuart M. Bivans and Linda S Griffith, and severally acknowledged the execution of the aforegoi Articles of Incorporation to be their voluntary acts and deeds.

WITNESS my hand and Official Notarial Seal.

Kristi L. Miles

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 20 | 20 | Organ. & Capitalization |
| 61 | 20 | Rec. Fee (Arts. of Inc.) |
| 62 | | Rec. Fee (Amendment) |
| 63 | | Rec. Fee (Merger or Consolidation) |
| 64 | | Rec. Fee (Transfer) |
| 65 | | Rec. Fee (Dissolution) |
| 66 | | Rec. Fee (Revival) |
| 52 | | Foreign Qualification |
| 50 | | Cert. of Qual. or Reg. |
| 51 | | Foreign Name Registration |
| 13 | 10 | 1 Certified Copy 4p |
| 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 Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: George O. Snyder, Jr.

MAIL TO ADDRESS: Synder & Poole
28 Jonathan St
Hagerstown, Md
21740

TOTAL FEES 50.00

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: DM Flo

ARTICLES OF INCORPORATION
OF
S & L PIZZA, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 17, 1990 AT 8:36 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 | $ 20.00 | $ |

D2939437

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 JUN 25 1990

RETURN TO:
SYNDER & POOLE
GEORGE E. SYNDER, JR.
28 JONATHAN STREET
HAGERSTOWN MD 21740

138C3031791

A 316172

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

3205 1571

Received for record May 17, 1990 at 10:15 A.M.
Corporation Record Liber 42



1/12/90 at 10:22 m.

KEEPSAKES BY JOANNE, INC.

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 Keepsakes by Joanne, Inc.

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

1. To specialize in the design, manufacture and distribution of wedding, anniversary, bridal accessories and any kind of cake tops, including but not necessarily limited to birthday and baby cake tops.

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 13 North Edgewood Drive, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is

1990 JAN 12 A 10: 22
1990 JAN 12 A 10: 22
1990 JAN -5 A 8: 13

Ronald L. Harshman, 44 Valley 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, 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 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:

Ronald L. Harshman
Lillian J. Harshman

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 28th day of December, 1989.

WITNESS:

Linda L Punt

E. Kenneth Grove

E. Kenneth ~~Grove~~, Jr.

348

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 023 BUSINESS CODE 03 COUNTY 71

# _____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 |
| 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 Corp. 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 60.00

✓ Check ___ Cash

_____ Documents on _____ checks

APPROVED BY: AM FLS

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 Resident Agent's Address
___ Other Change _____

Code 075

ATTENTION: Linda L. Punt

MAIL TO ADDRESS: _____

NOTE:

ARTICLES OF INCORPORATION
OF
KEEPSAKES BY JOANNE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 12, 1990 AT 10:22 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

| ORGANIZATION AND CAPITALIZATION FEE PAID: | RECORDING FEE PAID: | SPECIAL FEE PAID: |
|---|---|---|
| $ 40.00 | $ 20.00 | $ |

D2937803

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 JUN 25 1990

RETURN TO:
MEYERS, YOUNG & GROVE, P.A.
LINDA L. PUNT
P O BOX 1267
HAGERSTOWN MD 21741 1267

136C3031595

A 315999

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for Record May 17, 1990 at 10:15 A.M.
Corporation Record Liber 42

VICKI'S CAKE DECORATING CLASSES AND SUPPLIES, INC.
ARTICLES OF SALE AND TRANSFER

Articles of Sale and Transfer are entered into this 28th day of December, 1989 by and between Vicki's Cake Decorating Classes and Supplies, Inc., a Maryland corporation, hereinafter referred to as the "Transferor" and Ronald L. Harshman and Lillian J. Harshman, his wife, hereinafter referred to as the "Transferee".

THIS IS TO CERTIFY: 1-5-90 8:13a

FIRST: Transferor does hereby agree to sell, assign and transfer substantially all of its property and assets to Transferee as is hereinafter recited.

SECOND: The name, post office address, and principal place of business of Transferor is Vicki's Cake Decorating Classes and Supplies, Inc., 13 North Edgewood Drive, Hagerstown, Maryland 21740, which address is the principal place of business of Transferor.

THIRD: The name, post office address, and principal place of business of Transferee is Ronald L. Harshman and Lillian J. Harshman, his wife, 13 North Edgewood Drive, Hagerstown, Maryland 21740, which address is the principal place of business of Transferee.

FOURTH: The name and state of incorporation of the corporation which is a party to these Articles of Sale and Transfer is as follows:

Transferor is Vicki's Cake Decorating Classes and Supplies, Inc., a corporation organized under the laws of the State of Maryland.

FIFTH: The nature and amount of the consideration to be paid by Transferee for the property and assets hereby transferred to it from Transferor is Nineteen Thousand Eight Hundred Eighty ($19,880.00) Dollars to be paid in accordance with the terms of an Agreement of Sale by and between the parties dated December 28, 1989, "the Agreement".

SIXTH: Transferor owns no real property in Washington County, Maryland. Transferee owns real property in Washington County, Maryland, situate at 44 Valley Drive, constituting its residence.

SEVENTH: The Board of Directors of Transferor, by unanimous action by all the members thereof at a Special Meeting of the Board of Directors, duly adopted a resolution declaring that the sale, assignment, and transfer of

1990 JAN -5 A 8:13

00058034

substantially all of 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 Special Meeting of the Stockholders of Transferor was held, at which time the approval of these Articles of Sale and Transfer was obtained by an affirmative vote of in excess of two thirds (2/3) of those Stockholders entitled to vote on the matter 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 the Transferee, the sale, assignment, and transfer to be effected pursuant to these Articles of Sale and Transfer was duly advised, authorized, and approved.

NINTH: In consideration of the payment to Transferor of Nineteen Thousand Eight Hundred Eighty ($19,880.00) Dollars, in accordance with the terms and conditions of the above referenced Agreement, Transferor does hereby bargain, sell, grant, convey and assign to Transferee, its successors and assigns, the items on Exhibit A attached hereto.

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

ELEVENTH: These Articles of Sale and Transfer are executed in multiple counterparts each of which shall be deemed to constitute an original and the parties intend to file one of the same with the State Department of Assessments and Taxation.

IN WITNESS WHEREOF, Vicki's Cake Decorating Classes and Supplies, Inc. and Ronald L. Harshman and Lillian J. Harshman, his wife, parties to these Articles of Sale and Transfer have caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of the corporation, by its President and attested by its Secretary and by the Transferee, and by the Transferees as individuals, as of the 28th day of December, 1989.

Attest to Signature
and Corporate Seal:

Vicki's Cake Decorating
Classes and Supplies, Inc.,
a Maryland corporation

Secretary

BY: (SEAL)
Vicki L. Detrow, President

Witness:

(SEAL)
Ronald L. Harshman

(SEAL)
Lillian J. Harshman

The undersigned, Vicki L. Detrow, President of Vicki's Cake Decorating Classes and Supplies, 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 Tranfer 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's Cake Decorating
Classes & Supplies, Inc.

BY:
Vicki L. Detrow, President

The undersigned, Ronald L. Harshman and Lillian J. Harshman, his wife, who executed the foregoing Articles of Sale and Transfer of which this certificate is made a part hereby acknowledges, in the name and on behalf of themselves, the foregoing Articles of Sale and Tranfer to be their act and further certifies, that to the best of their knowledge, information, and belief, the matters and facts set forth therein, with respect to the approval thereof, are true in all material respects, under the penalties of perjury.

Ronald L. Harshman

Lillian J. Harshman

EXHIBIT "A" 353

1902 32 F.

13,500.00

INVENTORY

Other assets including fixtures: $6,380.00
AS LISTED BELOW:

| | | |
|---|---|---|
| Sale counter | — | 500. |
| Cash register | — | 400. |
| file cabinets - 2 - 2 drawer, 1-4 drawer, 1-4 draw Ens. | — | 160. |
| Stationery Cabinet | — | 25. |
| Copier (SF 755) Sharp | — | 600. |
| file Cabinet 1-drawer legal size | — | 10. |
| Typewriter, Electric Royal | — | 125. |
| Tables. assortment of 2-Rd, 2 Rec, 1-Square | — | 160. |
| Showcases, glass 4 - 6' x 20" x 6' | — | 2,000.00 |
| Desk Top (woodgrain) | — | 40. |
| Chairs - 3 folding, 4 Deskwork, 1 desk | — | 200. |
| Work counter (Peach) | — | 150.00 |
| Mirrors (22") x | — | 70. |
| Adding Machine | — | 100. |
| Shelving - Glass, Brackets w etc | — | 500.00 |
| Storage Bins (workroom) (2) workroom metal | — | 350.00 |
| Lockers (wall) | — | 50.00 |
| Phones - 2 | — | 35. |
| Display stands (3) shows | — | 70. |

Kitchen -

| | | |
|---|---|---|
| GE Refridgerator (1988) | — | 325. |
| Litton Micro wave 1988 | — | 100. |
| Round Table | — | 50. |
| Couch | — | 0 |
| Vacuum | — | 300. |
| Drapes | — | 1000. |
| | | 7,380 |

L.L.P. Pres

354

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE X 12 BUSINESS CODE _____ COUNTY 71

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

~~Merging~~ (Transferor) Vicki's Cake Decorating Classes and Supplies, Inc. D 1341056

~~Surviving~~ (Transferee) Ronald L. Harshman and Lillian J. Harshman

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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. |
| 13 | 4 | Other 1 copy not certified |
| | | Other |

TOTAL FEES 24

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: JW cm

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 Resident Agent's Address
_____ Other Change_____

Code_____

ATTENTION:_____

MAIL TO ADDRESS: Meyers, Yaung
PO Box 1267
Hagerstown Md
21741-1267

NOTE: Lindsfeld authorized correction of name-ma

ARTICLES OF TRANSFER
OF
VICKI'S CAKE DECORATING CLASSES AND SUPPLIES, INC.
(A MD CORP.) TRANSFEROR
AND
RONALD L. HARSHMAN AND LILLIAN J. HARSHMAN
(AN INDIVIDUAL) TRANSFEREE

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 5, 1990 AT 8:13 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 | $ |

D1341056

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 JUN 25 1990

RETURN TO:
MEYERS, YOUNG
P.O. BOX 1267
HAGERSTOWN MD 21741 1267

134C3031403

A 315714

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3305 0497

356

1990 JAN 4 A 8:49

Received for record May 17, 1990 at 10:15 A.M.
Corporation Record Liber 42

1990 JAN 4 A 8:49

ARTICLES OF INCORPORATION

G.N.S. MASONRY CONTRACTORS, INC.

1-8-90 9:12a

FIRST: The Undersigned, Eric Garns, whose post office address is Route 4, Box 61, 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 **G.N.S. Masonry Contractors, Inc.**

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

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

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

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

4. To 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 152 West Washington Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is Eric Garns, 152 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in Maryland.

1990 JAN -8 A 9:12

00098017

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 Five (5), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three.

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

Eric Garns
Jack Garns
Michael Garns
Steve Smith
Mark Durst

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 by 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 28th day of December, 1989.

WITNESS:

Eric Garns

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 4 02 BUSINESS CODE 03 COUNTY 71

# _____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | 30 | Expedited Fee |
| 20 | 20 | Organ. & Capitalization |
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| 66 | | Rec. Fee (Revival) |
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| 50 | | Cert. of Qual. or Reg. |
| 51 | | Foreign Name Registration |
| 13 | | _____ Certified Copy _____ |
| 56 | | Penalty |
| 54 | | For. Supplemental Cert. |
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| 21 | | Recordation Tax |
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| 23 | | Local Transfer Tax |
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| NA | | Foreign Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: McGrory and Schaefer
152 W. Wash St
Hagerstown Md
21740

TOTAL FEES 70

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JW Flo

ARTICLES OF INCORPORATION
OF
G.N.S. MASONRY CONTRACTIONS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 8, 1990 AT 9:12 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 | $ 20.00 | $ |

D2935583

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

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

JUN 25 1990

RETURN TO:
MCGRORY AND SCHAEFER
152 WEST WASHINGTON STREET
HAGERSTOWN MD 21740

134C3031245

A 315581

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3204 2337

0308:01/04/90
AXC70 (1533F)



Received for record May 17, 1990 at 10:15 A.M.
Corporation Record Liber 42

1/5/90 2:35

ARTICLES OF INCORPORATION

OF

TIMULGI CORPORATION
(A Close Corporation)

RECEIVED
'90 JAN 5 PM 2 35
STATE DEPT. OF ASSESSMENTS & TAXATION

THIS IS TO CERTIFY THAT:

FIRST: The undersigned, John J. Ghingher, III, whose address is 100 South Charles Street, Baltimore, Maryland 21201, being at least eighteen (18) years of age, does hereby form a corporation under the general laws of the State of Maryland.

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

Timulgi Corporation

THIRD: The Corporation shall be a close corporation as authorized and regulated by Title 4 of the Corporations and Associations Articles of the Annotated Code of Maryland.

FOURTH: The Corporation is formed for the purpose of carrying on any lawful business.

FIFTH: The address of the principal office of the Corporation in the State of Maryland is 1005 Dual Highway, Hagerstown, Maryland 21740.

SIXTH: The resident agent of the Corporation is John J. Ghingher, III, whose address is 100 South Charles Street, Baltimore, Maryland 21201. The resident agent is a citizen of and resides in the State of Maryland.

SEVENTH: The total number of shares of stock which the Corporation has authority to issue is 100,000 shares, $1.00 par value per share, of common stock. The aggregate par value of all authorized shares having a par value is $100,000.00.

EIGHTH: The Corporation shall have one (1) director, Paul D. Muldowney, who shall serve until the organization meeting of the initial director of the Corporation is held and one or more shares of stock of the Corporation have been issued. After that time, the Corporation shall have no board of directors.

NINTH: (a) The Corporation reserves the right to make any amendment of the charter, now or hereafter authorized by law, including any amendment which alters the contract rights, as expressly set forth in the charter, of any outstanding stock.

00088020

(b) Except as otherwise provided in the charter or the bylaws of the Corporation, as from time to time amended, the business of the Corporation shall be managed under the direction of its stockholders, who shall have and may exercise all the powers of the Corporation.

TENTH: To the maximum extent that Maryland law in effect from time to time permits limitation of the liability of directors and officers, no director or officer of the Corporation shall be liable to the Corporation or its stockholders for money damages. Neither the amendment nor repeal of this Article, nor the adoption or amendment of any other provision of the charter or bylaws inconsistent with this Article, shall apply to or affect in any respect the applicability of the preceding sentence with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

ELEVENTH: No holder of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the stockholders may, in authorizing the issuance of stock of any class, confer any preemptive right that the stockholders may deem advisable in connection with such issuance.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, and I acknowledge the same to be my act, on this 5th day of January, 1990.

John J. Ghingher, III

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 |
|---|---|---|
| 10 | | Expedited Fee |
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| 64 | | Rec. Fee (Transfer) |
| 65 | | Rec. Fee (Dissolution) |
| 66 | | Rec. Fee (Revival) |
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| 50 | | Cert. of Qual. or Reg. |
| 51 | | Foreign Name Registration |
| 13 | | _____ Certified Copy _____ |
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| 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 Corp. 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
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change _____

Code 065

ATTENTION: Jay Gringeh

MAIL TO ADDRESS: _____

TOTAL FEES 40

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: J. M. T. Flo

3204 2357

ARTICLES OF INCORPORATION
OF
TIMULGI CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 5, 1990 AT 2:35 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 | $ 20.00 | $ |

D2935526

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 JUN 25 1990

RETURN TO:
WEINBERG & GREEN
JAY GHINGHER
100 SOUTH CHARLES STREET
BALTIMORE MD 21201

134C3031239

A 315575

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for record May 17, 1990 at 10:15 A.M.
Corporation Record Liber 42

ARTICLES OF AMENDMENT

12-29-89 3:57p

OF

RECEIVED

ANTIETAM PAPER COMPANY, INCORPORATED

89 DEC 29 PM 3 57

STATE DEPT OF ASSESSMENTS & TAXATION

Antietam Paper Company, Incorporated, a Maryland corporation (the "Corporation"), certifies that:

FIRST: The Corporation desires to amend its charter as currently in effect.

SECOND: Immediately prior to this amendment, the total number of shares of Capital Stock which the Corporation has authority to issue is 700, all of one class called Common Stock, without par value.

THIRD: The charter of the Corporation shall be amended by striking ARTICLE FIFTH in its entirety and by inserting in lieu thereof, the following new ARTICLE FIFTH:

> 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 Common Stock shall be divided into two types; Type 1 Common Stock consisting of 1,000 shares and Type 2 Common Stock consisting of 99,000 shares. Type 1 Common Stock is identical in all respects to Type 2 Common Stock except that Type 2 Common Stock has no voting rights. 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.

FOURTH: This amendment to the charter of the Corporation was advised by the Board of Directors and approved by the sole stockholder of the Corporation.

IN WITNESS WHEREOF, the Corporation has caused these Articles to be signed in its name and on its behalf on this 27th day of December, 1989 by its President who acknowledges that these Articles are the act of the Corporation and that to the best of his knowledge, information and belief and under penalties of perjury, all matters and facts contained in these Articles are true in all material respects.

ATTEST:

ANTIETAM PAPER COMPANY, INCORPORATED

Rayetta J. Schindel
Rayetta J. Schindel, Secretary

By: Hugh H. Schindel
Hugh H. Schindel, President

AWQAPC1.AMD

00028015

366

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 09 BP BUSINESS CODE 03 COUNTY 71

# D00472882 ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 20 | 20 | Organ. & Capitalization |
| 61 | | Rec. Fee (Arts. of Inc.) |
| 62 | 20 | Rec. Fee (Amendment) |
| 63 | | Rec. Fee (Merger or Consolidation) |
| 64 | | Rec. Fee (Transfer) |
| 65 | | Rec. Fee (Dissolution) |
| 66 | | Rec. Fee (Revival) |
| 52 | | Foreign Qualification |
| 50 | | Cert. of Qual. or Reg. |
| 51 | | Foreign Name Registration |
| 13 | | _____ Certified Copy _____ |
| 56 | | 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 Corp. 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 40

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 Resident Agent's Address
- ___ Other Change _____

Code 045

ATTENTION: Andrew Quinn

MAIL TO ADDRESS: _____

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: JRO

ARTICLES OF AMENDMENT
OF
ANTIETAM PAPER COMPANY, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 29, 1989 AT 3:57 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 | $ 20.00 | $ |

D0047282

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

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

MARK JUN 25 1990

RETURN TO:
MILES & STOCKBRIDGE
10 LIGHT STREET
BALTIMORE MD 21202

131C3030817

A 320455

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

Received for record May 17, 1990 at 10:15 A.M.
Corporation Record Liber 42
368

ARTICLES OF REVIVAL

FOR

1-4-90 8:30a

[Insert exact name of corporation as it appears on records of the State Department of Assessments and Taxation]

FIRST: The name of the corporation at the time the charter was forfeited was

Floyd E. Baker Trucking, Inc.

SECOND: The name which the corporation will use after revival is

Floyd E. Baker Trucking, Inc.

THIRD: The address of the principal office in this state is

635 Oak Hill Avenue, Hagerstown, Maryland 21740

FOURTH: The name and address of the resident agent is

Joseph H. Omansky, 25 South Colvert Street, Baltimore, MD 21202

FIFTH: These Articles of Revival are for the purpose of reviving the charter of the corporation.

SIXTH: At or prior to the filing of these Articles of Revival, the corporation has (a) Paid all fees required by law; (b) Filed all annual reports which should have been filed by the corporation if its charter had not been forfeited; (c) Paid all state and local taxes, 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.

1990 JAN -4 A 8:30

[redacted]



00048006

[Use A for signatures. If that procedure is unavailable, use B. If A & B are not available, use C. Only sign under one section.]

A. The undersigned who were respectively the last acting president (or vice president) and secretary (or treasurer) of the corporation severally acknowledge the Articles to be their act.

Floyd E. Baker
Last Acting President/Vice President
Floyd E. Baker

Mary Jo Baker
Last Acting Secretary/Treasurer
Mary Jo Baker

[Use if A cannot be signed/acknowledged]

B. The last acting president, vice president, secretary, and treasurer are unwilling or unable to sign and acknowledge these Articles; therefore, the undersigned who represent the lessor of a majority or 3 of the last acting directors of the corporation severally acknowledge the Articles to be their act.

_____
Last Acting Director

_____
Last Acting Director

_____
Last Acting Director

[Use if A and B cannot be signed/acknowledged]

C. The last acting president, vice president, secretary, and treasurer of the corporation are unable or unwilling to sign the Articles. There are less than the required number of directors able and willing to sign the Articles, therefore, the undersigned who were elected as directors for the purpose of reviving the charter of the corporation severally acknowledge the Articles to be their act.

_____
Director

_____
Director

_____
Director

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, Floyd E. Baker President of Floyd E. Baker Trucking 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.

Floyd E. Baker
(print name beneath signature)
Floyd E. Baker

I hereby certify that on December 18, 1989 before me, the
(insert date)

subscriber, a notary public of the State of ~~Maryland~~ Virginia, in and for

SHENANDOAH COUNTY personally appeared
(insert name of county for which notary is appointed)

Floyd E. Baker 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

Robin B. Hoover
(Signature of notary public)

~~My Commission~~ expires May 13, 1990.

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 878 BUSINESS CODE 03 COUNTY 71

# D1617547 ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 |
| 85 | | Termination of Limited Partnership |
| 21 | | Recordation Tax |
| 22 | | State Transfer Tax |
| 23 | | Local Transfer Tax |
| 31 | | ____ Corp. Good Standing |
| NA | | Foreign Corp. 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
- ___ Designation of Resident Agent and Resident Agent's Address
- ___ Other Change ____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: John Acree
Logan & Logan
132-134 W. Court St
Woodstock VA 22664

TOTAL FEES 50

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: [illegible]

THE ARTICLES OF REVIVAL
OF
FLOYD E. BAKER TRUCKING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 4, 1990 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: |
|---|---|---|
| $ | $ 20.00 | $ 30.00 |

D1617547

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 ACREE
LOGAN & LOGAN
132-134 W. COURT STREET
WOODSTOCK VA 22664

131C3030800

A 320442

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO. 2303 1372

Received for record May 17, 1990 at 10:15 A.M.
Corporation Record Liber 42



HARRELL & CO., INC.

NOTICE OF CHANGE OF PRINCIPAL OFFICE
AND RESIDENT AGENT'S ADDRESS

"RESOLVED, that the principal office of the Corporation be, and it hereby is, changed from 116 West Hampton Road, Williamsport, Maryland, 21795, to 914 Hamilton Boulevard, Hagerstown, Maryland, 21740; and it is further

RESOLVED, that the address of the Corporation's resident agent be, and it hereby is, changed from 116 West Hampton Road, Williamsport, Maryland, 21795, to 914 Hamilton Boulevard, Hagerstown, Maryland, 21740; and it is further

RESOLVED, that the proper officers of the Corporation be, and they are hereby, authorized and directed for and on behalf of the corporation to file an appropriate certified copy of 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."

We do solemnly declare and affirm under the penalties of perjury that the foregoing is a true copy of the Resolutions changing the address of the Corporation's principal office and the address of the resident agent.

Jerry D. Harrell, President

(CORPORATE SEAL)

Barbara S. Harrell, Secretary

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
1-5-90 at 8:35 A.M.

1990 JAN -5 A 8:35

00056222

374

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 21

# D2755668 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 | 7.00 | 1 Certified Copy 1 |
| 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 Corp. Registration |
| 87 | | Limited Part. Good Standing |
| 71 | | Financial |
| 600 | | Personal Property Reports and late filing penalties |
| 70 | $10.00 | Change of P.O., R.A. or R.A.A. |
| 91 | | Amend/Cancellation, For. Limited Part. |
| | | Other |
| | | Other |

TOTAL FEES 17.00 ~~$10.00~~

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 Resident Agent's Address
- ___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Mackley, Hilbert & Marks
35 E. Washington St
Hagerstown, MD 21740

___1___ Check _____ Cash

NOTE:

12 Documents on 1 checks

APPROVED BY: RML

CERTIFIED COPY MADE

CHANGE OF RESIDENT AGENTS ADDRESS AND PRINCIPAL OFFICE
OF
HARRELL & CO., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 5, 1990 AT 8:35 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 | $ |

D2755668

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 JUN 25 1990

RETURN TO:
MACKLEY, GILBERT & MARKS
35 E. WASHINGTON STREET
HAGERSTOWN MD 21740

13103030774

A 320421

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

376
Received for record May 17, 1990 at 10:15 A.M.
Corporation Record Liber 42

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
1/3/90 at 9:12 a.m.

# ARTICLES OF INCORPORATION
# OF
# THE CUSHWA GROUP, INC.

THIS IS TO CERTIFY:

FIRST: That I, William S. Barton, 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: The Cushwa Group, Inc.

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

A. To provide executive and personnel search services for business and professional organizations and governmental agencies.

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.

1990 JAN -3 A 9:12

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 401 Spring Creek Road, Hagerstown, Maryland 21740. The resident agent of the Corporation is David K. Cushwa, IV, whose address is 401 Spring Creek Road, Hagerstown, Maryland 21740, who is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation shall have authority to issue is Five Thousand (5,000) shares of Common Stock 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, and so long as there are less than three (3) Stockholders, the number of directors may be less than three (3) but not less than the number of Stockholders. The name of the director, who shall act until the first annual meeting or until his successor is duly chosen and qualified is:

David K. Cushwa, IV

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

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 2nd day of January, 1990.

William S. Barton (SEAL)

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 0234 BUSINESS CODE 03 COUNTY 71

#_____ ____ P.A. ____ Religious ____ Close ✓ Stock ____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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
- ____ Designation of Resident Agent and Resident Agent's Address
- ____ Other Change _____

Code _____

ATTENTION: William S. Barton, Esq

MAIL TO ADDRESS: Urner, Nain + Barton 207 South Potomac Street Hagerstown, MD 21740

TOTAL FEES 40

✓ Check ____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: J.M.T. Flo

ARTICLES OF INCORPORATION
OF
THE CUSHWA GROUP, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 3, 1990 AT 9:12 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 | $ |

D2931954

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
URNER, NAIRIN & BARTON
WILLIAM S. BARTON, ESQ
207 SOUTH POTOMAC STREET
HAGERSTOWN MD 21740

131C3030723

A 320381

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

Received for record May 17, 1990 at 10:15 A.M.
Corporation Record Liber 42

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR PAYMENT
1-2-90 at 3-36 p.m.



ARTICLES OF INCORPORATION
TOWNE OAK VILLAGE ASSOCIATION, INC.

FIRST: I, Paul N. Crampton, Sr., whose post office address is 4 Wye Oak Drive, Funkstown, Maryland 21734, 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 Towne Oak Village Association, Inc.

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

(a) The Corporation is organized to maintain and administer the community properties and facilities of Towne Oak Village.

(b) To administer and enforce the covenants and restrictions of Towne Oak Village.

(c) To collect and disburse the assessments and charges hereinafter created.

FOURTH: The post office address of the principal office of the Corporation in this State is 11 Fairway Lane, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Paul N. Crampton, Sr., 4 Wye Oak Drive, Funkstown, Maryland 21734. Said Resident Agent is an individual actually residing in this State.

1990 JAN -2 P 3:36

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

SIXTH: The number of Directors of the Corporation shall be Five (5), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly elected and qualify are: William Kreps, Paul N. Crampton, Sr., and Paul N. Crampton, Jr..

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

3203 0733

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: No director or officer of the Corporation shall be liable to the Corporation or to its stockholders for money damages except (1) to the extent that it is proved that such director or officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received, or (2) to the extent that a judgment or other final adjudication adverse to such director or officer is entered in a proceeding based on a finding in the proceeding that such director's or officer's action, or failure to act, was (a) the result of active and deliberate dishonesty, or (b) intentionally wrongful, willful or malicious and, in each such case, was material to the cause of action adjudicated in the proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 26 day of December, 1989, and I acknowledge same to be my act.

Paul N. Crampton, Sr.

7203 0797

384

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 21

# _____ ____ P.A. ____ Religious ____ Close ____ Stock ✓ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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 40.00

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 Resident Agent's Address
____ Other Change _____

Code _____

ATTENTION: John R. Salvatore

MAIL TO ADDRESS: Salvatore & Vade P.A.
44 N. Potomac St.
Suite 204
Hagerstown, Md
21740

✓ Check ____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: DK FLO

ARTICLES OF INCORPORATION
OF
TOWNE OAK VILLAGE ASSOCIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 2, 1990 AT 3:36 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 | $ 20.00 | $ |

D2931780

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 JUN 25 1990

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

131C3030706

A 320364

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3203 0790

Received for record May 17, 1990 at 10:15 A.M.
Corporation Record Liber 42


1-2-90 8:56a

CALLAS CONTRACTORS, INC.
ARTICLES OF AMENDMENT

CALLAS CONTRACTORS, INC., a Maryland corporation, having its principal office at P.O. Box 888, Hagerstown, Washington County, Maryland (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

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

> "FIFTH: The total number of shares of capital stock which the Corporation is authorized to issue is One Hundred Thousand (100,000) shares of Common Stock, having a par value of One Dollar ($1.00) each. The aggregate par value of all Classes having par value is One Hundred Thousand Dollars ($100,000.00).

SECOND: Before this amendment, the total number of shares of stock of all classes, which Corporation had the authority to issue, was one thousand (1,000) shares, all of the same class, each having a par value of One Hundred Dollars ($100.00) per share. The aggregate par value of such shares was One Hundred Thousand Dollars ($100,000.00).

As amended, the total number of shares of stock of all classes, which the Corporation has the authority to issue, is

1990 JAN -2 A 8:56

one hundred thousand (100,000) shares all of the same class, each having a par value of One Dollar ($1.00) per share. The aggregate par value of such shares is One Hundred Thousand Dollars ($100,000.00).

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 forgoing 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.

FOURTH: The manner and basis of implementing the recapitalization effected by these Articles of Amendment and shall be as follows:

> Upon acceptance of these Articles of Amendment by the State Department of Assessments and Taxation of Maryland, each of the outstanding shares of Common Stock of the Corporation having a par value of One Hundred Dollars ($100.00) shall forthwith be surrendered in exchange for eighty (80) shares of Common Stock of the Corporation having a par value of One Dollar ($1.00). The shares so surrendered shall be cancelled.

IN WITNESS WHEREOF, Callas Contractors, 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 21, day of December, 1989, and its President acknowledges that these Articles of Amendment are the act and deed of Callas Contractors, 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:

Betty M. Smith,
Assistant Secretary

CALLAS CONTRACTORS, INC.

BY: Michael G. Callas,
President

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

SR

DOCUMENT CODE 09 BUSINESS CODE 03 COUNTY 71

# D0069583 ____ P.A. ____ Religious ____ Close ____ Stock ____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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 20

✓ Check ____ Cash

____ Documents on ____ checks

APPROVED BY: JPO CS

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 Resident Agent's Address
____ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS:
James Johnson Jr
138 N. Wash. St.
Hagerstown Md
21740

NOTE:

ARTICLES OF AMENDMENT
OF
CALLAS CONTRACTORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 2, 1990 AT 8:56 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 | $ |

D0069583

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

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

JUN 25 1990

RETURN TO:
JAMES JOHNSON, JR.
138 W. WASHINGTON ST.
HAGERSTOWN MD 21740

130C3030662

A 320313

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3307 0554

Received for record May 17, 1990 at 10:15 A.M.
Corporation Record Liber 42



1/3/90 9:15

ARTICLES OF INCORPORATION
OF
VISION INVESTIGATIVE SERVICES, INC.

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Nelson M. Sheppard, Jr. whose post office address is 1914 Virginia Avenue, Hagerstown, MD 21740, each being at least twenty-one (21) years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is Vision Investigative Services, Inc.

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

Investigation, service of process, polygraph examinations, credit history checks and accident investigations.

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

SNYDER & POOLE, P.A. ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND
FREDERICK, MARYLAND

Maryland, as amended from time to time.

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.

FOURTH: The post office address of the principal office of the Corporation in this State is 49 N. Potomac Street, Hagerstown, MD 21740. The name and post office address of the Resident Agent of the Corporation in this State is Nelson M. Sheppard, Jr., 1914 Virginia Avenue, Hagerstown, MD 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 their successors are duly chosen and qualifed are: Nelson M. Sheppard, Jr.

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 2nd day of January, 1989.

WITNESS:

Nelson M. Sheppard, Jr.

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

I HEREBY CERTIFY, that on this 2nd day of January, 1989, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Nelson M. Sheppard, Jr. and severally acknowledged the execution of the aforegoing Articles of Incorporation to be their voluntary acts and deeds.

WITNESS my hand and Official Notarial Seal.

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 20 | 20 | Organ. & Capitalization |
| 61 | 20 | Rec. Fee (Arts. of Inc.) |
| 62 | | Rec. Fee (Amendment) |
| 63 | | Rec. Fee (Merger or Consolidation) |
| 64 | | Rec. Fee (Transfer) |
| 65 | | Rec. Fee (Dissolution) |
| 66 | | Rec. Fee (Revival) |
| 52 | | Foreign Qualification |
| 50 | | Cert. of Qual. or Reg. |
| 51 | | Foreign Name Registration |
| 13 | 10 | 1 Certified Copy 4P. |
| 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 Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: George E. Snyder, Jr., Esq.

MAIL TO ADDRESS: Snyder + Poole, P.A.
28 Jonathan Street
Hagerstown, MD
21740

TOTAL FEES $40.00

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: [illegible]

ARTICLES OF INCORPORATION
OF
VISION INVESTIGATIVE SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 3, 1990 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: $

D2931327

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HERLBY CERTIFIED, THAT 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 JUN 25 1990

RETURN TO:
SNYDER & POOLE, P.A.
GEORGE E. SNYDER
28 JONATHAN STREET
HAGERSTOWN MD 21740

13000030617

A 320273

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3203 0332

396
Received for record May 17, 1990 at 10:15 A.M.
Corporation Record Liber 42

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT
1-3-90 at 8:37 A.m.

ARTICLES OF INCORPORATION

OF

WESTERN MARYLAND ELECTRIC & LIGHTING SUPPLY CORP.

A Close Corporation

FIRST: That I, the undersigned, ROBERT A. NEARY, whose post office address is 3513 Rolling Road, Baltimore, Maryland 21207, being adult and sui juris, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, present these Articles of Incorporation to the State Department of Assessments and Taxation, with the intention of forming a corporation.

SECOND: The name of the Corporation shall be WESTERN MARYLAND ELECTRIC & LIGHTING SUPPLY CORP. The Corporation shall be a close corporation in accordance with Section 4-101 et seq. of the Corporations and Associations Article of the Annotated Code of Maryland.

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

A. To sell wholesale and retail, factor, broker and otherwise trade in electrical and lighting supplies and all other types of products and materials, and provide related services.

1990 JAN -3 A 8:37

00035061

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

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

D. To borrow or raise money for any of the purposes of the Corporation, and to issue notes or other obligations, of any nature, or in any manner permitted by law for money so borrowed, or in payment for property purchased, or for any other lawful cause, and to assure the payment thereof, and of the interest thereon by mortgage upon or pledge or conveyance or assignment in trust of the whole or any part of the property of the Corporation, real or personal.

E. To carry out all or any part of the aforegoing objects as principals, agents or otherwise, either alone or through or in conjunction with any person, firm, association, or



3217 0116

corporation; to make or perform any contracts, and do any acts or things and to exercise any payments suitable, convenient, or proper, for the accomplishment of any of the business herein enumerated or incidental to the payments herein specified in order to accomplish any and all such purposes.

F. To conduct any other business which may lawfully be conducted under the General Laws of the State of Maryland.

G. To enter into, make, perform and carry out contracts of every kind for any lawful purpose, without limit as to amount, with any person, firm, association or corporation.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended by the mention of any particular purpose, object or business, in any manner, to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict 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 7 South Potomac Avenue, Boonsboro, Maryland 21713. The Resident Agent of the

Corporation is ROBERT A. NEARY, whose address is 3513 Rolling Road, Baltimore, Maryland 21207. Said Resident Agent is a citizen of the State of Maryland and resides herein.

FIFTH: The capital stock of the Corporation shall consist of Two Thousand (2,000) shares of Common Stock, which has a par value of Ten Dollars ($10.00) per share, such Common Stock being all of one class and bearing one vote per share.

SIXTH: The business of the Corporation shall be managed initially by a Board of Directors which shall consist of two Directors, who shall be RICHARD CARSTATER and ROBERT A. NEARY. These Directors shall have an organizational meeting and issue stock to the initial subscribers therefore, whereupon the Corporation will cease to have a Board of Directors. Any reference in this Charter or in the By-Laws of the Corporation to "Directors" shall include stockholders exercising the powers of Directors under Subtitles 3 and 4 of Title 4 of the Corporation and Associations Articles of the Annotated Code of Maryland.

SEVENTH: No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are Directors or Officers of, such other corporation; and Directors individually,



2207 0119

or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof and any Director of this Corporation who is also a Director or Officer of such other Corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction.

EIGHTH: 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 fully 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 upon determination by the General Counsel of the Corporation, if such General Counsel be not involved therein, or if involved, then by independent Counsel not involved therein, 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 General Counsel of the Corporation, if such Counsel be not involved therein, or, if involved, then on the advice of independent Counsel. The right of indemnification hereby provided shall be in addition to any other rights to which any Director or Officer may be entitled.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 28 day of DECEMBER, 1989.

Robert A. Neary

ROBERT A. NEARY

STATE OF MARYLAND )ss:
COUNTY OF _____)

I hereby certify that on this 28 day of December, 1989, before me, the subscriber, a Notary Public in and for the State of Maryland, personally appeared, ROBERT A. NEARY, and acknowledged the foregoing Articles of Incorporation to be his act and deed.

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

NOTARY PUBLIC

My Commission Expires: _____

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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 40.00

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 Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Robert A. Neary
3513 Rolling Rd
Baltimore, Md 21207

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: [illegible]

ARTICLES OF INCORPORATION
OF
WESTERN MARYLAND ELECTRIC & LIGHTING SUPPLY
CORP.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 3, 1990 AT 8:37 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

8

| ORGANIZATION AND CAPITALIZATION FEE PAID: | RECORDING FEE PAID: | SPECIAL FEE PAID: |
|---|---|---|
| $ 20.00 | $ 20.00 | $ |

D2931038

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

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

JUN 25 1990

RETURN TO:
ROBERT A. NEARY
3513 ROLLING ROAD
BALTIMORE MD 21207

13003030588

A 320244

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

Received for record May 17, 1990 at 10:15 A.M.
Corporation Record Liber 42



STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR PAYMENT
at 9:08 A.M.
1-2-89

MYERS TRUCKING, 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, Edward N. Button whose post office address is 44 N. Potomac St., Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

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

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

1. To engage in the business of general freight transportation by motor vehicle, general garage business; to establish lines of transportation by motor vehicle from point to point or place to place; to maintain offices, warehouses, agents, solicitors and dispatchers, to purchase, sell or lease motor vehicles, of any design or description, including equipment and supplies; to guarantee the safe delivery of merchandise and commodities; and

2. To 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 1155 The Terrace, Hagerstown, MD. 21740. The name and post office address of the Resident Agent of the Corporation in this Vernon M. Myers, 1155 The Terrace, 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 One Hundred (100) shares of common stock, without par value.

SEVENTH: The corporation elects to have no Board of Directors. Until the election to have no Board of Directors

EDWARD N. BUTTON
ATTORNEY AT LAW
44 NORTH POTOMAC ST.
SUITE 104
HAGERSTOWN, MD 21740

(301) 739-4860

1990 JAN 12 AM 10:08

becomes effective, there shall be one (1) director, whose name is Vernon M. Myers.

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 of officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 28 day of Dec, 1989 and I acknowledge the same to be my act.

Rebecca J. Ford
Witness

WARD N. BUTTON
TTORNEY AT LAW
ORTH POTOMAC ST.
SUITE 104
ERSTOWN, MD 21740

(301) 739-4860

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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 40

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 Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Edward N. Buttons
44 North Potomac St.
Suite 104
Hagerstown, Md 21740

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: PCM

ARTICLES OF INCORPORATION
OF
MYERS TRUCKING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 2, 1990 AT 9:08 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 | $ |

D2929982

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 JUN 25 1990

RETURN TO:
EDWARD N. BUTTONS
44 NORTH POTOMAC ST., SUITE 104
HAGERSTOWN MD 21740

12903030406

A 320089

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3302 1455

Received for record May 17, 1990 at 10:15 A.M.
Corporation Record Liber 42



ARTICLES OF INCORPORATION
OF
NIELD ENTERPRISES, INC.

THIS IS TO CERTIFY:

12/18/89 9:47 A

FIRST: We, the undersigned, James M. Nield, whose post office address is Route 2, Box 178C, Hagerstown, MD 21740, each being at least twenty-one (21) years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

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

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

General, residential and commercial contracting.

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.

SNYDER & POOLE, P.A. ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND
FREDERICK, MARYLAND

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

The 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.

FOURTH: The post office address of the principal office of the Corporation in this State is Route 2, Box 178C, Hagerstown, MD 21740. The name and post office address of the Resident Agent of the Corporation in this State is James M. Nield, Route 2, Box 178C, Hagerstown, MD 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 their successors are duly chosen and qualifed are: James M. Nield and Barbara Rohrer.

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 15 day of December, 1989.

WITNESS:

James M. Nield

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

I HEREBY CERTIFY, that on this 15 day of December, 1989, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared James M. Nield, and severally acknowledged the execution of the aforegoing Articles of Incorporation to be their voluntary acts and deeds.

WITNESS my hand and Official Notarial Seal.

7/1/90

Notary Public

412

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 20 | 20 | Organ. & Capitalization |
| 61 | 20 | Rec. Fee (Arts. of Inc.) |
| 62 | | Rec. Fee (Amendment) |
| 63 | | Rec. Fee (Merger or Consolidation) |
| 64 | | Rec. Fee (Transfer) |
| 65 | | Rec. Fee (Dissolution) |
| 66 | | Rec. Fee (Revival) |
| 52 | | Foreign Qualification |
| 50 | | Cert. of Qual. or Reg. |
| 51 | | Foreign Name Registration |
| 13 | 10 | 1 Certified Copy 4P |
| 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 Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Snyder & Poole
attorneys at Law
26 Jonathan Street
Hagerstown, MD 21740

TOTAL FEES 50.00

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: DN VH

ARTICLES OF INCORPORATION
OF
NIELD ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 18, 1989 AT 9:47 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 | $ 20.00 | $ |

D2929321

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

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

JUN 25 1990

RETURN TO:
SNYDER & POOLE
28 JONATHAN STREET
HAGERSTOWN MD 21740

128C3030252

A 319920

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

414

Received for record May 17, 1990 at 10:15 A.M.
Corporation Record Liber 42

KATY O'CONNELL'S INC.

ARTICLES OF AMENDMENT

December 15, 1989
12-29-89 8:48a

KATY O'CONNELL'S INC., a Maryland corporation, having its principal office at 11 North Potomac Street, Hagerstown, Maryland 21740 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST: The Charter of the Corporation is hereby amended to change the name of the Corporation from Katy O'Connell's Inc. to Marcie & Me, Inc.

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 place at which the principal office of the Corporation in this State will be located is: 11 North Potomac Street, Hagerstown, Maryland 21740. The Resident Agent of the Corporation is: Beverly A. McCleary whose post office address is: P. O. Box 198, College Road, Williamsport, Maryland 21795; said Resident Agent is a citizen of the State of Maryland and actually resides therein.

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

IN WITNESS WHEREOF, KATY O'CONNELL'S 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 27th day of December, 1989, and its President acknowledges that these Articles of Amendment are the act and deed of KATY O'CONNELL'S 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:

Marcie A. McCleary
Marcie A. McCleary
Secretary

KATY O'CONNELL'S INC.

BY: Beverly A. McCleary
Beverly A. McCleary
President

93633083

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 6 97 BUSINESS CODE _____ COUNTY 71

# D071051 ____ P.A. ____ Religious ____ Close ____ Stock ____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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) Marcie & Me, Inc.

- ✓ 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 Resident Agent's Address
- ____ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Omar Kaylor Jr
123 W. Wash. St
Hagerstown Md
21740

TOTAL FEES 20

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: JOS CS

ARTICLES OF AMENDMENT
OF
KATY O'CONNELL'S, INC.
CHANGING ITS NAME TO:
MARCIE & ME, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 29, 1989 AT 8:48 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 | $ |

D0710517

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 JUN 25 1990

RETURN TO:
OMAR KAYLOR, JR.
123 W. WASH. ST.
HAGERSTOWN MD 21740

12703030161

A 319829

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3303 0105

Received for record May 17, 1990 at 10:15 A.M.
Corporation Record Liber 42



ARTICLES OF INCORPORATION

OF 12-28-89 9:38a

PARAMOUNT BRETHREN IN CHRIST CHURCH, INC.

FIRST: The undersigned, all being adult persons at least eighteen (18) years of age duly elected by the Members (as herein-after defined) of the congregation of the Paramount Brethren in Christ Church, Inc. (the "Religious Corporation") to serve as trustees (the "Trustees") in the named 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 Articles 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 **Paramount Brethren in Christ Church, Inc.**.

THIRD: The plan for the Religious Corporation (the "Plan") is and shall be as follows:

(1) The purposes for which the Religious Corporation is formed are:

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

1989 DEC 15 A 8:42

1989 DEC 28 A 9:38

instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms or any will, deed of trust, or other trust instrument for the foregoing purposes of any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in their trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Section 1 (d) of this Plan, or as shall, in the opinion of the Trustees, jeopardize the federal income tax exemption of the Religious Corporation pursuant to Section 501 (c) (3) of the Internal Revenue Code of 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 forgoing purposes; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for religious, educational and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) No part of the net earnings of the Religious Corporation shall inure to the benefit of or be distributable to its members, Trustees, officers of 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 or against 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 their corresponding provision of any future United States Internal Revenue Law).

(c) Included among the religious, educational and charitable purposes for which the Religious Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article THIRD Section (1), are the following:

(i) To establish and maintain a church and to provide a place of worship and prayer in accordance with Brethren in Christ Church traditions;

(ii) To establish, maintain and conduct a school for religious instruction of children and adults:

(iii) To further all religious and charitable work; and,

(iv) For such purposes to adopt and establish Articles of Incorporation, By-Laws, rules and regulation in accordance with applicable law.

(d) In this Plan:

(i) References to "charitable organization" or "charitable organizations" means corporation, trusts, funds, foundations or community chests created or organized in the United States or in any of its states, territories, possessions, or the District of Columbia, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private stockholder or individual, and no substantial part of the activities of which involves carrying on of propaganda or otherwise attempting to influence legislation and which do not involve participating, or intervening, 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: The Trustees shall be elected and their successors continued at a time and place ordinarily used for public meetings of the Religious Corporation, by the individuals who, according to the custom and usage of the religious Corporation, have a voice in the management and direction of the congregational or temporal affairs of the Religious Corporation. A Majority of all the votes cast by voting Members at an annual meeting of the Members (as hereinafter defined) at which a quorum is present shall be sufficient to elect a Trustee.

(3) (a) A person shall be a member of the Religious Corporation and as such shall be entitled to vote at meetings of Members of the Religious Corporation and shall be qualified to be elected as a Trustee and officer of the Religious Corporation if:

(i) Such person is a Trustee or a member of the Church Board 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 has participated in the congregational and temporal affairs of the Religious Corporation.

(b) A Member, once qualified as hereinabove provided, shall remain such as long as:

(i) The annual dues imposed by the religious Corporation on such Member are promptly paid by such Member; and,

(ii) All rules and regulations of the Religious Corporation, as determined by the Church Board, are substantially complied with by such Member.



3301 1583

(iii) such Member continues to participate in the congregational and temporal affairs of the Religious Corporation.

In the event a Member does not fulfill all of the requirements imposed by this Article THIRD, Section (3) (b), then such Member may be disqualified and removed as a Member by a majority vote of the entire Church Board.

FOURTH: The existence of the Religious Corporation shall be perpetual.

FIFTH: The address of the principal place of worship of the Religious Corporation is 53 West Longmeadow Road, Hagerstown, Maryland 21740. The name and address of the resident agent of the Religious Corporation is Ray Oberholzer, 104 Kelso Drive, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The initial number of Trustees of the Religious Corporation is four (4), which number may be increased pursuant to the By-Laws of the Religious Corporation but shall never by less than three (3). The names and addresses of those persons serving as initial Trustees are:

Ray Oberholzer
104 Kelso Drive
Hagerstown, Maryland 21740

Ron Baer
Route 6, Box 188C
Hagerstown, Maryland 21740

Luther Grove
2525 Northcrest Road
Hagerstown, Maryland 21740

Byers Hess
639 Mason Dixon Road
Greencastle, PA 17225

SEVENTH: The Religious Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number, qualifications of, and other matters relating to, its Members shall be as set forth in these Articles of Incorporation and the By-Laws of the Religious Corporation.

EIGHTH: Upon the dissolution of the Religious Corporation, the Trustees shall, after paying or making provision for the payment of all of the liabilities of the Religious Corporation, dispose of all of the assets of the Religious Corporation exclusively for the purposes of the Religious Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or religious purposes as shall at the time qualify as an exempt organization or

organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of nay future United States Internal Revenue Law), as the Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court for the County where the principal place of worship of the Religious Corporation is located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such religious, charitable or educational purposes.

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

TENTH: (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 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 of 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 11th day of December, 1989, and we acknowledge the same to be our acts.

WITNESS:

Eva A Burkholder

Eva A Burkholder

Eva A Burkholder

Eva A Burkholder

Ray Oberholzer

Luther Grove

Ron Bear

Byers Hess

424

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 022 BUSINESS CODE 16 COUNTY 71

# ____ ___ P.A. ✓ Religious ___ Close ___ Stock ✓ Nonstock

Merging (Transferor) ____

Surviving (Transferee) ____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | 59 | Expedited Fee |
| 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 | 13 | 1 Certified Copy 7P |
| 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 | 6 | 1 Corp. Good Standing |
| NA | | Foreign Corp. 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 118

✓ Check ___ Cash

___ Documents on ___ checks

APPROVED BY: JS VT

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 Resident Agent's Address
___ Other Change ____

Code ____

ATTENTION: ____

MAIL TO ADDRESS: Michael Schaefer
152 W. Wash. St
Hagerstown Md
21740

NOTE: ach 12-28-89 42523

CERTIFIED COPY MADE

ARTICLES OF INCORPORATION
OF
PARAMOUNT BRETHREN IN CHRIST CHURCH, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 28, 1989 AT 9:38 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 | $ |

D2928190

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 JUN 25 1990

RETURN TO:
MICHAEL SCHAEFER
152 W. WASHINGTON STREET
HAGERSTOWN MD 21740

12703030066

A 319752

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO, T301 1581

Received for record May 17, 1990 at 10:15 A.M.
Corporation Record Liber 42



12-15-89 8:43

ARTICLES OF INCORPORATION

OF

ALLEGANY DOOR AND HARDWARE, INC.
(A Close Corporation)

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Kenneth J. Mackley, who is eighteen years of age or older and 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 ALLEGANY DOOR AND HARDWARE, INC.

THIRD: The Corporation shall be a close Corporation under Title 4 of the Corporations and Association Article of the Maryland Code.

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

To carry on the trade or business of construction, sales, and installation of doors of all types, and retail sales of hardware.

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

To carry on any of the businesses herebefore 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 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

1989 DEC 15 A 8:43

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 of the principal office of the Corporation in this State is 100 Security Road, Extended, P. O. Box 1915, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are Pamela K. Stamper, Route #2, Box 249-A, Smithsburg, Maryland, 21783. Said resident agent is a citizen actually residing in this State.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) shares of the par value of One Hundred Dollars ($100.00) per share, all of a single 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. Pamela K. Stamper will serve as director until the election to have no board of directors becomes effective.

EIGHTH: The Corporation shall elect to be taxed as a Subchapter S Corporation under the Internal Revenue Code.

The Corporation shall only authorize and issue one class of stock (voting or non-voting common).

No stockholder shall do any act (including the sale or transfer of such stockholder's stock) which shall contravene or revoke the Corporation's election to be taxed as a Subchapter S Corporation.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 12th day of December, 1989.

WITNESS:

Patricia T. Witmer

Kenneth J. Mackley (SEAL)
Kenneth J. Mackley

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 12th day of December, 1989, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Kenneth J. Mackley, who did acknowledge that he executed the foregoing Articles of Incorporation as his voluntary act.

WITNESS my hand and Notarial Seal.

Patricia L Witmer
Notary Public

My Commission Expires:
July 1, 1990

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

# _____ ____ P.A. ____ Religious ✓ Close ✓ Stock ____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 | 9 | 1 Certified Copy 3 |
| 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 Corp. 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
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Mackey Hilbert & Marks
Attorney at Law
35 E. Washington Street
Hagerstown, MD 21740

TOTAL FEES 49

✓ Check ____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JnT VH

ARTICLES OF INCORPORATION
OF
ALLEGANY DOOR AND HARDWARE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 15, 1989 AT 8:43 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 | $ |

D2927200

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 STREET
HAGERSTOWN MD 21740

126C3032474

A 319545

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

Received for record May 31, 1990 at 10:30 A.M.
Corporation Record Liber 42

THE POTOMAC EDISON COMPANY

I, DALE F. ZIMMERMAN, Secretary of The Potomac Edison Company, a Maryland and Virginia Corporation, DO HEREBY CERTIFY that the following is a true and correct copy of a certain resolution duly adopted by the Board of Directors of said Company at a meeting thereof duly convened and held on the 4th day of January, 1990, at which meeting a quorum was present and acting throughout, and that said resolution has not been amended, modified or repealed, as of the date hereof and is in full force and effect:

> "RESOLVED, that Eugene W. McCauley, Jr. and Dale F. Zimmerman, each a citizen of the State of Maryland, actually residing therein, and each of whose post office address is Downsville Pike, Hagerstown, Maryland, is each appointed a resident agent of this Company in the State of Maryland."

IN WITNESS WHEREOF, I have hereunto affixed my signature and the seal of The Potomac Edison Company this 22nd day of February, 1990.

(SEAL)

Dale F. Zimmerman
Secretary

DFZ-RES

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
2-23-90 at 9:26 A.M.

00548121

3218 0897

432

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 71

# D05/5080 ____ P.A. ____ Religious ____ Close ____ Stock ____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 20 | | Organ. & Capitalization |
| 61 | | Rec. Fee (Arts. of Inc.) |
| 62 | | Rec. Fee (Amendment) |
| 63 | | Rec. Fee (Merger or Consolidation) |
| 64 | | Rec. Fee (Transfer) |
| 65 | | Rec. Fee (Dissolution) |
| 66 | | Rec. Fee (Revival) |
| 52 | | Foreign Qualification |
| 50 | | Cert. of Qual. or Reg. |
| 51 | | Foreign Name Registration |
| 13 | 9.00 | 3 Certified Copy 3 |
| 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 Corp. Registration |
| 87 | | _____ Limited Part. Good Standing |
| 71 | | Financial |
| 600 | | _____ Personal Property Reports and _____ late filing penalties |
| 70 | $10.00 | Change of P.O., R.A. or R.A.A. |
| 91 | | Amend/Cancellation, For. Limited Part. |
| ___ | | Other _____ |
| | | Other _____ |

TOTAL FEES $19.00 ~~$10.00~~

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 Resident Agent's Address
- ____ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: The Potomac Edison Company
Downsville Pike
Hagerstown, MD 21740

1 Check ____ Cash

~~1~~ 2 Documents on 1 checks

NOTE:

CERTIFIED COPY MADE

APPROVED BY: RMC

7218 0899

CHANGE OF RESIDENT AGENT
OF
THE POTOMAC EDISON COMPANY

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 23, 1990 AT 9:26 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 | $ |

D0515080

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 5 1990

RETURN TO:
THE POTOMAC EDISON COMPANY
DOWNSVILLE PIKE
HAGERSTOWN MD 21740

164C3032505

A 321391

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

3218 0896

434

Received for record May 31, 1990 at 10:30 A.M.
Corporation Record Liber 42

2-15-90 900a

WALMARCO, INC.
A CLOSE CORPORATION
ARTICLES OF REVIVAL

1. The name of the corporation at the time the charter was forfeited was Walmarco, Inc.

2. The name which the corporation will use after revival is Walmarco, Inc.

3. The name and address of the resident agent are Dennis W. McCarty, 128 West Main St., Hancock, Maryland, 21750.

4. These Articles of Revival are for the purpose of reviving the charter of the corporation.

5. 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.

ASSESSMENT & TAXATION
STATE DEPT. OF
'90 FEB 15 AM 9 00
RECEIVED
00132172692

The undersigned who were respectively last acting president and secretary of the corporation severally acknowledged the articles to be their act.

Daniel E. Norris
Last Acting President
Daniel E. Norris

Daniel E. Norris
Last Acting Secretary
Daniel E. Norris

# AFFIDAVIT FOR REVIVAL OF A CHARTER

STATE OF WEST VIRGINIA,

COUNTY OF BERKELEY, TO-WIT:

I, Daniel E. Norris, President, of WALMARCO, INC., a Maryland corporation, being duly sworn, hereby declare that:

1. The aforesaid corporation has paid all State and local taxes except taxes on real estate;

2. The aforesaid corporation has paid all interest and penalties due by the aforesaid corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

Further Affiant sayeth not.

WALMARCO, INC., a Maryland corporation

By: Daniel E. Norris
Daniel E. Norris
President

Taken, subscribed and sworn to before me, a notary public in the aforesaid County and State, on this 20th day of April, 1989.

Darla Lewis Land
Notary Public

My Commission Expires:
1-4-99

OFFICIAL SEAL
NOTARY PUBLIC
STATE OF WEST VIRGINIA
DARLA LEWIS LAND
P. O. Box 652
Shepherdstown, WV 25443
My Commission Expires January 4, 1999

1990 FEB -7 P 8:31

3217 2684

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 18 BUSINESS CODE 03 COUNTY 71

# D 1516319 ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) ___ Surviving (Transferee) ___

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 |
| 85 | | Termination of Limited Partnership |
| 21 | | Recordation Tax |
| 22 | | State Transfer Tax |
| 23 | | Local Transfer Tax |
| 31 | | Corp. Good Standing |
| NA | | Foreign Corp. Registration |
| 87 | | Limited Part. Good Standing |
| 71 | | Financial |
| 600 | 160 | 86, 87, 88, 89 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 210

✓ Check ___ Cash

Documents on ___ checks

APPROVED BY: JRO

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 Resident Agent's Address
___ Other Change shareclose

Code ___

ATTENTION: ___

MAIL TO ADDRESS: Clarence Martin
PO Box 1286
Martinsburg WVA
25401

NOTE: shareclose

3217 2685

THE ARTICLES OF REVIVAL
OF
WALMARCO, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 15, 1990 AT 9:00 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

| ORGANIZATION AND CAPITALIZATION FEE PAID: | RECORDING FEE PAID: | SPECIAL FEE PAID: |
|---|---|---|
| $ | $ 20.00 | $ 30.00 |

D1516319

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 5 1990

RETURN TO:
CLARENCE MARTIN
P.O. BOX 1286
MARTINSBURG WV 25401

163C3032317

A 321222

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 3217 2691

ATE 060

Received for record May 31, 1990 at 10:30 A.M.
Corporation Record Liber 42

JOHN D. BOWMAN AND ASSOCIATES, INC.

ARTICLES OF INCORPORATION
A CLOSE CORPORATION

2/13/90 4'00 A

First, I, John Dennis Bowman, whose post office address is 836 Dewey Avenue, 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 John D. Bowman and Associates, Inc.

Third, The purposes for which the corporation is formed are:
(1) Selling fund raising and decorating material.
(2) To do anything permitted by section 2-103 of the Corporations and Association Article of the Annotated Code of Maryland, or amended from time to time.

Fourth: The post office address is 836 Dewey Avenue, Hagerstown, Washington County, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this state is John Dennis Bowman, 836 Dewey Avenue, Hagerstown, MD 21740.

Fifth: The total number of shares of Capital Stock which the Corporation has authority to issue is One Hundred Thousand (100,000) shares of Common Stock, with a par value of One Dollar ($1.00).

Sixth: The Corporation elects to be a "Close Corporation" as provided in Sec. 4-201 of the Corporations and Associations article of the Annotated Code of Maryland.

Seventh: The number of directors shall be one (1) which number may be increased but not decreased. Unless the Corporation elects to have no Board of Directors or provided in Sec. 4-302 of the Corporations and Associations Article of the Annotated Code of Maryland. The name of the directors who shall Act until the first annual meeting or until his successor is duly chosen and qualified is John Dennis Bowman.

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 its stock of any class, whether now or hereafter authorized.

00528019 3217 2450

(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.

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

TENTH: The Corporation may indemnify a present or former director or officer of the Corporation or other corporation or other corporate representative to the maximum extent permitted by and in accordance with Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 9th day of February, 1990, and I acknowledge the same to be my act.

Witness

John Dennis Bowman
Incorporator

3217 2451

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 802 BUSINESS CODE 03 COUNTY 71

# _____ P.A. ____ Religious ✓ Close ✓ Stock ____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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) |
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| 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 |
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| 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
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: James Rogers, P.C.
Attorney-at-Law
1317 Orchard Way
Frederick, MD 21701

TOTAL FEES 460

✓ Check ____ Cash

NOTE:

Documents on ____ checks

APPROVED BY: [illegible]

3217 2452

ARTICLES OF INCORPORATION
OF
JOHN D. BOWMAN AND ASSOCIATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 13, 1990 AT 4:00 O'CLOCK P.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

| ORGANIZATION AND CAPITALIZATION FEE PAID: | RECORDING FEE PAID: | SPECIAL FEE PAID: |
|---|---|---|
| $ 20.00 | $ 20.00 | $ |

D2962553

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 5 1990

RETURN TO:
JAMES RESPESS, P.C.
ATTORNEY AT LAW
1317 ORCHARD WAY
FREDERICK MD 21701

163C3032281

A 321187

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3217 2449
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

442 Received for record May 31, 1990 at 10:30 A.M.
Corporation Record Liber 42

2/21/90 10:00

DITTO TOWING & RECOVERY, INC.

(A Close Corporation)

ARTICLES OF INCORPORATION

1. Incorporator. The Undersigned Dixie C. Newhouse, whose post office address is 82 W. Washington Street, 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

Ditto Towing & Recovery, 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 Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Creager & Newhouse, P.A., 82 W. Washington Street, 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 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).

7. Board of Directors. 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; and the name of the director who shall act until the first annual meeting or until his successor is duly chosen and qualifies is Victor C. Ditto, III.

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

In Witness Whereof, I have signed these Articles of Incorporation this 19th day of February, 1990 and I acknowledge the same to be my act.

WITNESS:

Brenda L. Cutter

Dixie C. Newhouse

00528018 0217 2279

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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 | | |

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 Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: Dixie C. Newhouse, Esq.

MAIL TO ADDRESS: Creager + Newhouse, P.A.
Suite 200
Bryan Centre
82 West Washington Street
Hagerstown, MD 21740
4804

40 Check ____ Cash

NOTE:

Documents on ____ checks

APPROVED BY: A RC

7217 2280

ARTICLES OF INCORPORATION
OF
DITTO TOWING & RECOVERY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 21, 1990 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: |
|---|---|---|
| $ 20.00 | $ 20.00 | $ |

D2962348

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 5 1990

RETURN TO:
CREAGER & NEWHOUSE, P.A.
ATTN: DIXIE C. NEWHOUSE, ESQ.
STE 200 82 WEST WASHINGTON STREET
HAGERSTOWN MD 21746 4804

163C3032260

A 321166

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3217 2278

Received for record May 31, 1990 at 10:30 A.M.
Corporation Record Liber 42



ARTICLES OF MERGER

MERGING

MACCAFERRI GABIONS MANUFACTURING CO., INC.

INTO

MACCAFERRI GABIONS, INC.

* * * * * *

RECEIVED
'90 FEB 20 AM 10 41
STATE DEPT. OF ASSESSMENTS & TAXATION

2/20/90

10:41A

FIRST: Maccaferri Gabions Manufacturing Co., Inc., a corporation organized and existing under the laws of the State of Maryland, and Maccaferri Gabions, Inc., a corporation organized and existing under the laws of the State of Maryland, agree that said Maccaferri Gabions Manufacturing Co., Inc. shall be merged into said Maccaferri Gabions, Inc. The terms and conditions of the merger and the mode of carrying the same into effect are as herein set forth in these Articles of Merger.

SECOND: Maccaferri Gabions, Inc., a corporation organized and existing under the laws of the State of Maryland, shall survive the merger and shall continue under the name Maccaferri Gabions, Inc.

THIRD: The parties to the Articles of Merger are Maccaferri Gabions Manufacturing Co., Inc., a corporation organized and existing under the laws of the State of Maryland, and Maccaferri Gabions, Inc., a corporation organized and existing under the laws of the State of Maryland.

00528126
3217 1602
00528125
00528124
00528127

FOURTH: The total number of shares of all classes of stock which said Maccaferri Gabions Manufacturing Co., Inc. has authority to issue is Five Thousand (5,000) shares of common stock, without par value.

The total number of shares of stock of all classes which said Maccaferri Gabions, Inc. has authority to issue is Five Thousand (5,000) shares of common stock, without par value.

FIFTH: The manner and basis of converting or exchanging issued stock of the merged corporation into different stock or other consideration and the manner of dealing with any issued stock of the merged corporation not to be so converted or exchanged shall be as follows: the One Thousand Seven Hundred Fifty (1,750) shares of capital stock, being all the issued and outstanding shares of common stock, without par value, of the surviving corporation, presently owned by the merged corporation, shall be cancelled, and the Seven Hundred Five (705) shares of capital stock, being all the issued and outstanding shares of common stock, without par value, of the merged corporation shall be exchanged for Seven Hundred Five (705) shares of common stock, without par value, of the surviving corporation.

SIXTH: The principal office of Maccaferri Gabions Manufacturing Co., Inc. organized under the laws of the State of



3217 1603

Maryland, is located in the county of Washington, State of Maryland.

The principal office of said Maccaferri Gabions, Inc., organized under the laws of the State of Maryland, is located in the county of Washington, State of Maryland.

Said Maccaferri Gabions Manufacturing Co., Inc. owns property in the county of Washington, State of Maryland, the title to which could be affected by the recording of an instrument among the Land Records.

SEVENTH: The terms and conditions of the transaction set forth in the articles were advised, authorized, and approved by each corporation party to the articles in the manner and by the vote required by its charter and the laws of the place where it is organized.

EIGHTH: The merger was approved in the following manner by Maccaferri Gabions, Inc.

The transaction of merger was (a) duly advised by the board of directors of said Maccaferri Gabions, Inc. by the adoption, on January 15, 1990, of a resolution declaring that the merger herein proposed was advisable substantially upon the terms and conditions set forth in these Articles of Merger, and directing that the proposed articles of merger be submitted for action thereon at a special meeting of the stockholders of said corporation, and (b) duly approved by

the stockholders of said corporation at the said meeting of the stockholders held on January 15, 1990 by the affirmative vote of the holders of all of each class of stock entitled to vote separately thereon.

NINTH: The merger was approved by Maccaferri Gabions Manufacturing Co., Inc. in the following manner:

The articles of merger were (a) duly advised by the board of directors of said Maccaferri Gabions Manufacturing Co., Inc., by the adoption, on January 15, 1990, of a resolution declaring that the merger herein proposed was advisable substantially upon the terms and conditions set forth in these Articles of Merger, and directing that the proposed Articles of Merger be submitted for action thereon at a special meeting of the stockholders of said corporation; and (b) duly approved by the stockholders of said corporation at the said meeting of the stockholders held on January 15, 1990 by the affirmative vote of the holders of all of each class of stock entitled to vote separately thereon.

IN WITNESS WHEREOF, Maccaferri Gabions Manufacturing Co., Inc. and Maccaferri Gabions, Inc., the corporations parties to the merger, have caused these Articles of Merger be signed in their respective corporate names and on their behalf by their

respective presidents and witnessed or attested by their respective secretaries all as of the 18th day of January, 1990.

MACCAFERRI GABIONS MANUFACTURING CO., INC.

By: _____
VITTORIO TEDESCHI
President

Attest:

_____
Jordan E. Ringel
Secretary

MACCAFERRI GABIONS, INC.

By: _____
VITTORIO TEDESCHI
President

Attest:

_____
Dixie Odermatt
Secretary



7217 1606

THE UNDERSIGNED, President of Maccaferri Gabions Manufacturing Co., 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.

VITTORIO TEDESCHI

THE UNDERSIGNED, President of Maccaferri Gabions, 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.

VITTORIO TEDESCHI



3217 1607

WCS

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 11. BUSINESS CODE _____ COUNTY 71

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

Merging (~~Transferor~~) Maccaferri Gabions Manufacturing Co. Inc. Corporation, Inc.

D0417857

Surviving (~~Transferee~~) Maccaferri Gabions, Inc.

D1175264

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | 50 | Expedited Fee |
| 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 | 12 | ____ Certified Copy ____ |
| 56 | | Penalty |
| 54 | | For. Supplemental Cert. |
| 53 | | Foreign Resolution |
| 73 | 4 | Certificate of Conveyance Wash. County |
| 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 Corp. 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
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change _____

Code 013

ATTENTION: _____

MAIL TO ADDRESS: _____

TOTAL FEES 86-00

✓ Check ____ Cash

NOTE:

1 Documents on 4 checks

APPROVED BY: MCM

CERTIFIED COPY MADE

452

ARTICLES OF MERGER
OF
MACCAFERRI GABIONS MANUFACTURING COMPANY, INC.
(A MD CORP.)
INTO
MACCAFERRI GABIONS, INC.
(A MD CORP.) SURVIVOR

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 20, 1990 AT 10:41 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. OF CONV.-WASHINGTON COUNTY | 4.00 | |
| | $24.00 TOTAL | |

D1175264

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 5 1990

RETURN TO:
CT CORPORATION SYSTEM
1633 BROADWAY
NEW YORK NY 10019

162C3032234

A 321134

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

3217 1596

Received for record May 31, 1990 at 10:30 A.M.
Corporation Record Liber 42

# ARTICLES OF INCORPORATION

# OF

# C. S. STARLITE, INC.

THIS IS TO CERTIFY: 2/20/90 12:25

RECEIVED
'90 FEB 20 PM 12 25
ASSESSMENT

FIRST: The Undersigned, ROBERT L. CLINE, whose post office address is Route #2, Box 225, Smithsburg, Maryland 21783, 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 C. S. STARLITE, 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 erect, construct, establish, purchase, lease and otherwise acquire, and to hold, use, equip, outfit, supply, service, maintain, operate, sell, and otherwise dispose of, restaurants, inns, taverns, cafes, cafeterias, grills, automats, buffets, dinners, delicatessens, lunch rooms, coffee shops, luncheonettes, ice cream parlors, milk bars, candy stores, soda fountains, bakeries, kitchens, bars, saloons, cocktail lounges, banquet halls, catering establishments, concessions, and other eating and drinking places, and establishments of every kind and description; and 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.

B. To manufacture, produce, treat, purchase, and otherwise acquire, cook, bake, and otherwise prepare, can, bottle, and otherwise package, and exchange, distribute, sell, and otherwise dispose of, handle, market, store, import, export, deal and trade in food products of every kind of description, coffee, tea, cocoa, wines, liquors, ale, beer, sodas, and other drinks and beverages of every kind and description.

C. 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



0052808 3217 0307

improvements that may or will be used to assist, aid and benefit the aforementioned commercial/retail business.

D. To purchase, lease or otherwise acquire, all or any part of the property, real or personal, rights, business contracts, goodwill, franchises, licenses and assets of every kind, of any corporation, partnership or individual, including the estate of a decedent, carrying on or having carried on in whole or in part any of the aforesaid business or any other business that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, 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.

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

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

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



3217 0309

or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.

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

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 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 Maryland is Route #2, Box 225, Smithsburg, Maryland 21783. The name and post office address of the Resident Agent of the Corporation in Maryland is Robert L. Cline, Route #2, Box 225, Smithsburg, Maryland 21783. Said Resident Agent is an individual actually residing in Maryland.

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 names of the three (3) Directors are Robert L. Cline, Paul P. Stream and Mark Speak.

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 February 16th, 1990.

WITNESS:

Richard F. McGrory Robert L. Cline

Robert L. Cline



3217 0311

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

I HEREBY CERTIFY that on February 16th, 1990, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Robert L. Cline, known to me to be the person whose name is subscribed to the aforegoing 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. McGrory
Notary Public

My Commission Expires:
July 1, 1990

3217 0212

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 |
|---|---|---|
| 10 | 30 | Expedited Fee |
| 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 Corp. 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 | | |

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 Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: ____

MAIL TO ADDRESS: Robert Cline
Rt 2 Box 225
Smithsburg, Md 21783

70 Check ____ Cash

Documents on ____ checks

NOTE: ack-mell.

APPROVED BY: A yn

3217 0313

ARTICLES OF INCORPORATION
OF
C.S. STARLITE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 20, 1990 AT 12:25 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 | $ 20.00 | $ |

D2960896

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 5 1990

RETURN TO:
ROBERT L. CLINE
ROUTE #2, BOX 225
SMITHSBURG MD 21783

16IC3032021

A 320987

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

3217 0306

Received for record May 31, 1990 at 10:30 A.M.
Corporation Record Liber 42



STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT
2-15-90 at 8:48 A.M.

ARTICLES OF INCORPORATION

EASTERDAY, INC.

FIRST: I, James D. Johnson, Jr., 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 Maryland General Corporation Law.

SECOND: The name of the corporation is Easterday, Inc. (the "Corporation").

THIRD: The Corporation is formed for the purposes of engaging in the business of retail sales and in any other lawful trade, business, or activity. The Corporation shall have all 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 in Maryland is 5726 Mt. Carmel Road, Boonsboro, Maryland 21713. The name and post office address of the resident agent of the Corporation is Robert E. Easterday, 5726 Mt. Carmel Road, Boonsboro, Maryland 21713.

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

1990 MAY 31 AM 10:30
U 34 3

0047828 3217 0228

of each share of Common Stock is One Dollar ($1.00), and the aggregate par value of all the shares of Common Stock is One Hundred Thousand Dollars ($100,000.00).

SIXTH: The number of directors of the Corporation shall be one (1), so long as there is no capital stock of the Corporation outstanding. Upon the issuance of capital stock, the number of directors of the Corporation shall be three (3) or shall equal the number of shareholders of the Corporation, whichever is less. The number of directors of the Corporation may be increased or decreased by the Bylaws of the Corporation. The name of the director who shall serve until the first annual meeting of the stockholders and until his successor is elected and qualifies is Robert Easterday.

SEVENTH: The Corporation shall indemnify to the fullest extent all persons permitted to be indemnified by the Maryland General Corporation Law 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 6th day of February, 1990.

WITNESS:

James D. Johnson, Jr.

3217 0229

The undersigned, James D. Johnson, Jr., hereby acknowledges these Articles of Incorporation are his act and states that, under the penalties of perjury, the matters and facts set forth herein are true in all material respects to the best of his knowledge, information, and belief.

James D. Johnson, Jr.

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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 40

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 Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: ____

MAIL TO ADDRESS: Strite and Schuldt
138 N. Washington St.
Hagerstown, Md 21740

✓ Check ____ Cash

NOTE:

Documents on ____ checks

APPROVED BY: J.m.T. YH

3217 0271

ARTICLES OF INCORPORATION
OF
EASTERDAY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 15, 1990 AT 8:48 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 | $ |

D2960722

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

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

JUL 5 1990

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

161C3032004

A 320975

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3217 0227
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received for record May 31, 1990 at 10:30 A.M.
Corporation Record Liber 42

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
2-16-90 at 9:14 A .m.



YOUR WAY, INC.

A Maryland Close Corporation,
Organized Pursuant to Title 4 of the
Corporation and Associations Article of the
Annotated Code of Maryland

ARTICLES OF INCORPORATION

FIRST: I, Pamela M. Moser, whose post office address is Route 5, Box 378 A, Hagerstown, Maryland 21740, being at least eighteen years of age, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is Your Way, Inc.

THIRD: The corporation shall be a close corporation as authorized by Title 4 of the Corporations and Association Article of the Annotated Code of Maryland, as amended.

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

(1) To engage in the business of cosmetology, to professionally design and style hair, provide pedicures and manicures, to sell professional hair care products, to assist and counsel in techniques used for hair and skin care, and to perform all necessary and proper related services and activities in connection herewith.

(2) To engage in the sale of dietary supplements and products, to assist and counsel in the use of them, and to counsel in the overall need for proper nutrition.

(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.

90 FEB 16 AM 9 14
RECEIVED
00478249
3217 0149

FIFTH: The post office address of the principal office of the Corporation in Maryland is Route 5, Box 378 A, Beck Road, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland are Pamela M. Moser, Route 5, Box 378 A, Hagerstown, Maryland 21740.

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

SEVENTH: After the completion of the organization meeting of the directors and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no board of directors. Until such time, the Corporation shall have one (1) director, whose name is Pamela M. Moser.

EIGHTH: No director or officer of the Corporation shall be liable to the Corporation or to its stockholders for money damages except (1) to the extent that it is proved that such director or officer acutally received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received, or (2) to the extent that a judgment or other final adjudication adverse to such director or officer is entered in a proceeding based on a finding on the proceeding that such director's or officer's action, or failure to act, was (a) the result of active and deliberate dishonesty, or (b) intentionally wrongful, willful or malicious and, in each such case, was material to the cuaw of action adjudicated in the proceeding.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 14th day of February, 1990, and severally acknowledge the same to be my act.

Pamela M. Moser

Pamela M. Moser

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: John Salvatore

MAIL TO ADDRESS: Salvatore & Wade
44 N. Potomac St.
Suite 204
Hagerstown, Md
21740

TOTAL FEES 40

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: Jm. T. Y.H

3217 0152

ARTICLES OF INCORPORATION
OF
YOUR WAY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 16, 1990 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 | $ 20.00 | $ |

D2960599

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 5 1990

RETURN TO:
SALVATORE & WADE
ATTN: JOHN SALVATORE
44 N. POTOMAC ST., STE. 204
HAGERSTOWN MD 21740

161C3031991

A 320962

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3217 0148

Received for record May 31, 1990 at 10:30 A.M.
Corporation Record Liber 42



CERTIFICATE

OF

CORPORATE RESOLUTIONS

I. Elizabeth E. Bentz, Secretary of Eagle Air, Inc., a Maryland corporation (the "Corporation"), do hereby certify that by action of the Board of Directors of Corporation as of February 12, 1990, the resolutions, a copy of which is attached hereto, were adopted and recorded in the minute book of the Corporation authorizing the change of resident agent of the Corporation 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 13th day of February, 1990.

(SEAL)

Elizabeth E. Bentz
Secretary

1990 FEB 15 P 8:48

00172149

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
2-15-90 at 8:46 P.m.

7216 1922

EAGLE AIR, INC.

ACTION OF DIRECTORS BY WRITTEN UNANIMOUS CONSENT

The undersigned, being all of the Directors of Eagle Air, Inc., a Maryland corporation (the "Corporation"), do hereby waive notice of and the holding of a meeting and consent to the adoption of the following resolutions and the recording of these resolutions among the minutes of proceedings of the Board of Directors:

RESOLVED: That the resident agent of the Corporation in the State of Maryland be and he is hereby changed from John T. Stauffer, whose post office address is Route 12, Box 66, Hagerstown, Maryland 21740, to Francis S. Humphrey, whose post office address is Route 12, Box 66, Hagerstown, Maryland 21740, and who is a resident of the State of Maryland.

BE IT FURTHER RESOLVED: That the proper officers of the Corporation be and they are hereby authorized and directed for and on behalf of the Corporation to file an appropriate certified copy of this resolution with the State Department of Assessments and Taxation of Maryland and to do and perform any and all other necessary and proper acts incident thereto.

WITNESS our signatures as of this 12th day of February, 1990.

F S Humphrey
Francis S. Humphrey

Elizabeth E. Bentz
Elizabeth E. Bentz

James E. Jarvis
James E. Jarvis

3216 1923

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 71

# D2794824 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 |
| 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 Corp. Registration |
| 87 | | _____ Limited Part. Good Standing |
| 71 | | Financial |
| 600 | | Personal Property Reports and late filing penalties |
| 70 | $10.00 | Change of P.O., R.A. or R.A.A. |
| 91 | | Amend/Cancellation, For. Limited Part. |
| | | Other |
| | | Other |

TOTAL FEES $10.00

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 Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Strite and Schildt
138 W Washington St.
Suite 200
Hagerstown, MD 21740

1 Check ___ Cash

NOTE:

1 Documents on 1 checks

APPROVED BY: RMC

7216 1824

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS
OF
EAGLE AIR, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 15, 1990 AT 8:46 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 | $ |

D2794824

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 5 1990

RETURN TO:
STRITE & SCHILDT
138 W. WASHINGTON ST., STE. 200
HAGERSTOWN MD 21740

16003031898

A 320897

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER 3216 FOLIO 1821

Received for record May 31, 1990 at 10:30 A.M.
Corporation Record Liber 42



HAGERSTOWN TRUST COMPANY

CHANGE OF RESIDENT AGENT

I, the undersigned, Secretary of Hagerstown Trust Company, a Maryland corporation do hereby certify to the State Department of Assessments and Taxation that the following resolution, changing the resident agent of the corporation in the State of Maryland was duly adopted by the Board of Directors of said corporation at its meeting held February 13, 1990, and that the resolution is in force and effect on the date hereof:

> RESOLVED that the name and post office address of the company's resident agent be changed to Philip L. Rohrer, who is an individual residing in Maryland, 83 W. Washington Street, Hagerstown, Maryland, 21740.

In witness whereof, I have signed this certificate.

H. Terrence Trovinger, Secretary

00468450

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

1990 FEB 15 A 12:35

APPROVED FOR RECORD
2-15-90 at 12:35 p.m.

3216 1817

474

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 71

# D0037911 ____ P.A. ____ Religious ____ Close ____ Stock ____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 |
| 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 Corp. Registration |
| 87 | | ____ Limited Part. Good Standing |
| 71 | | Financial |
| 600 | | ____ Personal Property Reports and late filing penalties |
| 70 | $10.00 | 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
____ Designation of Resident Agent
✓ Designation of Resident Agent and Resident Agent's Address
____ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Hagerstown Trust Company
P.O. Box 189
Hagerstown, Md 21741

TOTAL FEES $10.00

1 Check ____ Cash

1 Documents on 1 checks

NOTE:

APPROVED BY: RMC VH

3216 1818

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS
OF
HAGERSTOWN TRUST COMPANY

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 15, 1990 AT 12:35 O'CLOCK P.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

| ORGANIZATION AND CAPITALIZATION FEE PAID: | RECORDING FEE PAID: | SPECIAL FEE PAID: |
|---|---|---|
| $ | $ 10.00 | $ |

D0037911

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
HAGERSTOWN TRUST COMPANY
P.O. BOX 189
HAGERSTOWN MD 21741

160C3031896

A 320896

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO 2216 1916

Received for record May 31, 1990 at 10:30 A.M.
Corporation Record Liber 42

HAGERSTOWN TRUST COMPANY INC

CHANGE OF RESIDENT AGENT

I, the undersigned, Secretary of
a Maryland corporation do hereby certify to the State Department of Assessments and Taxation that the following resolution, changing the resident agent of the corporation in the State of Maryland was duly adopted by the Board of Directors of said corporation at its meeting held February 13, 1990, and that the resolution is in force and effect on the date hereof:

> RESOLVED that the name and post office address of the company's resident agent be changed to Philip L. Rohrer, who is an individual residing in Maryland, 83 W. Washington Street, Hagerstown, Maryland, 21740.

In witness whereof, I have signed this certificate.

H. Terrence Trovinger

H. Terrence Trovinger, Secretary

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
2-15-90 at 12:34 P.M.

00408448

3216 1814

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 21

# D0398743 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 |
| 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 Corp. Registration |
| 87 | | _____ Limited Part. Good Standing |
| 71 | | Financial |
| 600 | | _____ Personal Property Reports and _____ late filing penalties |
| 70 | $10.00 | Change of P.O., R.A. or R.A.A. |
| 91 | | Amend/Cancellation, For. Limited Part. |
| | | Other _____ |
| | | Other _____ |

TOTAL FEES $10.00

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 Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Hagerstown Trust Co
PO Box 189
Hagerstown Md 21741

1 Check ___ Cash

NOTE:

1 Documents on 1 checks

APPROVED BY: RMC VH

3216 1815

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS
OF
HTC, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 15, 1990 AT 12:34 O'CLOCK P.M. AS IN CONFORMITY WITH LAW AND ORDFRED RECORDED.

| ORGANIZATION AND CAPITALIZATION FEE PAID: | RECORDING FEE PAID: | SPECIAL FEE PAID: |
|---|---|---|
| $ | $ 10.00 | $ |

D0398743

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 5 1990

RETURN TO:
HAGERSTOWN TRUST CORP
P.O. BOX 189
HAGERSTOWN MD 21741

160C3031895

A 320895

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 2216 1917

Received for record May 31, 1990 at 10:30 A.M.
Corporation Record Liber 42



MID-ATLANTIC BANKCORP

CHANGE OF RESIDENT AGENT

I, the undersigned, Secretary of Mid-Atlantic Bankcorp a Maryland corporation do hereby certify to the State Department of Assessments and Taxation that the following resolution, changing the resident agent of the corporation in the State of Maryland was duly adopted by the Board of Directors of said corporation at its meeting held February 13, 1990, and that the resolution is in force and effect on the date hereof:

> RESOLVED that the name and post office address of the company's resident agent be changed to Philip L. Rohrer, who is an individual residing in Maryland, 83 W. Washington Street, Hagerstown, Maryland, 21740.

In witness whereof, I have signed this certificate.

H. Terrence Trovinger, Secretary

00468449

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

1990 FEB 15 A 12:33

APPROVED FOR RECORD

2-15-90 at 12:33P.m.

3216 1799

480

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 21

# D1840602 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 |
| 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 Corp. Registration |
| 87 | | _____ Limited Part. Good Standing |
| 71 | | Financial |
| 600 | | _____ Personal Property Reports and _____ late filing penalties |
| 70 | $10.00 | 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Mid-Atlantic Bancorp
P.O. Box 189
Hagerstown Md 21741

TOTAL FEES $10.00

1 Check ___ Cash

NOTE:

1 Documents on 1 checks

APPROVED BY: RMC VH

3216 1800

CHANGE OF RESIDENT AGENT
OF
MID-ATLANTIC BANKCORP

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 15, 1990 AT 12:33 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

| ORGANIZATION AND CAPITALIZATION FEE PAID: | RECORDING FEE PAID: | SPECIAL FEE PAID: |
|---|---|---|
| $ | $ 10.00 | $ |

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 JUL 5 1990

RETURN TO:
MID-ATLANTIC BANKCORP
P.O. BOX 189
HAGERSTOWN MD 21740

160C3031890

A 320890

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3216 1798

Received for record May 31, 1990 at 10:30 A.M.
Corporation Record Liber 42

THE EXCHANGE CLUB CENTER FOR THE
PREVENTION OF CHILD ABUSE OF
WASHINGTON COUNTY, INC.

ARTICLES OF AMENDMENT

2-15-90 9:24a

The Exchange Club Center for the Prevention of Child Abuse of Washington County, Inc., a Maryland corporation, having its principal office at 138 East Antietam Street, Hagerstown, Maryland 21740 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

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

"SEVENTH: Upon dissolution of this Corporation assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, or any corresponding section of any future federal tax code, or shall be distributed to the Federal government, or to a state or local government for a public purpose."

SECOND: The Board of Directors of the Corporation, pursuant to and in accordance with Section 2-603(c) of the Corporations and Associations Article of the Annotated Code of Maryland, duly approved this Amendment to its charter. There are no voting members other than the Board of Directors.

IN WITNESS WHEREOF, The Exchange Club Center for the Prevention of Child Abuse of Washington County, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 14 day of FEBRUARY, A.D., 1990, and its President acknowledges that these Articles of Amendment are the act and deed of The Exchange Club Center for the Prevention of Child Abuse of Washington County, 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:

Gary L. Garner
Secretary

THE EXCHANGE CLUB CENTER FOR THE
PREVENTION OF CHILD ABUSE OF
WASHINGTON COUNTY, INC.

00468099

By: M J Shabon
President

1990 FEB 15 A 9:24

3216 1779

THE EXCHANGE CLUB

PARENT/CHILD CENTER

February 12, 1990

Meyers Young & Grove, PA
82 W. Washington St.
Hagerstown, MD 21740

To Whom It May Concern:

The following is an excerpt from the Board of Director's minutes of the February 8th, 1990 meeting.

"The motion was make to accept the amendments to the Articles of Incorporation and also to include the information that the Board of Directors are the only voting members of the organization".

THE EXCHANGE CLUB CENTER
FOR THE PREVENTION OF CHILD ABUSE
OF WASHINGTON COUNTY, INC.
138 E. Antietam Street, Suite 4
Hagerstown, MD 21740
(301) 791-2224

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 809 BUSINESS CODE _____ COUNTY 71

# D 2661056 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code 075

ATTENTION: Linda Punt

MAIL TO ADDRESS: _____

TOTAL FEES 20

✓ Check ___ Cash

NOTE:

Documents on _____ checks

APPROVED BY: Ro cm

3216 1781

ARTICLES OF AMENDMENT
OF
THE EXCHANGE CLUB CENTER FOR THE PREVENTION OF
CHILD ABUSE OF WASHINGTON COUNTY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 15, 1990 AT 9:24 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 | $ |

D2661056

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

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

JUL 5 1990

RETURN TO:
MEYERS, YOUNG & GROVE, P.A.
P O BOX 1267
HAGERSTOWN MD 21741 1267

16000031885

A 320886

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 7216 1778

Received for record May 31, 1990 at 10:30 A.M.
Corporation Record Liber 42

ARTICLES OF AMENDMENT

2-15-90 9:57a

The Cedar Creek Company, a Maryland corporation having its principal offices 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 inserting as article nine, paragraph one the following:

> The Corporation will adopt the status of "Close Corporation" and will enjoy all rights, responsibilities, and limitation associated with this election.

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 an unanimous vote of the stockholders of the corporation.

IN WITNESS WHEREOF: CEDAR CREEK COMPANY, has caused these presents to be signed in its name and on its behalf by its President and attested by its Secretary on this 15th day of December, 1989.

ATTEST: CEDAR CREEK COMPANY,

Mary F. Ellis, Secretary

Daniel G. Ellis, President



1990 FEB 15 A 9:57

00468222 3216 1723

ARTICLES OF AMENDMENT

THE UNDERSIGNED, President of CEDAR CREEK COMPANY, who executed on behalf of said Corporation, the foregoing Articles of Amendment, of which this certificate is made a part, hereby acknowledges, in the name andon 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 penalties of perjury.

Daniel G. Ellis, Pres.
Daniel G. Ellis, President

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 09 BUSINESS CODE 03 COUNTY 71

# D 2555530 ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) ___ Surviving (Transferee) ___

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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
- ___ Designation of Resident Agent and Resident Agent's Address
- ✓ Other Change add close

Code ___

ATTENTION: ___

MAIL TO ADDRESS: Cedar Creek Company 18829 Shepherdstown Pike Keedysville Md 21756

TOTAL FEES 20

✓ Check ___ Cash

NOTE: add close

___ Documents on ___ checks

APPROVED BY: gs cm

3216 1725

ARTICLES OF AMENDMENT
OF
CEDAR CREEK COMPANY

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 15, 1990 AT 9:57 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 | $ |

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 JUL 5 1990

RETURN TO:
CEDAR CREEK COMPANY
18329 SHEPHERDSTOWN PIKE
KEEDYSVILLE MD 21756

16003031873

A 320876

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3216 1722

Received for record May 31, 1990 at 10:30 A.M.
Corporation Record Liber 42

APPROVED FOR RECORD
02-14-90 at 9:38 A.M.

ARTICLES OF INCORPORATION
OF
BLUE RIDGE LANDSCAPING, INC.

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Gregg Frederick Finkel, whose address is 6324 Clevlandtown Rd., Boonsboro, Maryland 21013, and Dennis James Hutzel, whose address is also 6324 Clevlandtown Rd., Boonsboro, Maryland 21713, 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 Blue Ridge Landscaping, Inc.

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

To market, sell, distribute and otherwise deal in landscaping products; to perform all necessary and proper related services and activities in connection therewith; and to engage in the business of rendering landscaping services.

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

YDER & POOLE, P.A. ATTORNEYS AT LAW
RSTOWN, MARYLAND
DERICK, MARYLAND

1990 FEB 14 A 9:28
00458188 3216 0210

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.

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.

FOURTH: The address of the principal office of the Corporation in this State is 6326 Clevlandtown Road, Boonsboro, Maryland 21713. The name and address of the Resident Agent of the Corporation in this State is Gregg Frederick Finkel, 6326 Clevlandtown Road, Boonsboro, Maryland 21713. Said resident agent is a citizen actually residing in this State.



3216 0311

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 100 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 qualifed are: Gregg Frederick Finkel and Dennis James Hutzell.

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 10th day of February, 1990.



3216 0312

WITNESS:

Sandra A. Coffman

Gregg Frederick Finkel

Sandra A. Coffman

Dennis James Hutzell

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

I HEREBY CERTIFY, that on this 16 day of February, 1988, 90 before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Gregg Frederick Finkel, and severally acknowledged the execution of the aforegoing Articles of Incorporation to be his voluntary acts and deeds.

WITNESS my hand and Official Notarial Seal.

Sandra A. Coffman
Notary Public

My Commission Expires:
July 1, 1990

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

I HEREBY CERTIFY, that on this 16 day of February, 1988, 90 before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Dennis James Hutzell, and severally acknowledged the execution of the aforegoing Articles of Incorporation to be his voluntary acts and deeds.

WITNESS my hand and Official Notarial Seal.

Sandra A. Coffman
Notary Public

My Commission Expires:
July 1, 1990



3216 0313

494

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 20 | 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 |
| 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 |
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| 22 | | State Transfer Tax |
| 23 | | Local Transfer Tax |
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| NA | | Foreign Corp. 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
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: ____

MAIL TO ADDRESS: Snyder & Poole, PA
28 Jonathan Street
Hagerstown, MD 21740

TOTAL FEES 40

✓ Check ____ Cash

NOTE:

Documents on ____ checks

APPROVED BY: JmT RC

3216 0314

ARTICLES OF INCORPORATION
OF
BLUE RIDGE LANDSCAPING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 14, 1990 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 | $ 20.00 | $ |

D2958239

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
SNYDER & POOLE, P.A.
28 JONATHAN STREET
HAGERSTOWN MD 21740

159C3031614

A 318762

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 3216 0309

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR PAYMENT

Received for record May 31, 1990 at 10:30 A.M.
Corporation Record Liber 42

02-14-90 9:18

DAJU, 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 DAJU, Inc.

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

(1) To engage in the business of purchasing, owning, maintaining and operating a family recreational facility; 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 2120 Jefferson Boulevard, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Cindy S. Everly, 101 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, which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

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

David P. Grier

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

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

ssberg & DiGirolamo
neys at Law
est Washington Street
stown, Maryland 21740
1990 FEB 14 A 9:18
00458182

(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 of 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, st a duly constituted meeting of a majority of all votes case by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former Director of Officer is proper in the circumstances.

Schlossberg & DiGirolamo
Attorneys at Law

134 West Washington Street
Hagerstown, Maryland 21740

3216 0234

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 12th day of February, 1990, and I acknowledge the same to be my voluntary act and deed.

Shanna E. Kemmerer
Witness

Roger Schlossberg (SEAL)

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

# ____ P.A. ____ Religious ____ Close ✓ Stock ____ Nonstock

Merging (Transferor) ____

Surviving (Transferee) ____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: ____

MAIL TO ADDRESS: Schlossberg & Digiulamo
134 W. Washington St.
Hagerstown, MD 21740

TOTAL FEES 40.00

✓ Check ____ Cash

NOTE:

Documents on ____ checks

APPROVED BY: ____

3216 0236

ARTICLES OF INCORPORATION
OF
DAJU, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 14, 1990 AT 9:18 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 | $ |

D2958106

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
SCHLOSSBERG & DIGIROLAMO
134 W. WASHINGTON ST
HAGERSTOWN MD 21740

159C3031601

A 318749

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

3216 0232

Received for record May 31, 1990 at 10:30 A.M.
Corporation Record Liber 42

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR PAYMENT
2-13-90 at 10:00 a.m.

MARYLAND HOME CONSTRUCTION, INC.

ARTICLES OF INCORPORATION
including election to be a Close Corporation

FIRST: We, Jeffrey A. Piper and Forrest D. Shugars, whose office address is 417 West Wilson Boulevard, Hagerstown, Washington County, Maryland 21740, both being at least eighteen (18) years of age, do hereby form a corporation under the general laws of the State of Maryland.

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

Maryland Home Construction, 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) The purchase, development, and sale of real property.

(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 address of the principal office of the Corporation in Maryland is 417 West Wilson Boulevard, Hagerstown, Washington County, Maryland 21740. The names and office address of the Resident Agents of the Corporation in Maryland are Jeffrey A. Piper and Forrest D. Shugars, 417 West Wilson Boulevard, Hagerstown, Washington County, Maryland 21740. Said Resident Agents are citizens of Maryland and actually reside therein.

STATE DEPT. OF ASSESSMENTS & TAXATION
RECEIVED
'90 FEB 13 AM 10 00
00446158 3216 0199

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 Jeffrey A. Piper and Forrest D. Shugars.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 22 day of JAN., 1990, and we acknowledge the same to be our act.

WITNESS:

Jeffrey A. Piper

Forrest D. Shugars

502

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: ____

MAIL TO ADDRESS: Kaylor & Hanty
123 W. Washington St.
Hagerstown, Md
21740

TOTAL FEES 40

✓ Check ____ Cash

NOTE:

Documents on ____ checks

APPROVED BY: J.M.T.R.C

3216 0191

ARTICLES OF INCORPORATION
OF
MARYLAND HOME CONSTRUCTION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 13, 1990 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: |
|---|---|---|
| $ 20.00 | $ 20.00 | $ |

D2958023

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 5 1990

RETURN TO:
KAYLOR & WANTZ
123 W. WASHINGTON ST
HAGERSTOWN MD 21740

15903031593

A 318741

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3216 0188

504

Received for record May 31, 1990 at 10:30 A.M.
Corporation Record Liber 42

EVERLY & ARMSTRONG, P. A.

8:38a

2-12-90 AMENDED ARTICLES OF INCORPORATION

FIRST: I, Thomas M. DiGirolamo, 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 **EVERLY & ARMSTRONG, P. A.**

THIRD: The Corporation shall be a close corporation as authorized by Title 4 of the Corporation and Association Article of the Annotated Code of Maryland, as amended.

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

(1) To engage in the professional practice of accounting and the provision of accounting and related services; and to engage in any other lawful purpose and/or business.

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

FIFTH: The post office address of the principal office of the Corporation in this State is 101 West Franklin Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Cindy S. Everly, 101 West Franklin 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 Five Thousand (5,000) shares of common stock, without par value.

SEVENTH: The number of Directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that:

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

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

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Cindy S. Everly and Terry Eileen Armstrong.

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:

ssberg & DiGirolamo
neys at Law
est Washington Street
stown, Maryland 21740

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

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

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

TENTH: (1) As used in this Article Tenth, 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 may, as determined by the Board of Directors of the Corporation, indemnify and advance expenses to a director, officer, employee or agent of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

Schlossberg & DiGirolamo
Attorneys at Law

134 West Washington Street
Hagerstown, Maryland 21740

IN WITNESS WHEREOF, I have signed these Amended Articles of Incorporation this 8th day of February, 1990, and I acknowledge the same to be my voluntary act and deed.

Angela L. Burgess
Witness

Thomas M. DiGirolamo 3215 1839
(SEAL)
Thomas M. DiGirolamo

506

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 10 BUSINESS CODE 06 COUNTY 71

# D 2943694 ✓ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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 20

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 Resident Agent's Address
✓ Other Change add close

Code _____

ATTENTION: _____

MAIL TO ADDRESS:
Thomas Di Girolamo
134 W. Wash. St
Hagerstown Md
21740

✓ Check ___ Cash

NOTE: add close

___ Documents on ___ checks

APPROVED BY: MOCS

3215 1840

AMENDED ARTICLES OF INCORPORATION
OF
EVERLY & ARMSTRONG, P. A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 12, 1990 AT 8:38 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 | $ |

D2943694

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
THOMAS DIGIROLAMO
134 W. WASHINGTON ST.
HAGERSTOWN MD 21740

MAILED JUL 5 1990

158C3031491

A 320703

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3215 1937
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

508

Received for record May 31, 1990 at 10:30 A.M.
Corporation Record Liber 42

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR PAYMENT

S & S TRUCKING, INC. 02-12-90 at 8:54 .m.

ARTICLES OF INCORPORATION

FIRST: I, DIXIE C. NEWHOUSE, whose post office address is 82 West Washington Street, Post Office Box 1417, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

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

S & S TRUCKING, INC.

THIRD: 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.

FOURTH: The address of the principal offices of the Corporation in this State is 717 Salem 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., 82 West Washington Street, Hagerstown, MD 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), provided that:

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

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

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are John F. Saunders, Richard E. Shoemaker and Dixie C. Newhouse.

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

3215 1391

00438230

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

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

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

(3) Any director, individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director or in which any director may be interested as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in, any contracts or transaction of the Corporation, and in the absence of fraud no contract or other transaction of the Corporation shall be void or voidable solely because of any such common directorship or interest, or the presence of the director at the meeting of the Board or a Committee of the Board which authorizes, approves or ratifies the contract or transaction provided that: the fact of the common directorship or interest is disclosed or known to; the Board of Directors or the Committee, and the Board or Committee authorizes, approves or ratifies the contract or transaction by the affirmative vote of a majority of disinterested directors, even if the disinterested directors constitute less than a quorum, or the stockholders entitled to vote, and the contract or transaction is authorized, approved or ratified by a majority of the votes cast by the stockholders entitled to vote other than the vote of shares owned of record or beneficially by the interested director or corporation, firm, or other entity; or the contract or transaction if fair and reasonable to the Corporation. If a contract or transaction is not authorized, approved or ratified in one of the ways provided for in this subsection, the person asserting the validity of the contract of transaction bears burden of providing 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 there by substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation or merger.

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

(5) With respect to: (1) the amendment of the Charter of 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,

3215 1393

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 interest of the Corporation, and, with respect to any criminal action or proceeding by judgment, order, settlement, convection, 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 the reason of the fact that he 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 of other enterprise, against expenses (including attorney's 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 jurisdiction in these premises, shall determine upon application that, despite the adjudication of the 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 a 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 attorney's 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

3215 1394

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 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.

9th IN WITNESS WHEREOF, I have signed these Articles of Incorporation this day of February, 1990 and I acknowledge the same to be my act.

WITNESS:

Brenda S. Curtis

Dixie C. Newhouse

3215 1395

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 20 | 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 |
| 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 Corp. 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
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: ____

MAIL TO ADDRESS: Law Offices Creager Newhouse, P.A. 82 West Washington St. Hagerstown, MD 21740

TOTAL FEES 40

✓ Check ____ Cash

NOTE:

Documents on ____ checks

APPROVED BY: JMT VH

3215 1396

ARTICLES OF INCORPORATION
OF
S & S TRUCKING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 12, 1990 AT 8:59 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 | $ 20.00 | $ |

D2957447

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

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

JUL 5 1990

RETURN TO:
LAW OFFICES OF
CREGER & NEWHOUSE, P.A.
82 W. WASHINGTON ST.
HAGERSTOWN MD 21740

158C3031436

A 320651

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

3215 1390

Received for record May 31, 1990 at 10:30 A.M.
Corporation Record Liber 42



ARTICLES OF AMENDMENT AND RESTATEMENT

OF

M.P.MOLLER, INC.

2-7-90 3:19p

RECEIVED
'90 FEB 7 PM 3 19
STATE DEPT. OF
ASSESSMENTS & TAXATION

M. P. MOLLER, INC., a Maryland corporation (the "Corporation"), having its principal office in Hagerstown, Maryland, certifies:

FIRST: The Corporation desires to amend its charter in its entirety and to restate its charter as amended.

SECOND: The Charter of the Corporation is amended and restated in its entirety by striking out the entire text of the Certificate of Incorporation dated March 16, 1921, and substituting in lieu thereof the following:

FIRST: The name of the corporation (which is hereinafter called the "Corporation") is: M.P. MOLLER, INC.

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

(a) To carry on any and all business, transactions and activities permitted by the Maryland General Corporation Law which may be deemed desirable by the Board of Directors of the Corporation, as well as all activities and things necessary and incidental thereto, to the full extent empowered by such laws.

THIRD: The post office address of the principal office of the Corporation in this State is 403 North Prospect Street, P.O. Box 149, Hagerstown, Maryland 21741. The resident agent of the Corporation in this State is Roland Funk, whose

00030237

post office address is 339 Antietam Street, Suite One, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland, and actually resides therein.

FOURTH: The total number of shares of stock of all classes which the Corporation has authority to issue is Seven Hundred and Fifteen (715) shares, of the par value of Two Hundred Dollars ($200.00) each, all of which shares are of one class and are designated Common Stock. The aggregate par value of all shares having par value is One Hundred and Forty Three Thousand Dollars ($143,000.00).

FIFTH: The Corporation shall have seven (7) directors, which number may be increased or decreased, but to not more than nine (9) and not less than the lesser of five (5) or the number of stockholder(s), pursuant to the By-Laws of the Corporation.

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

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

0615U

(b) No contract or other transaction between this Corporation and any other corporation, partnership, individual or other entity and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are directors, principals, partners or officers of such other entity, or are pecuniarily or otherwise interested in such contract, transaction or act; provided that (i) the existence of such relationship or such interest shall be disclosed to the Board of Directors or to a committee of the Board of Directors if the matter involves a committee decision, and the contract, transaction or act shall be authorized, approved or ratified by a majority of disinterested directors on the Board or on such committee, as the case may be, even if the number of disinterested directors constitutes less than a quorum or (ii) the contract, transaction or act shall be authorized, ratified or approved in any other manner permitted by the Maryland General Corporation Law.

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

(d) The Board of Directors shall have the power to classify or reclassify any unissued stock, whether now or hereafter authorized, by setting or changing the preferences,

3214 2373

conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of such stock.

(e) Unless otherwise provided by the Board of Directors, no holder of stock of any class shall be entitled to preemptive rights to subscribe for or purchase or receive any part of any new or additional issue of stock of any class of the Corporation or securities convertible into stock of any class of the Corporation.

(f) To the maximum extent that limitations on the liability of directors and officers are permitted by the Maryland General Corporation Law, as from time to time amended, no director or officer of the Corporation shall have any liability to the Corporation or its stockholders for money damages. This limitation on liability applies to events occurring at the time a person serves as a director or officer of the Corporation whether or not such person is a director or officer at the time of any proceeding in which liability is asserted. No amendment or repeal of this paragraph, or the adoption of any provision of the Corporation's Charter inconsistent with this paragraph, shall apply to or affect in any respect the liability of any director or officer of the Corporation with respect to any alleged act or omission which occurred prior to such amendment, repeal or adoption.

(g) To the maximum extent permitted by the Maryland General Corporation Law, as from time to time amended,

3214 2374

the Corporation shall indemnify its currently acting and its former directors against any and all liabilities and expenses incurred in connection with their services in such capacities, shall indemnify its currently acting and its former officers to the full extent that indemnification shall be provided to directors, and shall indemnify its employees and agents and persons who serve and have served, at its request as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture or other enterprise. The Corporation shall, also to the same extent, advance expenses to its directors, officers and other persons, if any, and may by Bylaw, resolution or agreement make further provision for indemnification of directors, officers, employees and agents. No amendment or repeal of this paragraph, or the adoption of any provision of the Corporation's Charter inconsistent with this paragraph, shall apply to or affect in any respect the indemnification of any director or officer of the Corporation with respect to any alleged act or omission which occurred prior to such amendment, repeal or adoption.

THIRD: These Articles of Amendment and Restatment include all provisions of the charter of the Corporation as currently in effect.

FOURTH: The Amendment and Restatement of the Charter set forth in these Articles of Amendment and Restatement was advised and approved by a majority of the Board of Directors and approved by the sole stockholder.

3214 2375

0615U

FIFTH: The Corporation was authorized to issue Seven-Hundred and Fifteen (715) shares of common stock, par value Two Hundred Dollars ($200.00) per share, and having an aggregate par value of $143,000.00; and upon filing of these Articles of Amendment, the Corporation is authorized to issue Seven Hundred and Fifteen (715) shares of common, par value Two Hundred Dollars ($200.00) per share. The aggregate par value of all shares is $143,000.00.

IN WITNESS WHEREOF, M. P. MOLLER, INC., has caused these Articles to be executed in its name and on its behalf by its Chairman, who acknowledges them to be the act of the Corporation, and affirms, under the penalties for 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.

M. P. MOLLER, INC.

By: Paul J. Coughlin, Jr.
Paul J. Coughlin, Jr.,
Chairman of the Board

3214 2376

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 13 BUSINESS CODE 03 COUNTY 71

# D0154658 ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) ___ Surviving (Transferee) ___

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 | 12 | 1 Certified Copy 6p |
| 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 Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change ___

Code 063

ATTENTION: Craig Spencer

MAIL TO ADDRESS: ___

TOTAL FEES 32

✓ Check ___ Cash

NOTE: Copy made

Documents on ___ checks

3214 2377

APPROVED BY: JWO VH

THE ARTICLES OF AMENDMENT AND RESTATEMENT
OF
M. P. MOLLER, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 7, 1990 AT 3:19 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 | $ |

D0154658

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 5 1990

RETURN TO:
VENABLE, BAETJER & HOWARD
ATTN: CRAIG SPENCER
2 HOPKINS PLAZA
1800 MERCANTILE BANK & TRUST BLDG
BALTIMORE MD 21201

157C3031317

A 318693

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3214 2370

Received for record May 31, 1990 at 10:30 A.M.
Corporation Record Liber 42



2/8/90 at 11:23 a.m.
RECEIVED
'90 FEB 8 AM 11:23
STATE DEPT. OF ASSESSMENTS & TAXATION

ARTICLES OF INCORPORATION

OF

PWR, Inc.

FIRST: WE, THE UNDERSIGNED, Henry C. Clarke, Jr., 22612 Griffith Drive, Gaithersburg, Maryland 20882 and Gary L. Crawford, 16716 Bethayres Road, Derwood, Maryland 20855, each being at least 18 years of age, do under and by virtue of the General Laws of Maryland authorizing the formation of corporations, associate ourselves as incorporators with the intention of forming a corporation.

Second: The name of this Corporation shall be:

PWR, Inc.

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

1. To engage in the business of production and marketing of weight reduction goods, accessories, equipment and services.

2. To acquire, by purchase, subscription, or in any other manner, take, receive, hold, use, employ, sell, assign, transfer, exchange, pledge, mortgage, lease, dispose of and otherwise deal in and with, any shares of stock, shares, bonds, debentures, notes, mortgages, or other obligations, and any certificates, warrants, receipts, or other instruments for same; or representing any other rights or interest therein or in any property or assets, issued or



7214 1694

created by any persons, firms, associations, corporations, syndicates, or by any governments or subdivisions thereof; and to issue in exchange thereof; and to issue in exchange therefor, in the manner permitted by law, shares of capital stock, bonds or other obligations of the Corporation, script voting trust certificates, bonds, mortgages or other securities or evidence of indebtedness, to possess and exercise in respect thereof any and all rights, powers and privileges of ownership, including the right to vote thereon.

3. To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge, or otherwise dispose of or turn to account, or deal with all or any part of the property of the Corporation, and from time to time vary any investment or employment of the capital of the Corporation.

4. To build, erect, construct, alter, reconstruct, and improve any and all buildings and structures upon any lands or waters whatsoever.

5. To import, export, hold, own, buy, sell, assign, consign, take on consignment, lease, hire, mortgage, pledge, transfer, manufacture, produce, prepare, deal in and deal with and in any manner dispose of goods, wares, and merchandise and chattels and effects of all kinds, both at wholesale and retail, and in any part of the world.

6. To acquire, build, charter, buy, lease, rent, operate, and use vehicles and other means of transportation of any kind or character whatsoever.

7. To apply for, obtain, register, purchase, lease or otherwise acquire or own any concessions, rights, options, patents, patent-rights, privileges, inventions, formulae, processes, copyrights, trade-marks, trade names, or any right, option or contract in relation thereto; to develop, maintain, lease, sell, transfer, license, dispose of, use, operate, or manufacture under or in any way otherwise deal in and with the same; and perform, carry out, and fulfill the terms and conditions of any option or contract in relation thereto.

8. To purchase, lease, or otherwise acquire the property of even kind, including the business, good will, rights and franchises of any corporation, co-partnership, association or individual, or any part of such business, and to undertake, guarantee, assume to pay the liability thereof, and to pay for such property, business, goodwill rights, and franchises by the issue of stock or other securities of the Corporation, or otherwise in the manner provided by law, and to conduct in any lawful manner the business so acquired, and to exercise all powers necessary or convenient in and about the conduct, management, and carrying on of such business.

9. To organize, incorporate, and reorganize subsidiary corporations, joint stock companies, and associations for any purpose permitted by law.

10. To acquire, by purchase, lease or otherwise, to own, use and operate factories, shops, and manufacturing plants, including lands, buildings, machinery, equipment, and appliances, warehouses, stores and other properties within or without the State of Maryland which may be useful to accomplish any of the purposes or carrying on any of the businesses of the character hereinbefore referred to.

11. To acquire by purchase, lease, exchange, or otherwise, real and personal property without limit in the State of Maryland or other states or territories of the United States and in the District of Columbia, and in foreign countries, and to hold, use, pledge, mortgage, sell or otherwise dispose of any property, real or personal, owned by it.

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

13. To carry on any other business in connection with the foregoing, whether manufacturing or otherwise.

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

15. To borrow or raise money for any of the purposes of this Corporation, and to issue bonds, debentures, debenture stocks, notes, or other obligations of any nature, and to secure the same by pledge or mortgage of the whole or any part of the property of the Corporation, whether real or personal, and at the time owned or thereafter acquired, or to issue bonds, debentures, stocks or notes without any such security.

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

17. To purchase, hold, and reissue the shares of its capital stock, and its bonds, debentures, debenture stocks,

notes, or other obligations in such manner as the Board of Directors may from time to time determine.

18. To do any act or thing and exercise any power suitable, convenient, or proper for the accomplishment of any of the purposes herein enumerated or incidental to the powers herein specified, or which at any time may appear conducive to or expedient for the accomplishment of any such purposes.

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

20. To have and exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Maryland upon corporations formed under the Acts hereinabove referred to, or under any Act amendatory thereof or supplemental thereto or in substitution therefor.

The foregoing enumeration of purposes, objects, and business of the Corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law, and it 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, and the said Corporation shall have, enjoy, and exercise all of the powers and rights now or hereafter conferred by statute upon

corporations of a similar character, it being the intention that the purposes, objects, and powers specified in each of the paragraphs of this Article THIRD of the Articles of Incorporation shall, except as otherwise expressly provided, in no way be limited or restricted by reference to or inference from the terms of any other clause or paragraph of this or any other Article of these Articles of Incorporation, or any amendment thereto, and shall each be regarded as independent, and construed as powers as well as objects and purposes; provided, however, that nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business or exercise any power, or do any act which a corporation formed under the laws of the State of Maryland may not at the time lawfully carry on or do.

FOURTH: The post office address of the place at which the principal office of the Corporation in this state will be located is 130 Western Maryland Parkway, Hagerstown, Maryland 21740. The registered agent of the Corporation will be Robert D. Rosenthal, 9805 Hallowell Place, Gaithersburg, Maryland 20879. Said registered agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: 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 three (3), and the name of the directors who shall act until

the first meeting or until their successors are duly chosen and qualified are:

H. Yamahira
M. Emori
Robert D. Rosenthal
Carole R. Rosenthal

SIXTH: The total amount of authorized capital stock of the Corporation is One Thousand (1000) Shares of Zero Dollar ($0.00) par value common stock.

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

2. Any director individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director or in which any director may be interested as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested

in any contract or transaction of the Corporation, and in the absence of fraud no contract or other transaction shall be thereby affected or invalidated; provided that in case a director, or a firm of which a director is a member, is so interested, such fact shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and ratified by a majority of the disinterested directors; any director of the Corporation who is also a director or officer of or interested in such other corporation or association, or who, of the firm of which he is a member, is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction.

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

4. Unless the By-Laws otherwise provide, any officer or employee of the Corporation (other than a director) may be removed at any time with or without cause by the Board of Directors or by any committee or superior

officer upon whom such power of removal may be conferred by the By-Laws or by the authority of the Board of Directors.

5. The Corporation reserves the right from time to time to make any amendments to its Charter which may now or hereafter be authorized by law, including any amendments changing the terms of any of its outstanding stock by classification, reclassification, or otherwise; but no such amendment which changes the terms of any outstanding stock shall be valid unless such change in the terms thereof shall be authorized by the holders of sixty-six and two-thirds percent (66 2/3%) of the shares of such stock at the time outstanding, by a vote at a meeting or in writing with or without a meeting.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The private property of the stockholders, directors and officers shall not be subject to the payment of corporate debts to any extent whatever.

TENTH: With the consent in writing or pursuant to an affirmative vote of the holders of sixty-six and two-thirds percent (66 2/3%) of the voting stock issued and outstanding, the directors shall have the authority to dispose, in any manner, of the whole property of this Corporation.

The By-Laws of the Corporation shall determine whether and to what extent the books and accounts of the Corporation, or any of them, shall be open to inspection of the

stockholders; and no stockholders shall have any right of inspecting any account, or book or document of this Corporation, except as conferred by law, or by-laws, or by the resolution of the stockholders.

The directors shall have power by resolution passed by a majority vote or the whole board, under suitable provisions of the By-Laws, to designate two or more of their number to constitute an Executive Committee, which Committee shall for a time being, as provided in said resolution or in the By-Laws, have and exercise any or all of the powers of the Board of Directors which may be lawfully delegated in the management of the business and affairs of the Corporation, and shall have power to authorize the seal of said Corporation to be affixed to all papers, which may require it.

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by the Statutes of the State of Maryland and all rights conferred on officers, directors and stockholders herein are granted subject to this reservation.



3214 1694

IN WITNESS WHEREOF, we have signed these Articles of Incorporation, this 7th day of February, 1990.

Henry C. Clarke, Jr.

Gary L. Crawford

STATE OF MARYLAND :
: to wit
COUNTY OF MONTGOMERY :

I HEREBY CERTIFY that on this 7th day of February, 1990, before me, a Notary Public in and for the aforesaid state and county, personally appeared Henry C. Clarke, Jr. and Gary L. Crawford and acknowledged the foregoing Articles of Incorporation to be their act.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal.

Notary Public

My Commission Expires: 7-1-90

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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 40.00

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 Resident Agent's Address
____ Other Change

Code _____

ATTENTION: Henry C. Clarke

MAIL TO ADDRESS: Clarke, Crawford + Bonifant
8 Brookes avenue
Gaithersburg, MD
20877

✓ Check ____ Cash

NOTE:

____ Documents on _____ checks

APPROVED BY: [illegible]

3214 1696

ARTICLES OF INCORPORATION
OF
PWR, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 8, 1990 AT 11:23 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

| ORGANIZATION AND CAPITALIZATION FEE PAID: | RECORDING FEE PAID: | SPECIAL FEE PAID: |
|---|---|---|
| $ 20.00 | $ 20.00 | $ |

D2955862

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
CLARKE, CRAWFORD & BONIFANT
ATTN: HENRY C. CLARKE
8 BROOKES AVENUE
GAITHERSBURY MD 20877

157C3031190

A 318579

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

3214 1683

Received for record May 31, 1990 at 10:30 A.M.
Corporation Record Liber 42



# GREATER HANCOCK SERVICE COALITION, INC.
## ARTICLES OF INCORPORATION

RECEIVED
2/5/90 9:49
'90 FEB 5 AM 9 49
STATE DEPT. OF ASSESSMENT & TAXATION

FIRST: I, Ken McDonald, whose post office address is 168 Main Street, Hancock, Maryland 21750, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is Greater Hancock Service Coalition, 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 organization 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 the amount of value, except such limitation, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive 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 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 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 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

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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 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 or in opposition to 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) To engage in diversified activities and services to benefit the residents of the tri-state area. Activities shall include, but not be limited to food programs, social services, mental health services, transportation services, and literacy programs; to own, hold, manage, invest and reinvest all such property received by it; to use and apply the net income and the principal of all such property in such manner and at such times as the Corporation may deem best for the support or benefit of residents of the tri-state area or for activities or programs which support or benefit said residents; and to observe and faithfully carry out in the expenditure or other use of the principal and income of such property the terms of every lawful restriction, condition or other limitation applicable to the use of such property or to any portion thereof.

(ii) To have and to exercise to the extent necessary or desirable for the accomplishment of any of the aforesaid purposes, and to the extent that they are not inconsistent with the charitable purpose of the Corporation, any and all powers conferred upon corporations by the General Laws of the State of Maryland.

FOURTH: The post office address of the principal office of the Corporation in this State is 130 West High Street, Hancock, Maryland. The name and post office address of the

0320

Resident Agent of the Corporation in this State is Ken McDonald, 168 Main Street, Hancock, Maryland 21750. Said Resident Agent is an individual actually residing in this State.

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

**SIXTH:** The number of Directors of the Corporation shall not exceed fifteen (15), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than nine (9). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Pat Firey, Sally Fost, Genny Funk, Ken McDonald, Marilynn Mellott, Renate Pore, Evelyn Poteet, Robert Steinke, Peggy True, Brenda Wrye, Clint Bahrenburg, and Allan Weatherholt.

**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 ora ny other State, having a similar or analogous character or purpose, in some way associated with or connected with the corporation to which the property previously belonged.

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

**NINTH:** In these Articles of Incorporation,

(a) References to "charitable organization" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article NINTH shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now in force or afterward amended.

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

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 public safety, literary, 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, 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 1st day of February, 1990, and I acknowledge same to be my act.

By Rev. Kenneth A. McDonald

Ken McDonald

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 77

# ____ P.A. ____ Religious ____ Close ____ Stock ✓ Nonstock

Merging (Transferor) ____ Surviving (Transferee) ____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 20 | 20 | Organ. & Capitalization |
| 61 | 20 | Rec. Fee (Arts. of Inc.) |
| 62 | | Rec. Fee (Amendment) |
| 63 | | Rec. Fee (Merger or Consolidation) |
| 64 | | Rec. Fee (Transfer) |
| 65 | | Rec. Fee (Dissolution) |
| 66 | | Rec. Fee (Revival) |
| 52 | | Foreign Qualification |
| 50 | | Cert. of Qual. or Reg. |
| 51 | | Foreign Name Registration |
| 13 | 10 | 1 Certified Copy 4 |
| 56 | | 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 D.M.V. 2/9/90 #49687 |
| 31 | 6 | 1 Corp. Good Standing |
| NA | | Foreign Corp. 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 56

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 Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: Renate E. Pore

MAIL TO ADDRESS: 130 West High Street Hancock, MD 21750

✓ Check ____ Cash

NOTE:

Documents on ____ checks

APPROVED BY: J.n T/H

3214 022

542

ARTICLES OF INCORPORATION
OF
GREATER HANCOCK SERVICE COALITION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 5, 1990 AT 9:49 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 | $ |

D2955128

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 5 1990

RETURN TO:
RENATE E. PORE
130 WEST HIGH STREET
HANCOCK MD 21750

156C3031058

A 318423

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3214 0319
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received for record May 31, 1990 at 10:30 A.M.
Corporation Record Liber 42

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR PAYMENT
2-7-90 at 12:50 p.m.

ANTIQUE CROSSROADS, INC.

ARTICLES OF INCORPORATION

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

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

Antique Crossroads, Inc.

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

(1) to acquire, hold, own, develop, maintain, sell, lease, transfer, convey, exchange or otherwise dispose of real estate;

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

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

FOURTH: The present address of the principal office of the Corporation in this State is 100 Robinwood Drive, Hagerstown, Maryland 21740.

FIFTH: The name and address of the resident agent of the Corporation in this State are Howard B. Bowen, 100

STATE DEPT. OF ASSESSMENT & TAXATION
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Robinwood Drive, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland who resides there.

SIXTH: (a) The total number of shares of stock of all classes which the Corporation has authority to issue is 100,000 shares of capital stock (par value $0.10 per share), amounting in aggregate par value to $10,000. All of such shares are initially classified as "Common Stock". The Board of Directors may classify and reclassify any unissued shares of capital stock by setting or changing in any one or more respects the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications or terms or conditions of redemption of such shares of stock.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

may be, in preference or priority to holders of such other class or series;

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

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

SEVENTH: 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 the minimum number permitted by the General Laws of the State of Maryland now or hereafter in force. The name of the director who will serve until the first annual meeting and until his successor is elected and qualifies is as follows:

Howard B. Bowen

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

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

(2) No holder of any stock or any other securities of the Corporation, whether now or

hereafter authorized, shall have any preemptive right to subscribe for or purchase any stock or any other securities of the Corporation other than such, if any, as the Board of Directors, in its sole discretion, may determine and at such price or prices and upon such other terms as the Board of Directors, in its sole discretion, may fix; and any stock or other securities which the Board of Directors may determine to offer for subscription may, as the Board of Directors in its sole discretion shall determine, be offered to the holders of any class, series or type of stock or other securities at the time outstanding to the exclusion of the holders of any or all other classes, series or types of stock or other securities at the time outstanding.

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

(4) A contract or other transaction between the Corporation and any of its directors or between the Corporation and any other Corporation, firm or other entity in which any of its directors is a director or



3214 0139

has a material financial interest is not void or voidable solely because of any one or more of the following: the common directorship or interest; the presence of the director at the meeting of the Board of Directors which authorizes, approves, or ratifies the contract or transaction; or the counting of the vote of the director for the authorization, approval, or ratification of the contract or transaction. This Section applies if:

(A) the fact of the common directorship or interest is disclosed or known to: the Board of Directors and the Board authorizes, approves, or ratifies the contract or transaction by the affirmative vote of a majority of disinterested directors, even if the disinterested directors constitute less than a quorum; or the stockholders entitled to vote, and the contract or transaction is authorized, approved, or ratified by a majority of the votes cast by the stockholders entitled to vote other than the votes of shares owned of record or beneficially by the interested director or Corporation, firm, or other entity; or

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

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

(5) Notwithstanding any provision of law requiring the authorization of any action by a greater proportion than a majority of the total number of



3214 0140

shares of all classes of capital stock or of the total number of shares of any class of capital stock, such action shall be valid and effective if authorized by the affirmative vote of the holders of a majority of the total number of shares of all classes outstanding and entitled to vote thereon, except as otherwise provided in the charter.

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

(7) 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 money 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 and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

(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 or contract rights, as expressly set forth in its charter, of any of its outstanding stock by classification, reclassification or otherwise; but no such amendemnt which changes such terms or contract rights of any of its outstanding stock shall be valid unless such amendment shall have been authorized by not less than a majority of the aggregate number of the votes entitled to be cast thereon, by a vote at a meeting or in writing with or without a meeting.

(b) 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



3214 0141

as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, acknowledging the same to be my act, on February 7, 1990.

Witness:

April J. May

April J. May

Mark A. Dewire

Mark A. Dewire





0723W:02/06/90
9284-20

552

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 |
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| 64 | | Rec. Fee (Transfer) |
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| 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 40

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 Resident Agent's Address
____ Other Change ____

Code 048

ATTENTION: Mark A. Dewire

MAIL TO ADDRESS: ____

✓ Check ____ Cash

NOTE:

Documents on ____ checks

APPROVED BY: JMT RC

3214 0143

ARTICLES OF INCORPORATION
OF
ANTIQUE CROSSROADS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 7, 1990 AT 12:50 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 | $ 20.00 | $ |

D2954824

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 5 1990

RETURN TO:
PIPER & MARBURY
ATTN: MARK A. DEWIRE
1100 CHARLES CENTER SOUTH
36 SOUTH CHARLES STREET
BALTIMORE MD 21201

156C3031028

A 318393

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

3214 0133

Received for record May 31, 1990 at 10:30 A.M.
Corporation Record Liber 42



RECEIVED
'90 FEB 5 PM 1 12
STATE DEPT. OF ASSESSMENTS & TAXATION

PERINI 1850/I, INC.

Articles of Amendment 2-5-90 1:12p

PERINI 1850/I, INC., a Maryland corporation, having its principal office at 2424 Paradise Church Road, Hagerstown, Maryland 21740 (hereinafter referred to as the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Corporation hereby amends its Charter as currently in effect by deleting Article SECOND thereof and inserting in lieu thereof, the following:

> "SECOND: The name of the corporation (which is hereinafter referred to as the "Corporation") is:
>
> INTERSTATE CRYSTAL PARK/1850 I, INC."

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

IN WITNESS WHEREOF, the Corporation has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested to by its Secretary on this 30th day of January, 1990,



3213 1121

and its President acknowledges that these Articles of Amendment are the act and deed of the Corporation and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of her knowledge, information and belief.

ATTEST:

Dominick J. Perini
Secretary

PERINI 1850/I, INC.

By: R. Kathleen Perini
R. Kathleen R. Perini
President

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 9A2 BUSINESS CODE 03 COUNTY 71

# D2826469 ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) ___ Surviving (Transferee) ___

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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) Interstate Crystal Park / 1850 I, Inc.

✓ 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 Resident Agent's Address
___ Other Change ___

Code 054

ATTENTION: S Keith Moulsdale

MAIL TO ADDRESS: ___

TOTAL FEES 20

~~Check~~ 20 ✓ Cash

NOTE:

Documents on ___ checks

APPROVED BY: JRO cm

3213 1123

ARTICLES OF AMENDMENT
OF
PERINI/1850 I, INC.
CHANGING ITS NAME TO:
INTERSTATE CRYSTAL PARK/1850 I, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 5, 1990 AT 1:12 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 | $ |

D2826469

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

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

JUL 5 1990

RETURN TO:
SEMMES, BOWEN & SEMMES
S. K. MOUESDALE
250 WEST PRATT STREET
BALTIMORE MD 21201

154C3030881

A 318269

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

3213 1120

Received for record May 31, 1990 at 10:30 A.M.
Corporation Record Liber 42

558 RECEIVED
'90 JAN 31 AM 8 49
STATE DEPT. OF
ASSESSMENTS & TAXATION

1-31-90 8:49a

HOLLY MUSIC, INC.

ARTICLES OF AMENDMENT

HOLLY MUSIC, 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 TWO in its entirety and inserting the following language in lieu thereof:

> "SECOND: The name of the Corporation (hereafter, the "Corporation") is "Opaca, Inc.'."

SECOND: By joint unanimous written consent of all Directors and Stockholders of the Corporation dated as of January 20, 1990, taken pursuant to Sections 2-408 and 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors and Stockholders of the Corporation advised, approved and adopted the foregoing amendment.

IN WITNESS WHEREOF, HOLLY MUSIC, 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 Assistant Secretary on this 20th day of January 1990, and they acknowledged the same to be the act of said Corporation, and that to the best

0001301
3213 1002

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:

Melvin C. Greenwald MC
Melvin C. Greenwald, Assistant Secretary

HOLLY MUSIC, INC.

By: Richard M. Greenwald (SEAL)
Richard M. Greenwald, President

RBL/I8827.AA



3213 1003

560

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 9A BUSINESS CODE 03 COUNTY 71

# D1589803 ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | 30 | Expedited Fee |
| 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 Corp. 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 50

Name Change (New Name) Opaca, Inc.

✓ 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 Resident Agent's Address
___ Other Change _____

Code 028

ATTENTION: Beth

MAIL TO ADDRESS: _____

___ Check ___ Cash

___ Documents on ___ checks

NOTE: 1 of 2
File before transfer
Ok-Mell.

APPROVED BY: CM

3213 1004

ARTICLES OF AMENDMENT
OF
HOLLY MUSIC, INC.
CHANGING ITS NAME TO:
OPACA, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 31, 1990 AT 8:49 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 | $ |

D1589803

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

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

JUL 5 1990

RETURN TO:
GEBHARDT & SMITH
BETH
9TH FLOOR
THE WORLD TRADE CENTER
BALTIMORE MD 21202

154C3030849

A 318254

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

3213 1001

562

Received for record May 31, 1990 at 10:30 A.M.
Corporation Record Liber 42

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR PAYMENT

2-6-90 at 3:00 p.m.

SOUTHERN FINANCIAL CORPORATION

ARTICLES OF INCORPORATION

FIRST: The undersigned, Marc S. Savitt, whose address is 1190 Aetna Road, Hagerstown, MO 21740, being at least eighteen years of age, does hereby form a corporation under the general laws of the state of Maryland.

SECOND: The name of the corporation is: SOUTHERN FINANCIAL CORPORATION.

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

Broker residential mortgage loans for consumers

FOURTH: The post office address of the principal office of the corporation in Maryland is 1190 Aetna Rd., Hagerstown, MO 21740. The name and address of the resident agent is Marc S. Savitt, 1190 Aetna Rd., Hagerstown, MO 21740.

FIFTH: The total number of shares of stock which the corporation has authority to issue is 2500 shares of the par value of $0 a share, all of one class, and having an aggregate par value of $0.

SIXTH: The number of directors of the corporation shall be (1) one which number may be increased or decreased pursuant to the by-laws of the corporation, and so long as there are less than (3) three stockholders, the number of directors may be less than (3) 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 is: MARC S. SAVITT

SEVENTH: N/A

EIGHTH: The duration of the corporation shall be perpetual.

In witness whereof, I have signed these Articles of Incorporation on February 2, 1990, and severally acknowledge the same to be my act. 00378054

Marc S. Savitt Pres.
Marc S. Savitt, President

2-2-90
Date

1990 FEB -6 A 3:22

3213 0755

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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 40

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 Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: ____

MAIL TO ADDRESS: Mortgage Centers of America Inc. 1446 20½ Edwin Miller Blvd. Martinsburg, WV 25401

✓ Check ____ Cash

NOTE:

Documents on ____ checks

APPROVED BY: JmT YH

3213 0756

ARTICLES OF INCORPORATION
OF
SOUTHERN FINANCIAL CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 6, 1990 AT 3:22 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 | $ 20.00 | $ |

D2953917

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 5 1990

RETURN TO:
MORTGAGE CENTS OF AMERICA INC.
1446-20 1/2 EDWIN MILLER BLVD.
MARTINSBURG WV 25401

154C3030802

A 318213

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

3213 0754

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION 565
Received for record May 31, 1990 at 10:30 A.M.
Corporation Record Liber 42
APPROVED FOR PAYMENT
2-5-90 at 9:09 A.m.
1990 FEB -5 P 9:00

NATIONAL MUSEUM FOR CIVIL WAR MEDICINE, LTD.
ARTICLES OF INCORPORATION

(Without authorized capital stock under Sections 2-102 and 5-201 of Corporations and Associations Article)

FIRST: I, THE UNDERSIGNED, Gordon E. Dammann, D.D.S., whose post office address is Box 516, 123 Railroad Street, Lena, Illinois 61048, being at least eighteen 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 National Museum for Civil War Medicine, Ltd.

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

Establish and maintain a repository and museum for the collection, housing and display of artifacts, manuscripts, books, documents and other materials pertaining to the art of medicine as it was practiced during the period of the American Civil War (1861-1865), so as to further the education of the public regarding this era of medical history.

FOURTH: The post office address of the principal office of the Corporation in this State is c/o Antietam National Battlefield Site, Box 158, Sharpsburg, Washington County, Maryland 21782. The name and post office address of the resident agent of the Corporation in this State are John Olson, 5607 Catoctin Ridge, Mt. Airy, Maryland 21771. Said resident agent is a citizen of this State and actually resides herein.

FIFTH: The corporation is not authorized to issue capital stock.

SIXTH: The number of directors of the Corporation shall be five (5), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three (3); and the names of the directors who shall act until the first annual meeting or until their

00366292

successors are duly chosen and qualified are Dr. Gordon E. Dammann, Box 516, 123 Railroad Street, Lena, Illinois 61048;. John Olson, 5607 Catoctin Ridge, Mt. Airy, Maryland 21771, Dr. Sam Kirkpatrick, 139 Villa Vista, Hanover, Pennsylvania 17331, Dr. T. Adrian Wheat, S/R 391, Gloucester Point, Virginia 23062, and Rev. John Schildt, Box 37, Chewsville, Maryland 21721.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on January 24, 1990.

Witness:

Marshall D. Krolick

GORDON E. DAMMANN, D.D.S.

THE UNDERSIGNED, Incorporator of National Museum for Civil War Medicine, Ltd., who executed the foregoing Articles of Incorporation of which this Certificate is made a part, 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.

GORDON E. DAMMANN, D.D.S.

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 0225 BUSINESS CODE 04 COUNTY 71

#_____ ____ P.A. ____ Religious ____ Close ____ Stock ✓ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 |
| 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 Corp. 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
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Deutsch, Levy & Engel
Suite 1700
225 N. Washington St.
Chicago, Illinois
60606

TOTAL FEES 40.00

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: PM

ARTICLES OF INCORPORATION
OF
NATIONAL MUSEUM FOR CIVIL WAR MEDICINE, LTD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 5, 1990 AT 9:09 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 | $ |

D2952273

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 5 1990

RETURN TO:
DEUTSCH, LEVY & ENGEL
SUITE 1700, 225 W. WASHINGTON ST.
CHICAGO IL 60606

151C3030443

A 317924

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
Received for record May 31, 1990 at 10:30 A.M.
Corporation Record Liber 42
APPROVED FOR PAYMENT
2-2-90 at 3:41 p.m.

ARTICLES OF INCORPORATION
OF
R & R HAULING AND EXCAVATING, INC.
A MARYLAND CLOSE CORPORATION

THIS IS TO CERTIFY:

FIRST: I, the undersigned, Kevin E. Robinson, Route 4, Box 602-A, Hagerstown, MD 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, pursuant to Title 4 of the Corporation and Association Article of the Annotated Code of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is R & R Hauling and Excavating, Inc.

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

Hauling and excavating.

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.

SNYDER & POOLE, P.A. ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND
FREDERICK, MARYLAND

00365143

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

The 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.

FOURTH: The post office address of the principal office of the Corporation in this State is Route 4, Box 602-A, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Kevin E. Robinson, Route 4, Box 602-A, Hagerstown, Maryland 21740. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 1000 shares of no par value.

SIXTH: The number of directors of the Corporation shall be 3 (three), 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 qualifed are: Kevin E. Robinson, Karen A. Robinson and George E. Robinson.

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. However, if there is no organization in existance having a similar or analogous character or purpose that was in some way associated with or connected with the corporation to which the property previously belonged. Then the assets will be distributed to a charitable organization (as hereinafter definded).

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 30th day of January, 1990.

WITNESS:

Kathy L. Miles

Kevin E. Robinson

Kevin E. Robinson

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

I HEREBY CERTIFY, that on this 30th day of January, 1990, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Kevin E. Robinson, and severally acknowledged the execution of the aforegoing Articles of Incorporation to be their voluntary acts and deeds.

WITNESS my hand and Official Notarial Seal.

Kristi L. Miles
Notary Public

My Commission Expires:
July 1, 1990

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BS BUSINESS CODE 03 COUNTY 71

# _____ ____ P.A. ____ Religious ✓ Close ✓ Stock ____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 20 | 20 | Organ. & Capitalization |
| 61 | 20 | Rec. Fee (Arts. of Inc.) |
| 62 | | Rec. Fee (Amendment) |
| 63 | | Rec. Fee (Merger or Consolidation) |
| 64 | | Rec. Fee (Transfer) |
| 65 | | Rec. Fee (Dissolution) |
| 66 | | Rec. Fee (Revival) |
| 52 | | Foreign Qualification |
| 50 | | Cert. of Qual. or Reg. |
| 51 | | Foreign Name Registration |
| 13 | 10 | 1 Certified Copy 4 |
| 56 | | 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 Corp. 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 50

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 Resident Agent's Address
____ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Snydes & Poole
98 Jonathan St
Hagerstown, Md
21740

✓ Check ____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: _____

574

ARTICLES OF INCORPORATION
OF
R & R HAULING AND EXCAVATING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 2, 1990 AT 3:41 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 | $ 20.00 | $ |

D2952240

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 5 1990

RETURN TO:
SNYDER & POOLE
28 JONATHAN ST.
HAGERSTOWN MD 21740

151C3030440

A 317921

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

Received for record May 31, 1990 at 10:30 A.M.
Corporation Record Liber 42

'90 FEB 5 AM 9 22
RECEIVED
STATE DEPT. OF ASSESSMENTS & TAXATION

575

2/5/90 9:22

LMK, INC.,
A MARYLAND CLOSE CORPORATION,
ORGANIZED PURSUANT TO TITLE 4
OF THE CORPORATIONS AND ASSOCIATIONS ARTICLE
OF THE ANNOTATED CODE OF MARYLAND

ARTICLES OF INCORPORATION

FIRST: I, Lewis Michael Kefauver, whose post office address is 18842 Shepherdstown Pike, Keedysville, Maryland 21756, being at least eighteen (18) years of age, hereby form a coporation 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 LMK, 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 engage in the business of a retail liquor store, including buying, selling and dispensing to the general public all types and varieties of food, beer, wine, liquor and other beverages and distilled spirits; to engage in any other lawful purpose and 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 P. O. Box 337, Keedysville, Maryland 21756. The name and post office address of the Resident Agent of the Corporation in this State is Lewis Michael Kefauver, P. O. Box 337, Keedysville, Maryland 21756. Said Resident Agent is an individual actually residing in this State.

0036365

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 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 elected and qualify is Lewis Michael Kefauver.

EIGHTH: No director or officer of the Corporation shall be liable to the Corporation or to its stockholders for money damages except (1) to the extent that it is proved that such director or officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received, or (2) to the extent that a judgment or other final adjudication adverse to such director or officer is entered in a proceeding based on a finding in the proceeding that such director's or officer's action, or failure to act, was (a) the result of active and deliberate dishonety, or (b) intentionally wrongful, willful or malicious and, in each such case, was material to the cause of action adjudicated in the proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 5th day of February, 1990, and I acknowledge the same to be my act.

Lewis Michael Kefauver

Lewis Michael Kefauver

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

pam

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

# _____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

~~Merging~~ (Transferor) _____

~~Surviving~~ (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | 30 | Expedited Fee |
| 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 Corp. 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
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Lewis Kefauver
18842 Shepherdstown Pike
Box 337
Keedysville Md
21756

TOTAL FEES 70

✓ Check ____ Cash NOTE:

Documents on _____ checks

APPROVED BY: pam

3212 0804

578

ARTICLES OF INCORPORATION
OF
LMK, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 5, 1990 AT 9:22 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 | $ |

D2951754

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 5 1990

RETURN TO:
LEWIS KEFAUVER
18842 SHEPHERDSTOWN PIKE, BOX 337
KEEDYSVILLE MD 21756

151C3030391

A 317877

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

7212 0001

Received for record May 31, 1990 at 10:30 A.M.
Corporation Record Liber 42



RECEIVED
'90 JAN 31 AM 8 49
STATE DEPT. OF
ASSESSMENTS & TAXATION

**GREENWALD GROUP, INC.**

1-31-90 849a

ARTICLES OF TRANSFER

ARTICLES OF TRANSFER entered into this 29th day of January, 1990, by and between GREENWALD GROUP, INC., a Maryland corporation (hereinafter referred to as the "TRANSFEROR"), and HANDLEMAN COMPANY, a Michigan corporation (hereinafter referred to as the "TRANSFEREE").

THE UNDERSIGNED hereby certify to the Maryland State Department of Assessments and Taxation that:

FIRST: TRANSFEROR does hereby agree to sell, assign and transfer all or substantially all of its assets to TRANSFEREE, its successors and assigns, as hereinafter set forth.

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

The name of the TRANSFEROR is "GREENWALD GROUP, INC.", and it is a corporation organized under the laws of the State of Maryland.

The name of the TRANSFEREE is "HANDLEMAN COMPANY", and it is a corporation organized under the laws of the State of Michigan.

THIRD: TRANSFEREE was incorporated on July 24, 1979 under the general laws of the State of Michigan and qualified to do business in the State of Maryland on September 7, 1979.

FOURTH: The name, address and principal place of business of the TRANSFEREE are "HANDLEMAN COMPANY", 500 Kirts Boulevard, P.O. Box 7045, Troy, Michigan 48007.

FIFTH: TRANSFEROR has its principal office in Washington County, Maryland. TRANSFEREE does not have its principal office in the State of Maryland. TRANSFEROR owns a leasehold interest in land located in Washington County, Maryland.

SIXTH: The principal office of TRANSFEREE is located at 500 Kirts Boulevard, P.O. Box 7045, Troy, Michigan 48007. The resident agent of the TRANSFEREE in the State of Maryland is Corporation Trust Incorporated, 32 South Street, Baltimore, Maryland 21202.

SEVENTH: The terms and conditions of the transaction set forth in these Articles were advised, authorized and approved by each corporation party to the Articles in the manner and by the vote required by its charter and the laws of the place where it is organized.

a. As to the TRANSFEROR, the Board of Directors and Stockholders of TRANSFEROR, by joint unanimous written consent dated January 29, 1990, unanimously adopted resolutions advising, approving and adopting the sale, assignment and transfer of substantially all of the assets of TRANSFEROR as herein set forth, 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.

b. As to the TRANSFEREE, the sale, assignment and transfer set forth in these Articles of Transfer were duly advised, approved, and adopted in the manner and by the vote required by the Charter of the TRANSFEREE and by the laws of the State of Michigan at a meeting of the Executive Committee of the Board of Directors of the TRANSFEREE held on January 15, 1990.

EIGHTH: The nature and amount of the consideration to be paid by TRANSFEREE for the assets hereby transferred to TRANSFEREE is Five Hundred Thousand Dollars ($500,000) in cash plus a cash amount equal to the initial cost to the TRANSFEROR of the leasehold interest being transferred, to be paid to TRANSFEROR in accordance with the terms and conditions set forth in an Asset Purchase Agreement between the TRANSFEROR and the TRANSFEREE dated January 29, 1990 (hereinafter referred to as the "AGREEMENT").

NINTH: In consideration of the payment to TRANSFEROR of the consideration recited hereinabove, and subject to all of the representations, warranties, terms and conditions set forth in the AGREEMENT, TRANSFEROR does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to TRANSFEREE, its successors and assigns, all of its right title and leasehold interest in the property known as 100 Western Maryland Parkway, Hagerstown, Maryland arising under a Lease Agreement dated July 2, 1985 by and between the Board of County Commissioners of Washington County, as landlord, and Dutcher Motors, Inc., as tenant, as assigned to TRANSFEROR by an Assignment of Lease dated April 6, 1988.

IN WITNESS WHEREOF, GREENWALD GROUP, INC. and HANDLEMAN COMPANY, parties to these Articles of Transfer, have caused these Articles of Transfer to be signed and acknowledged in the name and on behalf of each of corporation party to these Articles of Transfer by its respective president or vice president and attested by its respective secretary or an assistant secretary, as of this 29th day of January, 1990.

ATTEST/WITNESS:

GREENWALD GROUP, INC.

Melvin C. Greenwald
Melvin C. Greenwald,
Secretary

By: Richard M. Greenwald
Richard M. Greenwald,
President

HANDLEMAN COMPANY

Name: _____
Title: _____

By: _____
Name: _____
Title: CFO

THE UNDERSIGNED, President of GREENWALD GROUP, 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 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.

Richard M. Greenwald

THE UNDERSIGNED, _____ of HANDLEMAN COMPANY, 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 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.

_____

R\I88272.TFR



3212 0095

582

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 12 BUSINESS CODE _____ COUNTY 71

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

~~Merging~~ (Transferor) Greenwald Group, Inc. (Md) D2503035

(1-26-90 n/c)

~~Surviving~~ (Transferee) Handleman Company (MI) F1066133

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | 30 | Expedited Fee |
| 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 Corp. 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 30

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 Resident Agent's Address
- ___ Other Change _____

Code 028

ATTENTION: Beth

MAIL TO ADDRESS: _____

_____ Check _____ Cash

_____ Documents on _____ checks

NOTE: ack-Mail.

APPROVED BY: Jo VH

ARTICLES OF TRANSFER
OF
GREENWALD GROUP, INC.
(A MD CORP.) TRANSFEROR
AND
HANDLEMAN COMPANY
(A MI CORP.) TRANSFEREE

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 31, 1990 AT 8:49 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 | $ |

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 JUL 5 1990

RETURN TO:
GEBHARDT & SMITH
ATTN: BETH
9TH FLOOR
THE WORLD TRADE CENTER
BALTIMORE MD 21202

1490303025A

A 317761

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

584

Received for record May 31, 1990 at 10:30 A.M.
Corporation Record Liber 42

1-30-90 8:28a

ARTICLES OF AMENDMENT AND RESTATEMENT

THE BRETHREN MUTUAL INSURANCE COMPANY

A Maryland Mutual Insurer
Organized Pursuant to Title Six, Subtitle Five
Of The Corporations and Associations Article
Of The Annotated Code of Maryland

The Brethren Mutual Insurance Company, a corporation organized under the laws of the State of Maryland, with principal place of business located at 149 North Edgewood Drive, 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") as follows:

FIRST: The Corporation desires to amend and restate its Charter as currently in effect, as hereinafter provided. The provisions set forth in these Articles of Amendment and Restatement are all the provisions of the Charter of the Corporation currently in effect.

SECOND: The Charter of the Corporation is hereby amended by deleting in their entirety Sections 2 through 7 inclusive, and by substituting in lieu thereof the following Articles First through Eighth:

"FIRST: The name of the corporation (which is hereafter referred to as the "Corporation") is The Brethren Mutual Insurance Company.

SECOND: The corporation shall be a mutual insurer as authorized by Article Six, Subtitle Five of the Corporations and Associations Article of the Annotated Code of Maryland, as amended. The duration of the Corporation shall be perpetual.

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

(1) to insure against any damage or loss by fire and against all risks and all liabilities, casualties and hazards upon any and every kind of property, real, personal and mixed; to cause itself to be insured against all risks it may have in any property, either in its own right or by virtue of any bonds or advances, or of any policy or contract of insurance;

(2) to write all lines of insurance authorized by the laws of the State of Maryland;

(3) to engage in any other lawful purpose and/or business; and

1990 JAN 30 P 8:28

00308043

(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 149 North Edgewood Drive, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Calvin M. Mahaney, 149 North Edgewood Drive, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The Corporation shall have no authority to issue capital stock.

SIXTH: Each policyholder, other than a holder of a reinsurance contract, shall be a Member of the Corporation. Other matters pertaining to the Members shall be as set forth in the By-Laws of the Corporation.

SEVENTH: The number of Directors of the Corporation shall be nine (9), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than nine (9). Each Director shall be a Member of the Corporation. The terms of office and other matters pertaining to Directors shall be as set forth in the By-Laws of the Corporation. The names of the Directors who shall act until the next annual meeting or until their successors are duly elected and have qualified are: David C. Beachley, Edward L. Carr, C. Basil Grossnickle, Wayne Z. Guyton, Paul D. Horst, Richard M. Long, Calvin M. Mahaney, Edwin H. Miller, and Thomas M. Wiles.

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, as amended from time to time (the "Indemnification Section"), shall have the same meaning as provided in the Indemnification Section.

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

(3) The Corporation may indemnify and advance expenses to any present or former corporate agent or employee other than a present or former director or officer, in connection with a proceeding, to the fullest extent permitted by the Indemnification Section for the indemnification of a director, and in accordance with the Indemnification Section.

(4) The provisions of this Article Eighth shall not be deemed or construed to authorize any transactions prohibited by Section 6-512 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time."

THIRD: At a duly constituted meeting held on October 6, 1989, the Board of Directors of the Corporation adopted a resolution setting forth the foregoing Amendments to the Charter of the Corporation, declaring that the said Amendments to the Charter were advisable, and directing that the same be submitted to the Members of the Corporation, in accordance with the provisions of the Corporations and Association Article of the Annotated Code of Maryland, at the Annual Meeting of the Members of the Corporation to be held on the 2nd day of December, 1989.

FOURTH: At the duly constituted Annual Meeting of the Members of the Corporation held on December 2, 1989, the foregoing Amendments to the Charter of the Corporation were approved by a two-thirds (2/3) vote of the Members of the Corporation present at the Meeting.

IN WITNESS WHEREOF, The Brethren Mutual Insurance Company has caused these Articles of Amendment and Restatement to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested to by its Secretary on this 2nd day of December, 1989. The undersigned President of the Corporation hereby acknowledges that these Articles of Amendment and Restatement are the act and deed of The Brethren Mutual Insurance Company, and, under penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects, to the best of his knowledge, information and belief.

ATTEST:

Edwin H. Miller
Secretary

THE BRETHREN MUTUAL INSURANCE COMPANY

By: Calvin M. Mahaney
President

CERTIFICATE OF INSURANCE COMMISSIONER

I HEREBY CERTIFY that the foregoing Articles of Amendment and Restatement of Brethren Mutual Insurance Company, has been submitted to me for examination and has been found to be in accordance with the Insurance Laws of the State of Maryland.

IN WITNESS WHEREOF, I have hereunto set my Hand and Affixed the Official Seal of my Office in the City of Baltimore, this 17th day of January 1990.

John A. Donaho

John A. Donaho, Insurance Commissioner

588

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE PA3 BUSINESS CODE 04 COUNTY 11

# D0066902 ___ P.A. ___ Religious ___ Close ___ Stock ✓ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 |
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| 22 | | State Transfer Tax |
| 23 | | Local Transfer Tax |
| 31 | | ___ Corp. Good Standing |
| NA | | Foreign Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: The Brethren Mutual Insurance Company 149 N. Edgewood Dr Hagerstown Md 21740-6599

TOTAL FEES 20

✓ Check ___ Cash NOTE:

Documents on _____ checks

APPROVED BY: JS VH

THE ARTICLES OF AMENDMENT AND RESTATEMENT
OF
THE BRETHREN MUTUAL INSURANCE COMPANY

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 30, 1990 AT 8:28 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 | $ |

D0066902

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

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

JUL 5 1990

RETURN TO:
THE BRETHREN MUTUAL INSURANCE CO.
149 N. EDGEWOOD DRIVE
HAGERSTOWN MD 21740 6599

149C3030244

A 317752

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

590

Received for record May 31, 1990 at 10:30 A.M.
Corporation Record Liber 42

1-31-90 8:17a

TRI-STATE CADILLAC DEALERS ASSOCIATION, INC.

ARTICLES OF INCORPORATION

FIRST: I, LEE N. SACHS, whose post office address is 341 N. Calvert Street, Baltimore, Maryland 21202, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the general laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is TRI-STATE CADILLAC DEALERS ASSOCIATION, INC.

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

(1) To advertise the products and services of Cadillac dealers, who are members of the corporation.

(2) To foster and promote retail trade and commerce in connection with the products and services of the members, and to protect the same from unjust and unlawful exactions and impositions.

(3) To foster and promote the interests of those persons, firms and corporations engaged in the retailing of Cadillac vehicles in the tri-state areas.

(4) To conduct and operate means and places of disseminating information relative to the use of motor vehicles, and for such purposes to establish, conduct and manage advertising campaigns, exhibitions, displays, tests, trials and demonstrations.

(5) To promote the establishment and maintenance of a high standard of business ethics by members of the corporation and by all other automobile dealers and to discourage the use of false or misleading advertising or any other business practice which may be detrimental to the public and to the retail automobile industry.

RECEIVED
'90 JAN 31 AM 8 17
STATE DEPT. OF
ASSESSMENTS & TAXATION

00518107

(6) 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; to have and exercise all the rights, powers, and privileges which are now or may hereafter be conferred by the laws of the State of Maryland upon corporations formed thereunder.

FOURTH: The post office address of the principal office of the Corporation in this State is 261 Frederick Street - Box 407, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in this State is Mr. Derek Hamilton, 261 Frederick Street - Box 407, Hagerstown, Maryland 21740. The resident agent is an individual actually residing in this State.

FIFTH: The Corporation is not organized for profit. The Board of Directors may choose the first members in accordance with the By-Laws. The Corporation is not authorized to issue any capital stock. Members may resign or be removed, vacancies may be filled and additional members elected, as provided in the ByLaws, which may prescribe different classes of members and prescribe the powers and duties of each class.

SIXTH: The number of directors of the Corporation shall be six (6), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3); and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Derek Hamilton, Fred Tembrook, Bill Brake, John Snyder, Ellen Parsons and Richard Hamilton.

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, on this 30 day of January, 1990, and I acknowledge the same to be my act.

WITNESS:

Catherine M. Rondeau

LEE N. SACHS (SEAL)

C660

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 402 BUSINESS CODE 04 COUNTY 71

# _____ ___ P.A. ___ Religious ___ Close ___ Stock ✓ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 2/1/90 |
| 23 | | Local Transfer Tax D 45934 |
| 31 | 6 | 1 Corp. Good Standing 46910 |
| NA | | Foreign Corp. 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 46

✓ Check ___ Cash

_____ Documents on _____ checks

APPROVED BY: JWS Flo

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 Resident Agent's Address
___ Other Change _____

Code 064

ATTENTION: Lee Sachs

MAIL TO ADDRESS: _____

NOTE:

ARTICLES OF INCORPORATION
OF
TRI-STATE CADILLAC DEALERS ASSOCIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 31, 1990 AT 8:17 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 | $ |

D2950137

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 5 1990

RETURN TO:
WARTZMAN, OMANSKY, BLIBAUM,
SIMONS & MULY, P.A.
341 NORTH CALVERT STREET
BALTIMORE MD 21202

149C3030149

A 317667

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for record May 31, 1990 at 10:30 A.M.
Corporation Record Liber 42



THE UNION MEMORIAL HOSPITAL

DEPARTMENT OF MEDICINE
201 East University Parkway
Baltimore, Maryland 21218
(301) 554-2284

John H. Mulholland, M.D.
Chief of Medicine

Robert A. Hartley, M.D.
Associate Chief of Medicine

Randolph G. Whipps, M.D.
Assistant Chief of Medicine and Cardiology

January 25, 1990

State Department of Assessment and Taxation
301 West Preston Street
Baltimore, MD 21201

To Whom it May Concern:

The Board of Directors of The Union Memorial Heart Foundation, a corporation organized in Maryland, on June 20, 1989, duly approved a resolution as follows:

> Resolved: That the resident agent is Constance F. Row, President, Union Memorial Hospital, 201 East University Parkway, Baltimore, MD 21218

I, John H. Mulholland, Secretary-Treasurer, certify under the penalties of perjury that to the best of my knowledge, information and belief the foregoing resolution is true in all material aspects.

John H. Mulholland, M.D.
Secretary-Treasurer
The Union Memorial Heart Foundation

0036196

1990 JAN 31 P 4:36

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
1-31-90 at 9:36 A.m.

596

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Turner, Director

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 71

# D0561571 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 |
| 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 Corp. Registration |
| 87 | | _____ Limited Part. Good Standing |
| 71 | | Financial |
| 600 | | _____ Personal Property Reports and late filing penalties |
| 70 | $10.00 | 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Union Memorial Hospital Heart Foundation 201 E University Pkwy. Balto, MD 21218

TOTAL FEES $10.00

1 Check ___ Cash

NOTE:

1 Documents on 1 checks

APPROVED BY: RMC

CHANGE OF RESIDENT AGENT
OF
UNION MEMORIAL HEART FOUNDATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 31, 1990 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: |
|---|---|---|
| $ | $ 10.00 | $ |

D0561571

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 5 1990

RETURN TO:
UNION MEMORIAL HOSPITAL HEART
FOUNDATION
201 E. UNIVERSITY PKWY.
BALTIMORE MD 21218

148C3030073

A 317617

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

Received for record May 31, 1990 at 10:30 A.M.
Corporation Record Liber 42



ARTICLES OF AMENDMENT
FOR 1-26-90
CROWN INCORPORATED OF HAGERSTOWN, MARYLAND 9:14a

Crown Incorporated of Hagerstown, Maryland, a Maryland Corporation, having its principal office at 2220 Virginia Avenue, Hagerstown, Maryland 21740 (hereinafter referred to as "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: The Charter of the Corporation is hereby amended by deletion of Article Third in its entirety and substituting in lieu thereof the following:

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

1. To enter into the decorating, painting and construction businesses.

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.

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

IN WITNESS WHEREOF, Crown Incorporated of Hagerstown, Maryland, has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 14 day of December 1989, and its President asknowledges 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

Patsy A. Sylvester
Secretary

BY: R A L
President

0003100

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 4-09 BUSINESS CODE _____ COUNTY 71

# A1158401 ____ P.A. ____ Religious ____ Close ____ Stock ____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Michael Day
120 W. Wash. St
#300
Hagerstown Md
21740

TOTAL FEES 20

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: gs yH

600

ARTICLES OF AMENDMENT
OF
CROWN INCORPORATED OF HAGERSTOWN, MARYLAND

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 26, 1990 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 JUL 5 1990

RETURN TO:
MICHAEL DAY
120 W. WASHINGTON ST., # 300
HAGERSTOWN MD 21740

147C3033365

A 317552

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

Received for record May 31, 1990 at 10:30 A.M.
Corporation Record Liber 42



RECEIVED
'90 JAN 26 AM 8:52
STATE DEPT. OF
ASSESSMENTS & TAXATION

GREENWALD ENTERPRISES, INC.

ARTICLES OF AMENDMENT

1/26/90 8:52
Effective Date: 1/29/90

GREENWALD ENTERPRISES, 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 TWO in its entirety and inserting the following language in lieu thereof:

> "SECOND: The name of the Corporation (hereafter, the "Corporation") is 'Greenwald Group, Inc.'"

SECOND: This amendment to the charter of the Corporation shall be effective on the close of business on January 29, 1990.

THIRD: By joint unanimous written consent of all Directors and Stockholders of the Corporation dated as of January 20, 1990, taken pursuant to Sections 2-408 and 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors and Stockholders of the Corporation advised, approved and adopted the foregoing amendment.

IN WITNESS WHEREOF, GREENWALD ENTERPRISES, 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 20th day of January, 1990, 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:

Melvin C. Greenwald, MG
Melvin C. Greenwald,
Secretary

GREENWALD ENTERPRISES, INC.

By: Richard M. Greenwald (SEAL)
Richard M. Greenwald,
President

RBL/I88272.AA

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 09A2PY BUSINESS CODE _____ COUNTY 71

#D2503035 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | 50 | Expedited Fee |
| 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 | 8 | 1 Certified Copy 2 |
| 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 Corp. 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 _____

Name Change (New Name) Greenwald Group, Inc.

- ✓ 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 Resident Agent's Address
- ___ Other Change _____

Code 028

ATTENTION: _____

MAIL TO ADDRESS: _____

78 Check ___ Cash

NOTE:

___ Documents on ___ checks

Effective Date: 1/29/90

APPROVED BY: Acm

COPY MADE GS

ARTICLES OF AMENDMENT
OF
GREENWALD ENTERPRISES, INC.
CHANGING ITS NAME TO:
GREENWALD GROUP, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 26, 1990 AT 8:52 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

Effective Date; January 29, 1990

| ORGANIZATION AND CAPITALIZATION FEE PAID: | RECORDING FEE PAID: | SPECIAL FEE PAID: |
|---|---|---|
| $ | $ 20.00 | $ |

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 JUL 5 1990

RETURN TO:
GEBHARDT & SMITH
9TH FLOOR
THE WORLD TRADE CENTER
BALTIMORE MD 21202

146C3033177

A 317426

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

3810 3570

Received for record May 31, 1990 at 10:30 A.M.
Corporation Record Liber 42

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR PAYMENT
1-26-90 at 11:07 a.m.



WASHINGTON COUNTY COUNCIL OF MARYLAND PTAs, INC.

ARTICLES OF INCORPORATION

1. Incorporators. The undersigned, whose post office addresses are noted with their names, being at least eighteen (18) years of age, do hereby form a corporation under the general laws of the State of Maryland.

| | | |
|---|---|---|
| Dori Nipps<br>Route 10 Box 29-D<br>Hagerstown, MD 21740 | Harold Iseminger<br>218 Oak Valley Drive<br>Hagerstown, MD 21740 | Diane Reid<br>4315 Mills Road<br>Sharpsburg, MD 21782 |

2. Name. The name of the corporation, hereinafter called the corporation, is Washington County Council of Maryland PTAs, Inc.

3. Purposes. The purposes for which the corporation is formed are:

--to promote the welfare of children and youth in home, school, community, and place of worship;

--to raise the standards of home life;

--to secure adequate laws for the care and protection of children and youth;

--to bring into closer relation the home and the school, that parents and teachers may cooperate intelligently in the education of children and youth;

--and to develop between educators and the general public such united efforts as will secure for all children and youth the highest advantages in physical, mental, social, and spiritual education.

4. Registered Agent Address. The post office address of the principal office of the corporation in Maryland is Washington County Council of Maryland PTAs, Inc., C/O Harold V. Iseminger, 218 Oak Valley Drive, Hagerstown, MD 21740. The name and post office address of the resident agent in Maryland is Harold V. Iseminger, 218 Oak Valley Drive, Hagerstown, Maryland 21740.

5. Stock. The corporation shall not be authorized to issue capital stock.

6. Board of Directors. The number of directors of the corporation shall be three, which number may be increased or decreased pursuant to the by-laws of the corporation, and the names of the directors who shall act until the first

1990 JAN 26 A 11:01
TAX 1991

00060343

meeting or their successors are duly chosen are:

Dori Nipps Harold Isemingger Diane Reid

7. Provisions. The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the corporation and of the directors and members:

The corporation shall

--receive donations, gifts, or grants from private and public sources;

--charge dues or annual assessments from members, if any there be, or from associates of the corporation;

--enter into, make and perform contracts of every kind and description with any person, firm, association, corporation or government;

--purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property, or any interest therein, wherever situated;

--sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets;

--draw, make, accept, endorse, execute, issue, discount, have discounted, sell, and deal in every lawful way in promissory notes, bills of exchange, trade acceptances, warrants, bonds, debentures, and all other specie of negotiable or non-transferable instruments;

--borrow or raise money for the purposes of the corporation;

--secure any of its obligations by mortgage, deed of trust, or pledge of all or any of its property, franchises and income;

--carry on any activity whatsoever which the corporation may deem proper or convenient or which may be calculated directly or indirectly to promote the interest of the corporation or enhance the value of its assets;

--conduct its business in the State of Maryland, other states, the District of Columbia, the territories and colonies of the United States;

--make donations, grants, awards, or gifts to any person or

institution in furtherance of its purposes;

--have and exercise all the powers subject to the limitations of Section 501 (c) (3) of the Internal Revenue Code, 1954, As Amended;

--and exercise all other powers lawful under the laws of the State of Maryland and the United States of America.

Nothing contained in these Articles shall authorize or be deemed to allow the corporation to possess any powers, objects, or purposes, or to carry on any business not permitted by the laws of the State of Maryland or intended by Section 501 (c) (3) of the Internal Revenue Code of 1954, As Amended.

In particular, no part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons -- except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes and exercise of the powers set forth above.

No substantial part of the activities of the corporation shall be devoted to carrying on propaganda or attempting to influence legislation, except for the purpose of helping to secure adequate laws for the care and protection of children and youth as stated in these Articles of Incorporation, item number 3.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax.

8. Duration. The duration of the corporation shall be perpetual. In the event of dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes as at the time shall qualify as an exempt organization(s)

under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provisions of any United States Internal Revenue Law), as the Board of 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(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

9. By Laws. The corporation shall be regulated and all of its affairs managed as provided by the bylaws of the corporation adopted by the Board of Directors. The Board of Directors shall have the power to alter, amend, revise, or adopt new bylaws.

In addition to other matters not here described, the bylaws shall provide for the designations of classes of members, if any, their qualifications, dues, voting rights, and methods of appointment. The bylaws shall control the number of directors, their qualifications, method of selection, terms of office, actions they may take, meetings to be held, and procedures for the removal of directors. The bylaws shall establish officers for the corporation, their qualifications, method of selection, terms of office, duties and procedures for the removal of the officers. The bylaws shall provide for an annual meeting of the corporation to elect Board of Directors, members, officers and other necessary corporate actions.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 24th day of January 1990, and severally acknowledge the same to be our act.

Dori Nipps (SEAL)
Dori Nipps

Harold Iseminger (SEAL)
Harold Iseminger

Diane Reid (SEAL)
Diane Reid

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 402 BUSINESS CODE 04 COUNTY 71

# _____ ___ P.A. ___ Religious ___ Close ___ Stock ✓ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Lori Nipps
Route 10 Box 29-D
Hagerstown, Md 21740

TOTAL FEES 40

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: J.M.T.

ARTICLES OF INCORPORATION
OF
WASHINGTON COUNTY COUNCIL OF MARYLAND PTAS,
INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 26, 1990 AT 11:07 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 | $ |

D2947430

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 5 1990

RETURN TO:
DORI NIPPS
ROUTE 10 BOX 29-D
HAGERSTOWN MD 21740

146C3033066

A 317328

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3210 1990

Received for record May 31, 1990 at 10:30 A.M.
Corporation Record Liber 42



RECEIVED
'90 JAN 31 AM 8 49
STATE DEPT. OF ASSESSMENTS & TAXATION

1-31-90 8:51a

**OPACA, INC.**

ARTICLES OF TRANSFER

ARTICLES OF TRANSFER entered into this 29th day of January, 1990, by and between OPACA, INC., a Maryland corporation (hereinafter referred to as the "TRANSFEROR"), and HANDLEMAN COMPANY, a Michigan corporation (hereinafter referred to as the "TRANSFEREE").

THE UNDERSIGNED hereby certify to the Maryland State Department of Assessments and Taxation that:

FIRST: TRANSFEROR does hereby agree to sell, assign and transfer all or substantially all of its assets to TRANSFEREE, its successors and assigns, as hereinafter set forth.

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

The name of the TRANSFEROR is "OPACA, INC.", and it is a corporation organized under the laws of the State of Maryland.

The name of the TRANSFEREE is "HANDLEMAN COMPANY", and it is a corporation organized under the laws of the State of Michigan.

THIRD: TRANSFEREE was incorporated on July 24, 1979 under the general laws of the State of Michigan and qualified to do business in the State of Maryland on September 7, 1979.

FOURTH: The name, address and principal place of business of the TRANSFEREE are "HANDLEMAN COMPANY", 500 Kirts Boulevard, P.O. Box 7045, Troy, Michigan 48007.

FIFTH: TRANSFEROR has its principal office in Washington County, Maryland. TRANSFEREE does not have its principal office in the State of Maryland. TRANSFEROR owns an unrecorded leasehold interest as subtenant in land located in Washington County, Maryland.

SIXTH: The principal office of TRANSFEREE is located at 500 Kirts Boulevard, P.O. Box 7045, Troy, Michigan 48007. The resident agent of the TRANSFEREE in the State of Maryland is Corporation Trust Incorporated, 32 South Street, Baltimore, Maryland 21202.

SEVENTH: The terms and conditions of the transaction set forth in these Articles were advised, authorized and approved by each corporation party to the Articles in the manner and by the vote required by its charter and the laws of the place where it is organized.

a. As to the TRANSFEROR, the Board of Directors and Stockholders of TRANSFEROR, by joint unanimous written consent dated January 20, 1990, unanimously adopted resolutions advising, approving and adopting the sale, assignment and transfer of substantially all of the assets of TRANSFEROR as herein set forth, 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.

b. As to the TRANSFEREE, the sale, assignment and transfer set forth in these Articles of Transfer were duly advised, approved, and adopted in the manner and by the vote required by the Charter of the TRANSFEREE and by the laws of the State of Michigan at a meeting of the Executive Committee of the Board of Directors of the TRANSFEREE held on January 15, 1990.

EIGHTH: The nature and amount of the consideration to be paid by TRANSFEREE for the assets hereby transferred to TRANSFEREE is (a) the lower of (1) six (6) times sixty-two percent (62%) of TRANSFEROR'S pre-tax net income for the portion of TRANSFEROR'S fiscal year from May 1, 1989 through the close of business on the day before the closing date, subject to certain adjustments or (2) Three Million Dollars ($3,000,000), plus (b) TRANSFEROR'S shareholders equity, all determined in accordance with the terms and conditions set forth in a Pooling Agreement between the TRANSFEROR and the TRANSFEREE dated January 29, 1990 (hereinafter referred to as the "AGREEMENT").

NINTH: In consideration of the payment to TRANSFEROR of the consideration recited hereinabove, and subject to all of the representations, warranties, terms and conditions set forth in the AGREEMENT, TRANSFEROR does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to TRANSFEREE, its successors and assigns, all of its right title and interest in the assets described as the "Purchased Assets" in the AGREEMENT, which constitute all or substantially all of the assets of TRANSFEROR.

IN WITNESS WHEREOF, OPACA, INC. and HANDLEMAN COMPANY, parties to these Articles of Transfer, have caused these Articles of Transfer to be signed and acknowledged in the name and on behalf of each of corporation party to these Articles of Transfer by its respective president or vice president and attested by its respective secretary or an assistant secretary, as of this 29th day of January, 1990.

ATTEST/WITNESS:

Sylvan Gross

Sylvan Gross,
Secretary

OPACA, INC.

By: Richard M. Greenwald

Richard M. Greenwald,
President

HANDLEMAN COMPANY

Name: _____
Title: _____

By: _____
Name: _____
Title: CEO

THE UNDERSIGNED, President of OPACA, 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 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.

Richard Greenwald

Richard Greenwald

THE UNDERSIGNED, President or Vice President of HANDLEMAN COMPANY, 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 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.

_____
CFO

R:H8897.TFR

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 12 BUSINESS CODE _____ COUNTY 71

# D1589803 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

~~Merging~~ (Transferor) Opaca, Inc (Md)

~~Surviving~~ (Transferee) F1066133 Handleman Company (MI)

(1-31-90 n/c)

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | 30 | Expedited Fee |
| 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 Corp. 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 50

✓ Check ___ Cash

___ Documents on ___ checks

APPROVED BY: _____

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 Resident Agent's Address
___ Other Change _____

Code 028

ATTENTION: Beth

MAIL TO ADDRESS: _____

NOTE: 2 of 2
File after n/c
ACH-Mail.

ARTICLES OF TRANSFER
BETWEEN
OPACA, INC. (A MD CORP.) - TRANSFEROR
AND
HANDLEMAN COMPANY (A MI CORP.) - TRANSFEROR

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND January 31, 1990 AT 8:51 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 279243

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

CM

616

SPORTS ASSISTANCE, INC.

Received for record June 13, 1990 at 9:45 A.M.
Corporation Record Liber 42

DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RATIONE
3-23-90 9:04 A.M.

ARTICLES OF INCORPORATION

FIRST: The undersigned Fredrick N. Billmyer, Jack D. Melzer, Frank W. Shank and Patsy M. Shank whose post office addresses are: 416 East Baltimore Street, Funkstown, MD 21734; 950 St. Clair Street, Hagerstown, MD 21740; 4 West Maple Street, Funkstown, MD 21734 and 4 West Maple Street, Funkstown, MD 21734 being at least eighteen years of age, does hereby form a Corporation under the general laws of the State of Maryland.

SECOND: The name of the Corporation is Sports Assistance, Inc.

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

(a) To provide funds for athletic equipment for struggling youth sports leagues.

(b) To provide funds for athletic equipment to underpriviledged youth to give them the opportunity to play sports.

(c) To provide funds for underpriviledged youth to attend sports camps.

FOURTH: The post office address of the principal office of the Corporaion is 4 West Maple Street, Funkstown, MD 21734. The name of and post office address of the resident agent of the Corporation in Maryland is Frederick N. Billmyer, 416 East Baltimore Street, Funkstown, MD 21734.

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

SIXTH: The number of directors of the Corporation shall be five which number may be increased or decreased pursuant to the by-laws of the Corporation and names of the directors who shall act until the first meeting or until their successors are duly chosen and qualified and are David Phillips, Gary Naugle, Jay Everly, Kevin Parks and Thomas Hammaker.

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

Upon dissolution the remaining assets of the Corporation shall be donated to youth organizations.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF: We have signed these Articles of Incorporation on February 12, 1990 and severally acknowledge the same to be our act.

WITNESS:
Mary L. Bischoff

Frederick N. Billmyer
Frederick N. Billmyer

Jack D. Melzer
Jack D. Melzer

Frank W. Shank
Frank W. Shank

Patsy M. Shank
Patsy M. Shank

618 M.A.

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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 | | |

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 Resident Agent's Address
___ Other Change ___

Code ___

ATTENTION: Patsy M. Schank

MAIL TO ADDRESS: Patsy M. Schank
P.O. Box 431
Funkstown, Md. 217

40 Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: A

3226 0464

ARTICLES OF INCORPORATION
OF
SPORTS ASSISTANCE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 23, 1990 AT 9:04 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 | $ |

D2981751

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 9 1990

RETURN TO:
PATSY M. SHANK
P.O. BOX 431
FUNKSTOWN MD 21734

18403031664

A 324022

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

3228 0461

Received for record June 13, 1990 at 9:45 A.M.
Corporation Record Liber 42

# ARTICLES OF INCORPORATION

3/13/90 9:38

OF

ABUNDANT LIFE CHURCH CHRISTIAN CENTER, INC.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day associated ourselves together for the purpose of forming a non-profit corporation under and pursuant to the laws of the State of Maryland and for that purpose do hereby adopt these Articles of Incorporation.

## ARTICLE ONE

The undersigned are the voting members and trustees/directors of ABUNDANT LIFE CHURCH CHRISTIAN CENTER, INC. and do hereby associate ourselves as incorporators with the intention of forming a religious corporation under the general laws of Maryland:

Leonard Stine 14906 White Oak Ridge, Hancock, MD 21750

Marsha Stine 14906 White Oak Ridge, Hancock, MD 21750

Louis J. McCloskey HCR 81 Box 39, Big Cove Tannery, Pa. 17212

~~Bonnie McCloskey HCR 80 Box 150 Big Cove Tannery PA 17212~~

~~John Stroub HCR 80 Box 135 Big Cove Tannery PA 17212~~

John Hendershot HCR 80 Box 341 McConnellsburg, PA 17233

## ARTICLE TWO

The name of the corporation is ABUNDANT LIFE CHURCH CHRISTIAN CENTER, INC.

## ARTICLE THREE

The purpose for which this corporation is organized is the transaction of any or all lawful business for which nonprofit corporations may be incorporated under the laws of

00728321

the State of Maryland, as they may be amended from time to time.

ARTICLE FOUR

This organization is a church and a non-profit corporation organized and operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, including the following purposes:

a. Minister the Word of God;

b. Conduct a local Church and conduct religious worship services through various forms of ministry;

c. Promote and encourage, through the ministries of the organization, cooperation with other organizations ministering within the community and ministering throughout the world;

d. Spread the Word of the Gospel internationally through seminars, radio, public speaking, and other forms of mass media for the purposes of educating the individual in the Word of God;

ARTICLE FIVE

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officer, or other private persons, except that the corporation shall be authorized and empowered to be paid reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Three and Article Four 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

3225 2156

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 by:

(1) 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

(2) By a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

B. The Board of Trustees may cause the corporation to solicit, collect, receive, accumulate, administer and disburse funds in such manner as will, in the sole discretion of the Board of Trustees, most effectively operate to further the purposes of the corporation.

ARTICLE SIX

In the event of the dissolution of this Affiliate Church and the winding up of its affairs, the assets of the Affiliate Church shall, with the prior written permission of RHEMA, be distributed to RHEMA provided it then qualifies under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or any superseding statute thereof, or in the event RHEMA does not so qualify or give such written permission, then the assets shall be distributed to another organization so qualifying.



7225 2157

## ARTICLE SEVEN

Trustees shall be elected at the annual meeting by majority vote of the voting membership as described in the following provisions:

To become a voting member, qualified to elect the Board of Trustees at each annual meeting, such member shall have signed the Statement of Faith and shall have been approved unanimously by the Board of Trustees. The first voting members of the organization shall consist of the persons signing the Bylaws. Members, voting or otherwise, shall not receive any stated salary for their services as such, but, by resolution of the Board of Trustees, a fixed reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting. The Board of Trustees shall have the power, in its discretion to contract for and to pay to members, voting or otherwise, rendering unusual or special services to the corporation, special compensation appropriate to the value of such services.



3225 2168

ARTICLE SEVEN

The address of the principal place of worship is Rt 523 HANCOCK, MD, 21750 and the name and address of the resident agent of the Corporation is Leonard Stine, 14906 White Oak Ridge, Hancock, MD 21750.

IN WITNESS WHEREOF, we the trustees/directors have signed these Articles of Incorporation on this 10 day of Dec, 1989, and severally acknowledge the same to be our act. Each Incorporator herein is at least eighteen (18) years of age.

Leonard Stine
Leonard Stine

Marsha Stine
Marsha Stine

John Hendershot
John Hendershot

Louis J. McCloskey
Louis J. McCloskey



7225 2169

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene 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 |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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 | | |

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 Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: ____

MAIL TO ADDRESS: Brewer, Cole et al
5215 N. O'Connor Rd #700
Irving, TX 75039

40 Check ____ Cash

NOTE:

Documents on ____ checks

APPROVED BY: A

3225 2170

626

ARTICLES OF INCORPORATION
OF
ABUNDANT LIFE CHURCH CHRISTIAN CENTER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 13, 1990 AT 9:38 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 | $ |

D2980464

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 9 1990

RETURN TO:
BREWER COLE ETAL
5215 N. O'CONNOR RD #700
IRVING TX 75039

183C3031535

A 323799

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

3225 2154

Received for record June 13, 1990 at 9:45 A.M.
Corporation Record Liber 42



# arc/washington county

**Washington County Association for Retarded Citizens**

827 Marion Street, Hagerstown, Maryland 21740
(301) 733-3550

The Board of Directors of the Washington County Association for Retarded Citizens, a corporation organized in Maryland, on March 12, 1990 duly approved a resolution as follows:

RESOLVED: That the principal office of the corporation is changed to 827 Marion Street, Hagerstown, Maryland.

RESOLVED: That the resident agent of the corporation is changed to ~~Rollan T. Myers, Jr., 306 Cherry Tree Circle,~~ Hagerstown, MD 21740.

I, Jan Ernst, SECRETARY of the Washington County Association for Retarded Citizens, certify under the penalties of perjury that to the best of my knowledge, information, and belief the foregoing resolution is true in all material respects.

Janet L. Ernst

3-12-90
(date)

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
3-21-90 at 9:45 a.m.

00808090

7225 1978

**Build the arc**

Member Unit of The National Association of Retarded Citizens, Inc.

628

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 71

#D0115147 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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. |
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| 71 | | Financial |
| 600 | | _____ Personal Property Reports and late filing penalties |
| 70 | $10.00 | 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: ARC/Washington County
827 Marion St.
Hagerstown, MD 21740

TOTAL FEES 10.00

✓ Check ___ Cash

NOTE:

1 Documents on 1 checks

APPROVED BY: DJA

3225 1979

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS
OF
WASHINGTON COUNTY ASSOCIATION FOR RETARDED
CITIZENS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 21, 1990 AT 9:45 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 | $ |

D0115147

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 9 1990

RETURN TO:
ARC/WASHINGTON COUNTY
827 MARION STREET
HAGERSTOWN MD 21740

182C3031497

A 323759

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

3225 1977

630

Received for record June 13, 1990 at 9:45 A.M.
Corporation Record Liber 42

APPROVED FOR RECORD
3-21-90 9:00 A.M.

ARTICLES OF AMENDMENT
FOR
GREEN STREAK PUBLICATIONS, INC.

Green Streak Publications, Inc., a Maryland Corporation, (hereinafter referred to as "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: The Charter of the Corporation is hereby amended by deletion of Article FOURTH in its entirety and substituting in lieu thereof the following:

FOURTH: The post office address of the principal office of the Corporation in this State is 100 Summit Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is Michael G. Day, 120 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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, Green Streak Publications, 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 Assistant-Secretary on this 14th day of June, 1989, and its President asknowledges that these Articles of Amendment are the act and deed of Green Streak Publications, 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:

Marlene E. Russell
Assistant-Secretary

GREEN STREAK PUBLICATIONS, INC.

BY: Fred C. Lemby
President

7225 1967

00808062

M.A



STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 09 BUSINESS CODE _____ COUNTY 71

# D279112. ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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
- ___ Designation of Resident Agent and Resident Agent's Address
- ___ Other Change _____

Code _____

ATTENTION: Michael G. Day, Esq.

MAIL TO ADDRESS: Day + Schneider
Suite 300
120 W. Washington St.
Hagerstown, Md. 21740

TOTAL FEES 20.00

✓ Check ___ Cash

NOTE:

Documents on _____ checks

3225 1969

APPROVED BY: NM

632

ARTICLES OF AMENDMENT
OF
GREEN STREAK PUBLICATIONS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 21, 1990 AT 9:00 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

| ORGANIZATION AND CAPITALIZATION FEE PAID: | RECORDING FEE PAID: | SPECIAL FEE PAID: |
|---|---|---|
| $ | $ 20.00 | $ |

D2799112

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

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

JUL 9 1990

RETURN TO:
MICHAEL G. DAY, ESQ.
DAY & SCHNEIDER
120 W. WASHINGTON ST., STE. 300
HAGERSTOWN MD 21740

18203031495

A 323757

RECORDED IN THE RECORDS OF THE 7225 1966

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received for record June 13, 1990 at 9:45 A.M.
Corporation Record Liber 42



3/20/90 9:30

C.A.L.L. TRI-STATE 2000 BEVERAGE SERVICE, INC.

ARTICLES OF INCORPORATION

FIRST: I, Waverly L. Griffin, whose post office address is Route 1, Box 229, Independence Road, Clear Spring, Maryland 21722, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the general laws of the State of Maryland.

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

C.A.L.L. TRI-STATE 2000 BEVERAGE SERVICE, INC.

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

1. To own and carry on the business of beverage service.

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

FOURTH: The post office address of the principal office of the Corporation in this State is Route 1, Box 229, Independence Road, Clear Spring, Maryland 21722. The name and post office address of the Resident Agent of the Corporation is Waverly L. Griffin, Route 1, Box 229, Independence Road, Clear Spring, Maryland 21722. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of Directors of the Corporation shall be 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

1990 MAR 20 A 9:30
3225 1459
00798232

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:

Waverly L. Griffin
Pamela A. Griffin

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

3225 1460

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.

3225 1461

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 16th day of MARCH, 1990, and I acknowledge the same to be my act.

WITNESS:

_____ _____ (SEAL)
Waverly L. Griffin

M.A

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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 40.00

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 Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: Michael G. Day, Esq.

MAIL TO ADDRESS: Day and Schneider, P.A.
Suite 300
120 West Washington Street
Hagerstown, MD 21740

✓ Check ____ Cash

NOTE:

Documents on ____ checks

3225 1463

APPROVED BY: ____

ARTICLES OF INCORPORATION
OF
C.A.L.L. TRI-STATE 2000 BEVERAGE SERVICE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 20, 1990 AT 9:30 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 | $ |

D2979755

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 9 1990

RETURN TO:
DAY AND SCHNEIDER, P.A.
ATTN: MICHAEL G. DAY, ESQ.
STE 300 120 WEST WASHINGTON ST.
HAGERSTOWN MD 21740

18203031397

A 323681

RECORDED IN THE RECORDS OF THE 3225 1459

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received for record June 13, 1990 at 9:45 A.M.
Corporation Record Liber 42



Hagerstown Business and Professional Women's Club, Inc.

I, Mayrene J. Slick, Recording Secretary of the Hagerstown Business and Professional Women's Club, Inc., a Maryland corporation, do hereby certify that the following is a true and correct copy of a certain resolution duly adopted by the Board of Directors of said corporation at a meeting thereof duly convened and held on the 19th day of February, 1990, at which meeting a quorum was present and acting throughout, and that said resolution has not been amended, modified or repealed, as of the date hereof and is in full force and effect:

"RESOLVED, that Wilma B. Reed, a citizen of the State of Maryland, actually residing therein, and whose post office address is 462 North Potomac Street, Apartment 2 Hagerstown Maryland 21740, is appointed resident agent of this corporation in the State of Maryland."

IN WITNESS WHEREOF, I have hereunto affixed my signature and the seal of the Hagerstown Business and Professional Women's Club, Inc. this second day of March, 1990.

(SEAL)

Mayrene J. Slick
Mayrene J. Slick
Recording Secretary

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
3-20-90 at 8:30 a.m.

1990 MAR -5 A 9:28

640

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 91

# D196480 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 | $7.00 | 1 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 Corp. Registration |
| 87 | | Limited Part. Good Standing |
| 71 | | Financial |
| 600 | | Personal Property Reports and late filing penalties |
| 70 | $10.00 | 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
- ___ Designation of Resident Agent and Resident Agent's Address
- ___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Hagerstown Business & Professional Women's Club
Rt. 5, Box 190
Hagerstown, MD 21740

TOTAL FEES $17.00

1 Check ___ Cash

NOTE: copy made

1 Documents on 2 checks

3225 1015

APPROVED BY: RMK

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS
OF
HAGERSTOWN BUSINESS & PROFESSIONAL WOMEN'S
CLUB, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 20, 1990 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 | $ |

D1966480

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 9 1990

RETURN TO:
HAGERSTOWN BUSINESS &
PROFESSIONAL WOMEN'S CLUB
ROUTE 5, BOX 190
HAGERSTOWN MD 21740

181C3031376

A 323648

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE 3225 1013
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

642

Received for record June 13, 1990 at 9:45 A.M.
Corporation Record Liber 42

STATE DEPARTMENT OF ASSESSMENT AND TAXATION
APPROVED FOR RECORD
3-19-90 at 9:31 a.m.

# ARTICLES OF INCORPORATION
# OF
# INDEPENDENT SUPPLY COMPANY

THIS IS TO CERTIFY:

FIRST: That I, William S. Barton, 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: Independent Supply Company.

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

A. To engage in the distribution and wholesale/retail sale of all types of equipment, chemicals and miscellaneous business supplies.

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.

1990 MAR 19 A 9:31

00788173

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 44 1/2 Garlinger Avenue, Hagerstown, Maryland 21740. The resident agent of the Corporation is Douglas C. Shumaker, whose address is 426 South Potomac Street, Hagerstown, Maryland 21740, who is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation shall have authority to issue is Five Thousand (5,000) shares of Common Stock with no par value.

SIXTH: The number of directors of the Corporation shall be three (3) which number may be increased or decreased pursuant to the By-Laws of the Corporation, and so long as there are less than three (3) Stockholders, the number of directors may be less than three (3) but not less than the number of Stockholders. The name of the director, who shall act until the first annual meeting or until their successors are duly chosen and qualified is:

Douglas C. Shumaker

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

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 16 day of March, 1990.

(SEAL)
William S. Barton

7225 0794

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 20 | 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 |
| 76 | | Certificate of Merger/Transfer |
| 75 | | Special Fee |
| 80 | | For. Limited Partnership |
| 83 | | Cert. Limited Partnership |
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| 85 | | Termination of Limited Partnership |
| 21 | | Recordation Tax |
| 22 | | State Transfer Tax |
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| 31 | | ____ Corp. Good Standing |
| NA | | Foreign Corp. 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
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: William S. Barton, Esq.

MAIL TO ADDRESS: Urner, Nain + Barton
207 S. Potomac St.
Hagerstown, Md. 21740

TOTAL FEES 40

✓ Check ____ Cash

Documents on ____ checks

NOTE:

APPROVED BY: PCM

3225 0395

ARTICLES OF INCORPORATION
OF
INDEPENDENT SUPPLY COMPANY

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 19, 1990 AT 9:31 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 | $ 20.00 | $ |

D2979425

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 9 1990

RETURN TO:
URNER, NAIRN & BARTON
ATTN: WILLIAM S. BARTON, ESQ.
207 S. POTOMAC ST.
HAGERSTOWN MD 21740

181C3031323

A 323602

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

3225 0391

Received for record June 13, 1990 at 9:45 A.M.
Corporation Record Liber 42



3-20-90 9:05 A.

VINNIE AND MOM, INC.

A Maryland Close Corporation,
Organized Pursuant to Title 4 of the
Corporation and Associations Article of the
Annotated Code of Maryland

ARTICLES OF INCORPORATION

FIRST: I, Vincenzo Schiano-di-Cola, whose post office address is 1 Public Square, Hagerstown, Maryland 21740, being at least eighteen years of age, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is Vinnie and Mom, Inc.

THIRD: The corporation shall be a close corporation as authorized by Title 4 of the Corporations and Association Article of the Annotated Code of Maryland, as amended.

FOURTH: The purpose(s) for which the Corporation is formed are as follows:

(1) To own and operate a pizza restaurant and to engage in the sale of pizzas, sandwiches, and other foods to be consumed on the premises, for delivery, or for take-out, along with beverages and snacks.

(2) To purchase the necessary products to operate this business.

(3) To prepare food for wholesale distribution and for catering.

1990 MAR 20 A 9:05

00798275 3225 0046

(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 Maryland is 1 Public Square, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland are Vincenzo Schiano-di-Cola, 1 Public Square, Hagerstown, Maryland 21740.

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

SEVENTH: After the completion of the organization meeting of the director(s) 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 Vincenzo Schiano-di-Cola and Mildred Doran.

EIGHTH: No director or officer of the Corporation shall be liable to the Corporation or to its stockholders for money damages except (1) to the extent that it is proved that such director or officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received, or (2) to the extent that a judgment or other final adjudication adverse to such director or officer is entered in a

proceeding based on a finding on the proceeding that such director's or officer's action, or failure to act, was (a) the result of active and deliberate dishonesty, or (b) intentionally wrongful, willful or malicious and, in each such case, was material to the cause of action adjudicated in the proceeding.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 19 day of MARCH, 1990, and severally acknowledge the same to be my act.

Vincenzo Schiano Di Cola.

Vincenzo Schiano-di-Cola

3225 0049

650

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 20 | 40 | Organ. & Capitalization |
| 61 | 40 | 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 Corp. 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
- ____ Designation of Resident Agent and Resident Agent's Address
- ____ Other Change ____

Code ____

ATTENTION: John R. Salvatore, Esq.

MAIL TO ADDRESS: Salvatore + Wade
44 N. Potomac Street
Suite 204
Hagerstown, Md. 21740

TOTAL FEES 40.00

✓ Check ____ Cash

NOTE:

Documents on ____ checks

3225 0049

APPROVED BY: NM

ARTICLES OF INCORPORATION
OF
VINNIE AND MOM, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 20, 1990 AT 9:05 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 | $ 20.00 | $ |

D2978880

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
SALVATORE & WADE
ATTN: JOHN R. SALVATORE, ESQ.
44 N. POTOMAC STREET STE 204
HAGERSTOWN MD 21740

JUL 9 1990

181C3031269

A 323354

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

3225 0045

Received for record June 13, 1990 at 9:45 A.M.
Corporation Record Liber 42

STATE DEPARTMENT OF ASSESSMENTS
APPROVED AND FILED
3-16-90 at 10:21 A.M.

BM

ASTRO LABELS, INC.

ARTICLES OF INCORPORATION
including election to be a Close Corporation

FIRST: I, Marsha L. Fuller, whose address is 912 Oak Hill Avenue, 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

Astro Labels, 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 provide direct mail materials and services.

(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 P. O. Box 3623, Bowman Avenue Hagerstown, Washington County, Maryland 21740. The name and address of the Resident Agent of the Corporation in Maryland is Marsha L. Fuller, 912 Oak Hill Avenue, 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), 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).

1990 MAR 16 A 10:21

3224 2588
00758344

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 one (1) director, whose name is Marsha L. Fuller.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 13th day of March, 1990, and I acknowledge the same to be my act.

WITNESS:

Cathy L. Blair

Marsha L. Fuller

Marsha L. Fuller

654

m.A.

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 20 | 30 | 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 |
| 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 Corp. 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
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: William C. Wantz, Esq.

MAIL TO ADDRESS: Kaylor + Wantz
123 W. Washington St.
Hagerstown, Md. 21740

TOTAL FEES 40.00

✓ Check ____ Cash

NOTE:

Documents on ____ checks

3324 2571

APPROVED BY: [illegible]

ARTICLES OF INCORPORATION
OF
ASTRO LABELS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 16, 1990 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: |
|---|---|---|
| $ 20.00 | $ 20.00 | $ |

D2978377

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
KAYLOR & WANTZ
ATTN: WILLIAM C. WANTZ, ESQ.
123 W. WASHINGTON ST.
HAGERSTOWN MD 21740

181C3031218

A 323303

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

7224 2569

Received for record June 13, 1990 at 9:45 A.M.
Corporation Record Liber 42

ARTICLES OF REVIVAL

FOR 3/19/90 9:15

CHAPTER 36 FLYING CLUB, INC

(Insert exact name of corporation as it appears on records of the State Department of Assessments and Taxation)

FIRST: The name of the corporation at the time the charter was forfeited was

CHAPTER 36 FLYING CLUB, INC.

SECOND: The name which the corporation will use after revival is

CHAPTER 36 FLYING CLUB, INC

THIRD: The address of the principal office in this state is

1709 BURNSIDE AVE.

HAGERSTOWN, MD 21740

FOURTH: The name and address of the resident agent is

KELLER NIGH

1709 BURNSIDE AVE.

HAGERSTOWN, MD 21740

FIFTH: These Articles of Revival are for the purpose of reviving the charter of the corporation.

SIXTH: At or prior to the filing of these Articles of Revival, the corporation has (a) Paid all fees required by law; (b) Filed all annual reports which should have been filed by the corporation if its charter had not been forfeited; (c) Paid all state and local taxes, 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.

00788065

7224 0717

00788064

(Use A for signatures. If that procedure is unavailable, use B. If A & B are not available, use C. ONLY SIGN UNDER ONE SECTION.)

A. The undersigned who were respectively the last acting president (or vice president) and secretary (or treasurer) of the corporation severally acknowledge the Articles to be their act.

Vernon B. Downey
Last Acting President/Vice President

Last Acting Secretary/Treasurer

(Use if A cannot be signed/acknowledged)

B. The last acting president, vice president, secretary, and treasurer are unwilling or unable to sign and acknowledge these Articles; therefore, the undersigned who represent the lessor of a majority or 3 of the last acting directors of the corporation severally acknowledge the Articles to be their act.

Last Acting Director

Last Acting Director

Last Acting Director

(Use if A and B cannot be signed/acknowledged)

C. The last acting president, vice president, secretary, and treasurer of the corporation are unable or unwilling to sign the Articles. There are less than the required number of directors able and willing to sign the Articles, therefore, the undersigned who were elected as directors for the purpose of reviving the charter of the corporation severally acknowledge the Articles to be their act.

Director

Director

Director

50.00 Revival Fee

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, KELLER NIGH - SECY - TREAS of CHAPTER 36 FLYING CLUB, 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.

Keller Nigh - Secretary Treasurer
(print name beneath signature)
KELLER NIGH

I hereby certify that on 3/16/90 before me, the
(insert date)

subscriber, a notary public of the State of Maryland, in and for
Washington Co. Maryland personally appeared
(insert name of county for which notary is appointed)

Keller Nigh 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

Alma L. Jessee
(Signature of notary public)

My Commission expires July 1, 1990.

RECEIVED
'90 MAR 16 PM 1 49
STATE DEPT OF ASSESSMENTS

7224 0715

DWS

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 18 BUSINESS CODE _____ COUNTY 71

#D1197409 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | 30 | Expedited Fee |
| 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 |
| 85 | | Termination of Limited Partnership |
| 21 | | Recordation Tax |
| 22 | | State Transfer Tax |
| 23 | | Local Transfer Tax |
| 31 | | ___ Corp. Good Standing |
| NA | | Foreign Corp. 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 | | |

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 Resident Agent's Address
- ___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Chapter 36 Flying Club
P.O. Box 1831
Hagerstown, Md 21742

80 Check ___ Cash

1 Documents on 2 checks

APPROVED BY: A

NOTE: 88 → 90 filed herewith (NA)

7224 0716

THE ARTICLES OF REVIVAL
OF
CHAPTER 36 FLYING CLUB, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 19, 1990 AT 9:15 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

| ORGANIZATION AND CAPITALIZATION FEE PAID: | RECORDING FEE PAID: | SPECIAL FEE PAID: |
|---|---|---|
| $ | $ 20.00 | $ 30.00 |

D1197409

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

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

MAILED MAR 9 1990

RETURN TO:
CHAPTER 36 FLYING CLUB
P. O. BOX 1831
HAGERSTOWN MD 21742

180C3031156

A 323523

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3224 0712

Received for record June 13, 1990 at 9:45 A.M.
Corporation Record Liber 42



03-0590 8:40

ARTICLES OF INCORPORATION

OF

WASHINGTON COUNTY MENTAL HEALTH AUTHORITY, INC.

THIS IS TO CERTIFY:

FIRST: The undersigned, Ralph H. France, II, whose post office address if Court House Annex, 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 MENTAL HEALTH AUTHORITY, INC."

THIRD: The purposes for which the Corporation is formed are: To manage and coordinate the publicly-funded mental health services system and to promote full community participation in the planning and delivery of mental health services in Washington County, Maryland; and, without limitation by the foregoing to be vested with and exercise all 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.

1990 MAR -5 A 8:40
00718252
00718251
3227 1969

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 Washington 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 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 Court House Annex, Hagerstown, Maryland. 21740 The Resident Agent, an individual actually residing in this State, is Ralph H. France, II, whose post address is Court House Annex, Hagerstown, Maryland. 21740

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: William Kercheval, Margot Payne, Richard Grumbacher, and Robert Hull.

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 1st day of March, 1990.

WITNESS:

Vicki L. Grimm

Ralph H France II (SEAL)
Ralph H. France, II

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 1st day of March, 1990, before me, the subscriber, a Notary Public of the State of Maryland and County of Washington, personally appeared Ralph H. France, II, 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.

Vicki L. Grimm
Notary Public

My Commission Expires:
July 1, 1990

M.A.

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 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 | 15 | 2 Certified Copy 8 |
| 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 Corp. 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
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: Ralph H. France, II, Esq.

MAIL TO ADDRESS: Washington County Mental Health Authority, Inc.
Court House Annex
Hagerstown, Md. 21740

TOTAL FEES 55

✓ Check (53.00) ✓ Cash (2.00) NOTE:

Documents on ____ checks

APPROVED BY: J.M.T.

3223 1973

ARTICLES OF INCORPORATION
OF
WASHINGTON COUNTY MENTAL HEALTH AUTHORITY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 5, 1990 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 | $ 20.00 | $ |

D2976512

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 9 1990

RETURN TO:
WASHINGTON COUNTY MENTAL HEALTH
AUTHORITY, INC.-RALPH FRANCE, ESQ
COURT HOUSE ANNEX
HAGERSTOWN MD 21740

179C3030824

A 323181

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3223 1968

Received for record June 13, 1990 at 9:45 A.M.
Corporation Record Liber 42

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR PAYMENT
3-9-90 at 9:27 A.M.



1990 MAR -9 A 9:27

ARTICLES OF INCORPORATION
OF
TRI-STATE PLUMBING & HEATING, INC.
(A Close Corporation)

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Kenneth J. Mackley, who is eighteen years of age or older and 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 TRI-STATE PLUMBING & HEATING, 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 engage in the business of performing and rendering plumbing and heating services.

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

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

The 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.

00688154

3223 1196

FIFTH: The post office address for the principal office of the Corporation in this State is 495 Mitchell Avenue, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are Douglas C. McAllister, 495 Mitchell Avenue, 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 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).

SEVENTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three (3); and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Douglas C. McAllister, Michael T. McAllister and Andrew L. Bohan, Jr.

EIGHTH: The Corporation shall elect to be taxed as a Subchapter S Corporation under the Internal Revenue Code.

The Corporation shall only authorize and issue one class of stock (voting or non-voting common).

No stockholder shall do any act (including the sale or transfer of such stockholder's stock) which shall contravene or revoke the Corporation's election to be taxed as a Subchapter S Corporation.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 3d day of March, 1990.

WITNESS:

Patricia L. Witmer

Kenneth J. Mackley (SEAL)
Kenneth J. Mackley

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit

I HEREBY CERTIFY, that on this 3rd day of March, 1990, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Kenneth J. Mackley, who did acknowledge that he executed the foregoing Articles of Incorporation as his voluntary act.

WITNESS my hand and Notarial Seal.

Patricia L. Witmer
Notary Public

My Commission Expires:
July 1, 1990

M.A. 670

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 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 | 9 | 1 Certified Copy 3 |
| 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 Corp. 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 | | |

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 Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: K. J. Mackley, Esq.

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

49 Check ____ Cash

NOTE:

Documents on ____ checks

APPROVED BY: A

3223 1199

ARTICLES OF INCORPORATION
OF
TRI-STATE PLUMBING & HEATING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 9, 1990 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 | $ 20.00 | $ |

D2975878

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 9 1990
MACKLEY, GILBERT & MARKS
ATTN: K.J. MACKLEY, ESQ.
35 E. WASHINGTON ST.
HAGERSTOWN MD 21740

17903030760

A 323117

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3227 1195

Received for record June 13, 1990 at 9:45 A.M.
Corporation Record Liber 42



STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR PAYMENT
3-9-90 at 8:59A

D & H PROPERTIES, INC.

ARTICLES OF INCORPORATION

FIRST: I, Edward N. Button, whose address is 44 N. Potomac St., 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 D & H PROPERTIES, INC.

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

(1) To erect, construct, establish, purchase, lease, and otherwise acquire, and to hold, use, equip, outfit, supply, service, maintain, operate, sell, and otherwise dispose of, restaurants, inns, taverns, cafes, cafeterias, grills, automats, buffets, diners, delicatessens, lunch rooms, coffee shops, luncheonettes, ice cream parlors, milk bars, candy stores, soda fountians, bakeries, kitchens, bars, saloons, cocktail lounges, banquet halls, catering establishments, concessions, and other eating and drinking places and establishments of every kind and description, and checkrooms, newstands, and cigar, cigarette, and tobacco stands and stores, and generally to conduct the business of restaurateurs, caterers, innkeepers, tobacconists, bakers, butchers, cooks, concessionaires, and purveyors, suppliers, preparers, servers, and dispensers of food and drink; and to engage in all activities, to render all services, and to buy, sell, use, handle, and deal in all fixtures, machinery, apparatus, equipment, accessories, tools, materials, products, and merchandise incidental or related thereto, or of use therein.

(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

1990 MAR -9 A 8:59

WARD N. BUTTON
ATTORNEY AT LAW
NORTH POTOMAC ST.
SUITE 104
GERSTOWN, MD 21740
(301) 739-4860

0063816
7222 2734

(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 44 N. Potomac St., Hagerstown, MD. 21740. The name and post office address of the Resident Agent of the Corporation in this state is Edward N. Button, 44 N. Potomac St., Hagerstown, MD 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 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: Arnold Gale.

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

EDWARD N. BUTTON
ATTORNEY AT LAW
44 NORTH POTOMAC ST.
SUITE 104
HAGERSTOWN, MD 21740

(301) 739-4860

qualified is: Donald L. Helmick.

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.

WARD N. BUTTON
TTORNEY AT LAW
IORTH POTOMAC ST.
SUITE 104
ERSTOWN, MD 21740
(301) 739-4860

3222 2736

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 5th day of March, 1990, and I acknowledge the same to be my act.

Rebecca J. Ford
WITNESS

Edward N. Button
Edward N. Button

EDWARD N. BUTTON
ATTORNEY AT LAW
44 NORTH POTOMAC ST.
SUITE 104
HAGERSTOWN, MD 21740

(301) 739-4860

676

M.A.

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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 | | |

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 Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: Edward N. Button, Esq

MAIL TO ADDRESS: Edward N. Button
44 N. Potomac St.
Suite 104
Hagerstown, Md. 21740

40 Check ____ Cash

NOTE:

Documents on ____ checks

APPROVED BY: A

3222 2778

ARTICLES OF INCORPORATION
OF
D & H PROPERTIES, INC.

APPROVED AND RECEIVED EOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OE MARYLAND MARCH 9, 1990 AT 8:59 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 | $ 20.00 | $ |

D2974363

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
EDWARD N. BUTTON, ESQUIRE
44 N. POTOMAC STREET, STE. 104
HAGERSTOWN MD 21740

17803030652

A 323002

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

3222 2733

Received for record June 13, 1990 at 9:45 A.M.
Corporation Record Liber 42

3-14-90 8:45a

ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TRANSFER entered into this 9th day of March, 1990, by and between BBK, INC., a Maryland corporation (hereinafter sometimes referred to as the "Transferor"), and JOHN C. BURREY and JEANETTE H. BURREY, his wife, of Washington County, Maryland (hereinafter sometimes referred to as the "Transferees").

THIS IS TO CERTIFY:

FIRST: Transferor does hereby agree to sell, assign and transfer substantially all of its property and assets to Transferees, their heirs, personal representatives 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 BBK, Inc., a corporation organized under the laws of the State of Maryland.

THIRD: The name, address and principal place of business of Transferees are as follows:

Name: John C. Burrey and Jeanette H. Burrey

Address: 1609 Fountain Head Road
Hagerstown, Maryland 21740

3222 275
00738370

Principal Place
of Business: 1609 Fountain Head Road
Hagerstown, Maryland 21740

FOURTH: The principal office of Transferor is in Washington County, State of Maryland. The only county in which Transferor owns property, the title to which could be affected by the recording of this instrument among the land records, is Washington County, Maryland.

FIFTH: The nature and amount of the consideration to be paid by Transferees for the property and assets hereby transferred to them as set forth in Article SEVENTH, is Six Hundred Ten Thousand Dollars ($610,000.00) of which $441,507.00 will be paid in cash and $168,493.00 will be paid by the Transferee assuming the obligation of the Transferor.

SIXTH: The Board of Directors of Transferor, by a two-thirds majority, at a special meeting convened upon notice required by the By-Laws of the Transferor and at which all directors were present, duly adopted a resolution declaring that the sale, assignment and transfer of substantially all the assets of Transferor as herein set forth was 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.

The stockholders of the Transferor duly approved the sale and transfer of substantially all of the Transferor's assets as herein set forth, by a two-thirds majority vote at a special meeting of the stockholders of Transferor convened upon the notice required by the By-Laws of the Transferor and at which all stockholders were present, all in the manner and by vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

SEVENTH: In consideration of the payment to Transferor of Six Hundred Ten Thousand Dollars ($610,000.00) in accordance with the terms and conditions of the Agreement, Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferees, their successors and assigns:

ALL that lot or parcel of land and all rights, ways, waters, alleys, privileges and appurtenances thereunto belonging or in anywise appertaining, situate in Washington County in Election District No. 10; situated at the northeast intersection of West Oak Ridge Drive and Maryland Route 632 as relocated; and being more particularly described as follows:

Beginning at an iron pin at the beginning of the fourth line of a deed from Helen E. Wakenight, widow, to George Horn, Inc. dated March 14, 1973, and recorded in Liber 556, folio 615, one of the Land Records of Washington County, Maryland and



3222 2337

running thence with said fourth line described as North 61 degrees 16 minutes West and corrected by a recent survey to North 61 degrees 01 minutes 47.2 seconds West 370.93 feet to a point in the East marginal right of way of West Oak Ridge Drive then with said marginal line South 19 degrees 56 minutes 08.2 seconds West 176.25 feet described incorrectly on State Roads Plats Nos. 44101 and 44102 as South 19 degrees 56 minutes 08.2 seconds East 176.25 feet thence South 43 degrees 24 minutes 23.7 seconds East 7.198 feet to a point thence with the North marginal right of way line of Maryland Route 632 with a curve to the left having a radius of 1082.66 feet and a chord and distance of South 76 degrees 41 minutes 26.2 seconds East 47.25 feet thence South 86 degrees 30 minutes 21.4 seconds East 94.56 feet to a point thence North 86 degrees 04 minutes 34.0 seconds East 47.32 feet to a point thence South 85 degrees 27 minutes 38.5 seconds East 46.49 feet thence South 78 degrees 17 minutes 16.5 seconds East 47.56 feet to a point thence North 85 degrees 50 minutes 2.4 seconds East 36.33 feet to a point thence leaving said right of way line and running North 16 degrees 26 minutes 49.0 seconds East 65.08 feet to the point and place of beginning. Containing 1.2 acres, more or less.

Being shown on the State Roads Plats hereinafter referred to.

Subject to all conditions, restrictions, easements and rights of way of record and those shown on the State Roads Plats referred to.

Being the same property which by deed dated January 30, 1979, and recorded among the land records of Washington County at Liber 675, folio 849 was granted and conveyed by Oak Ridge Golf Center, Inc. to BBK, Inc.

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

NINTH: Except as otherwise provided herein, Transferees do not assume any obligations of liabilities of Transferor.

IN WITNESS WHEREOF, BBK, Inc., a party to these Articles of Sale and Transfer, has caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of BBK, Inc. - by its president and attested by its secretary, and John C. Burrey and Jeanette H. Burrey, have signed these

Articles of Sale and Transfer this 9th day of March, 1990.

ATTEST:

John C. Burrey, Secretary

("Transferor")

BY:

Richard L. Kindsvatter,
President

WITNESS:

John C. Burrey

Jeanette H. Burrey
("Transferees")

THE UNDERSIGNED, President of BBK, 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 BBK, Inc. 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.

Richard L. Kindsvatter,
President

7222 2340

THE UNDERSIGNED, John C. Burrey and Jeanette H. Burrey, who executed the foregoing Articles of Sale and Transfer, as Transferees, of which this certificate is made a part, hereby acknowledge the foregoing Articles of Sale and Transfer to be their act and further certify that, to the best of their knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

John C. Burrey

John C. Burrey

Jeanette H. Burrey

Jeanette H. Burrey



3222 2341

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 12 D BUSINESS CODE _____ COUNTY 71

# D 0801746 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

~~Merging~~ (Transferor) BBK, Inc.

~~Surviving~~ (Transferee) John C. Burrey and Jeanette H. Burrey

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 | 4 | Certificate of Conveyance land records Washington Co. |
| 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 | 2013 | Recordation Tax |
| 22 | 3050 | State Transfer Tax |
| 23 | N/A | Local Transfer Tax |
| 31 | | ___ Corp. Good Standing |
| NA | | Foreign Corp. 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 5087

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 Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: James Johnson Jr
138 W. Wash. St
Hagerstown Md
21740

✓ Check ___ Cash

___ Documents on ___ checks

NOTE: ack-mail - #55721

APPROVED BY: JO

7222 2342

ARTICLES OF TRANSFER
OF
BBK, INC.
(A MD CORP.) TRANSFEROR
AND
JOHN C. BURREY AND JEANETTE H. BURREY
(AN INDIVIDUAL) TRANSFEREE

APPROVED AND RECEIVED EOR RECORD BY THE STATE DEPARTMENT OE ASSESSMENTS AND TAXATION OE MARYLAND MARCH 14, 1990 AT 8:45 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 | $ |
| CERT. OF CONV.-WASHINGTON COUNTY | 4.00 | |
| | $24.00 TOTAL | |
| | D0801746 | |

TO THE CLERK OF THE COURT OE WASHINGTON COUNTY

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

MARED JUL 9 1990

RETURN TO:
JAMES JOHNSON, JR.
138 W. WASHINGTON STREET
HAGERSTOWN MD 21740

177C3030617

A 322959

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3222 2774

Received for record June 13, 1990 at 9:45 A.M.
Corporation Record Liber 42

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR PAYMENT
3-14-90 at 1:59 P.M.



MICHAEL BUILDING CONSULTANTS, 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, Lee U. Michael, Sr., whose post office address is 11 Ritchie Road, Williamsport, Maryland 21795, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

MICHAEL BUILDING CONSULTANTS, 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 building consultants; 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 11 Ritchie Road, Williamsport, Maryland 21795. The name and post office address of the Resident Agent of the Corporation in this State is Day and Schneider,

00738149 3222 2072

P.A., 120 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is a corporation operating 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 two (2), 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:

Lee U. Michael, Sr.
Frances Michael

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 directoror officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 12th day of March, 1990, and I acknowledge the same to be my act.

WITNESS:

Verdora R. Lee

Lee U. Michael, Sr. (SEAL)

Lee U. Michael, Sr.



3222 2075

690

M.A.

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: Michael G. Day, Esq.

MAIL TO ADDRESS: Day and Schneider
Suite 300
120 W. Washington St.
Hagerstown, Md. 21740

TOTAL FEES 40 Check ____ Cash

NOTE:

Documents on ____ checks

APPROVED BY: A

3222 2076

ARTICLES OF INCORPORATION
OF
MICHAEL BUILDING CONSULTANTS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 14, 1990 AT 1:59 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 | $ 20.00 | $ |

D2974491

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 9 1990

RETURN TO:
DAY & SCHNEIDER
ATTN: MICHAEL G. DAY, ESQ.
120 W. WASHINGTON ST.
HAGERSTOWN MD 21740

177C3030549

A 322923

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3222 2072

4516:03/07/90
AZH53(1737G)

Received for record June 13, 1990 at 9:45 A.M.
Corporation Record Liber 42

692

ARTICLES OF INCORPORATION

OF

CUMBERLAND VALLEY BIOLAWN, INC.
(A Close Corporation)

3/8/90 at 1:11 p.m.

THIS IS TO CERTIFY THAT:

FIRST: The undersigned, Tracy A. Bacigalupo, Esquire, whose address is 100 South Charles Street, 16th Floor, Baltimore, Maryland 21201, being at least eighteen (18) years of age, does hereby form a corporation under the general laws of the State of Maryland.

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

Cumberland Valley Biolawn, Inc.

THIRD: The Corporation shall be a close corporation as authorized and regulated by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

FOURTH: The Corporation is formed to promote an organic lawn care service in order to safeguard the water supply and for any other lawful business.

FIFTH: The address of the principal office of the Corporation in this State is Route 9, Box 355, Hagerstown, Maryland 27140.

SIXTH: The resident agent of the Corporation is Tracy A. Bacigalupo, Esquire, whose address is 100 South Charles Street, 16th Floor, Baltimore, Maryland 21201. The resident agent is a citizen of and resides in the State of Maryland.

SEVENTH: The total number of shares of stock which the Corporation has authority to issue is five thousand (5,000) shares, no par value per share, all of one class.

EIGHTH: The Corporation shall have one (1) director, Douglas W. Hutzell, who shall serve until the Organization Meeting of the sole Director and the issuance of one or more shares of stock of the Corporation have been completed. After that time, the Corporation shall have no board of directors.

NINTH: (a) The Corporation reserves the right to

RECEIVED '90 MAR 8 PM 1 11 STATE DEPT OF ASSESSMENTS & TAXATION

00688040
3221 2120

make any amendment of the charter, now or hereafter authorized by law, including any amendment which alters the contract rights, as expressly set forth in the charter, of any outstanding stock.

(b) Except as otherwise provided in the charter or by the bylaws of the Corporation, as from time to time amended, the business of the Corporation shall be managed under the direction of its stockholders, who shall have and may exercise all the powers of the Corporation.

TENTH: No holder of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class; provided, however, that the stockholders may, in authorizing the issuance of stock of any class, confer any preemptive right that the stockholders may deem advisable in connection with such issuance.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and I acknowledge the same to be my act, on this 8th day of March, 1990.

Tracy A. Bacigalupo

Tracy A. Bacigalupo

3221 2121

694

WIT

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 |
|---|---|---|
| 10 | 30 | Expedited Fee |
| 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 Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code 065

ATTENTION: _____

MAIL TO ADDRESS: _____

TOTAL FEES

70 ✓ Check ___ Cash

___ Documents on ___ checks

NOTE: no CC per Andrea Barr

3221 2122

APPROVED BY: PCM

ARTICLES OF INCORPORATION
OF
CUMBERLAND VALLEY BIOLAWN, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 8, 1990 AT 1:11 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 | $ 20.00 | $ |

D2972602

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 9 1990
WEINBERG & GREEN
100 SOUTH CHARLES STREET
BALTIMORE MD 21201

174C3031207

A 322712

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3221 2119

Received for record June 13, 1990 at 9:45 A.M.
Corporation Record Liber 42

SMITHSBURG VALLEY BAPTIST CHURCH

ARTICLES OF INCORPORATION

FIRST: We, the Undersigned, Lillian B. Pickens, 1631 Edgewood Place, No. 201, Hagerstown, Maryland 21740; Danny R. Vaughn, 129 Harp Road, Hagerstown, Maryland 21740; Edward R. Knight, P.O. Box 167, Chewsville, Maryland 21721; and Timothy A. Hoover, 1422 Glenwood Avenue, Hagerstown, Maryland 21740, elected by the members of the congregation of Smithsburg Valley Baptist Church to act as Trustees in the name and on behalf of said congregation to manage the estate, property, interest and inheritance of same and each being at least eighteen (18) years of age, and all being discreet and sober persons, do hereby associate ourselves as incorporators with the intention of forming a religious corporation under and by virtue of the special provisions of the General Laws of the State of Maryland.

SECOND: The name of the congregation and of the Corporation shall be:

SMITHSBURG VALLEY BAPTIST CHURCH

THIRD: The plan and purpose of the Corporation adopted at the meeting of the members of the congregation electing the Trustees are as follows, to wit:

1. To adopt a seal which shall be in circular form with the following inscriptions: "SMITHSBURG VALLEY BAPTIST CHURCH" and "INCORPORATED 1990."

2. To conduct a church for religious worship in the Christian religion after the form, regulations and doctrines of Baptist churches affiliated with the Baptist Convention of Maryland/Delaware, Inc.

[redacted]

RECEIVED
90 JUN 8 AM 9 24
ASSESSMENT & TAXATION
90 FEB 22 AM 9:18
7221 2001
00673842

02-22-90 9:18

3. There shall be an annual business meeting of the members of the congregation on the Second Sunday of September in each year, of which notice shall be given to the members in accordance with the By-Laws of said Corporation.

4. The eligible voters shall consist of baptized believers, members in good standing in the church and, at the annual business meeting of the congregation, there shall be elected by the members of the congregation not less than four (4) nor more than twenty-five (25) members of the congregation above the age of eighteen (18) years to act as Trustees of the Corporation for a term of three (3) years and until their successors are duly elected and qualify. The number of Trustees may be increased or decreased from time to time within the limits prescribed above, and the terms of office of said Trustees may be changed in accordance with the By-Laws.

5. The Corporation shall have and the Trustees may exercise all the powers granted to religious corporations by the laws of Maryland, including the powers provided in Section 5-301 to 5-313, Title 5 of the Corporations and Associations Volume of the Annotated Code of Maryland, as amended from time to time.

6. The members of the congregation may from time to time adopt, amend and repeal By-Laws for the regulation and management of the affairs of the Corporation.

FOURTH: The church shall be located in Washington County, and the mailing address of the Corporation is Route 2, Box 394, Holiday Drive, Smithsburg, Maryland 21785. The Resident Agent of the Corporation



3221 2002

is Lillian B. Pickens, 7631 Edgewood Place, No. 201, Hagerstown, Maryland 21740.

FIFTH: The Corporation shall not have the power to issue stock, and no part of the net assets shall inure to the benefit of any member or other individual, with the exception that said Corporation may pay to any member, officer or director, reasonable compensation for work done or services rendered for said Corporation. Upon any ultimate dissolution of the Corporation known as Smithsburg Valley Baptist Church, the Trustees shall distribute the remaining assets, if any, after all just debts and expenses have been paid, to the Baptist Convention of Maryland/Delaware, Inc., a religious Corporation of the State of Maryland.

IN WITNESS WHEREOF, We, the Trustees, have signed these Articles of Incorporation on this 31 day of January, in the year Nineteen Hundred and Ninety.

WITNESS:

Lillian B. Pickens
Lillian B. Pickens

Danny R. Vaughn
Danny R. Vaughn

Kristy Hughes

Edward R. Knight
Edward R. Knight

Timothy A. Hoover
Timothy A. Hoover



3221 2003

STATE OF MARYLAND, COUNTY OF Washington, to wit:

I HEREBY CERTIFY, that on this 31 day of January, 1990, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Lillian B. Pickens, Danny R. Vaughn, Edward R. Knight and Timothy A. Hoover, Trustees of Smithsburg Valley Baptist Church, and acknowledged the foregoing Articles of Incorporation to be the act of said church.

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

Kristy Hughes
Notary Public

My Commission Expires: 7-1-90.



3221 2004

700

M.A.

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene 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 |
|---|---|---|
| 10 | | Expedited Fee |
| 20 | 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 |
| 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 Corp. 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 40

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 Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: Alan H. Stockdale, Esq.

MAIL TO ADDRESS: Stockdale, Jarrell & Crouch
6717 Harford Rd.
Baltimore, Md. 21234

✓ Check ____ Cash

NOTE:

Documents on ____ checks

APPROVED BY: J.M.T.

3221 2005

ARTICLES OF INCORPORATION
OF
SMITHSBURG VALLEY BAPTIST CHURCH

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 22, 1990 AT 9:18 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 | $ |

D2972388

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 9 1990

RETURN TO:
STOCKDALE, JARRELL & CVACH
ATTN: ALAN H. STOCKDALE, ESQ.
6717 HARFORD RD.
BALTIMORE MD 21234

174C3031185

A 322690

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3221 2000

Received for record June 13, 1990 at 9:45 A.M.
Corporation Record Liber 42

3-8-90 8:48 A

ACORN LANDSCAPING SERVICE, INCORPORATED

ARTICLES OF INCORPORATION

FIRST: The undersigned, Welton J. Fischer, whose post office address is 550 Cleveland Avenue, Chambersburg, Pennsylvania 17201, being at least eighteen years of age, does hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation, hereinafter called the "Corporation", is Acorn Landscaping Service, Incorporated.

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

To provide landscaping service and to engage in and do any lawful act concerning any and all lawful business for which corporations may be organized under the general laws of the State of Maryland.

FOURTH: The post office address of the principal office of Corporation in Maryland is 8818 Crystal Falls Drive, Boonsboro, Maryland 21713.

The name and post office address of the resident agent of Corporation in Maryland are Paul R. Cover, 8818 Crystal Falls Drive, Boonsboro, Maryland 21713. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which Corporation has authority to issue is five thousand (5,000) shares of the par value of Ten Dollars ($10.00) a share, all of one class, and having an aggregate par value of Fifty Thousand Dollars ($50,000.00).

SIXTH: The number of directors of Corporation shall be three, which number may be increased or decreased pursuant to the By-Laws of Corporation, but shall never be less than three; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Stanley T. Bain, Paul R. Cover and Donald E. Morton.

SEVENTH: The duration of Corporation shall be perpetual.

00078371
1990 MAR -8 A 8:48
3221 1535

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 6th day of March, 1990.

Witness:

Nova Jean Crider

Welton J. Fischer

COMMONWEALTH OF PENNSYLVANIA :
: ss:
COUNTY OF FRANKLIN :

I HEREBY CERTIFY THAT on March 6, 1990, before me, the subscriber, a notary public of the Commonwealth of Pennsylvania in and for the County of Franklin, personally appeared Welton J. Fischer and acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and notarial seal, this 6th day of March, 1990.

Nova Jean Crider
Notary Public

NOTARIAL SEAL
NOVA JEAN CRIDER, Notary Public
Chambersburg, Franklin Co., PA
My Commission Expires Feb. 11, 1992

704

M.A.

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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 40

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 Resident Agent's Address
____ Other Change ____

Code ~~FB~~

ATTENTION: ____

MAIL TO ADDRESS:
Walton J. Fischer, Esq.
550 Cleveland Avenue
Chambersburg, PA 17201

✓ Check ____ Cash

NOTE:

Documents on ____ checks

APPROVED BY: PCM

3221 1537

ARTICLES OF INCORPORATION
OF
ACORN LANDSCAPING SERVICE, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 8, 1990 AT 8:48 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 | $ |

D2971893

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 9 1990

RETURN TO:
WELTON J. FISCHER, ESQ.
550 CLEVELAND AVENUE
CHAMBERSBURG PA 17201

173C3031101

A 322618

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3221 1534

Received for record June 13, 1990 at 9:45 A.M.
Corporation Record Liber 42



3-6-90 9:19a

R & T ENTERPRISES, INC.

ARTICLES OF AMENDMENT

R & T Enterprises, Inc., a Maryland Corporation, having its principal office at 315 West Side Avenue, Hagerstown, MD 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 The B.L. Townes Company, Inc.

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

The name of the Corporation (which is hereinafter called the Corporation) is The B.L. Townes Company, Inc.

THIRD: The Charter of the Corporation is hereby amended by striking Paragraph FOURTH and substituting in lieu thereof the following:

The post office address of the principal office of the Corporation in this State is P.O. Box 4135, 219 W. Howard Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Benjamin L. Townes, P.O. Box 4135, 219 W. Howard Street, Hagerstown, Maryland 21740. Said resident agent is a citizen actually residing in this State.

FOURTH: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in

YDER & POOLE, PA ATTORNEYS AT LAW
ERSTOWN, MARYLAND
EDERICK, MARYLAND

1990 MAR -9 A 9:19
3222 0162

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, R & T 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 5th day of March, 1990, and its President acknowledges that these Articles of Amendment are the act and deed of R & T Enterprises, Inc., and under penalties of perjury, the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

Benjamin L. Townes
Secretary

R & T ENTERPRISES, INC.

BY: Benjamin L. Townes
President

CORPORATE SEAL:

708

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE D94 BUSINESS CODE _____ COUNTY 71

# D2766046 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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 20

Name Change (New Name) The B.L. Townes Company, Inc.

- ✓ 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 Resident Agent's Address
- ___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Chip Snyder
28 Jonathan St
Hagerstown Md
21740

✓ Check ___ Cash

NOTE:

Documents on _____ checks

APPROVED BY: JW

3222 0164

ARTICLES OF AMENDMENT
OF
R & T ENTERPRISES, INC.
CHANGING ITS NAME TO:
THE B.L. TOWNES COMPANY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 6, 1990 AT 9:19 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 | $ |

D2766046

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 9 1990
CHIP SNYDER
28 JONATHAN STREET
HAGERSTOWN MD 21740

17C3031042

A 322568

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3222 0161

710

Received for record June 13, 1990 at 9:45 A.M.
Corporation Record Liber 42

LANIER BUSINESS PRODUCTS OF WESTERN MARYLAND, INC.
ARTICLES OF SALE AND TRANSFER

3-5-90 8:48a

ARTICLES OF SALE AND TRANSFER, entered into this 27th day of February, 1990, by and between Lanier Business Products of Western Maryland Inc., (hereinafter sometimes referred to as the "Transferor"), and Tele-Plus Corporation, (hereinafter sometimes referred to as the "Transferee").

THIS IS TO CERTIFY:

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

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

Transferor is Lanier Business Products of Western Maryland, Inc., a corporation organized under the laws of the State of Maryland.

Transferee is Tele-Plus Corporation, a corporation organized under the laws of the State of Maryland.

THIRD: The nature and amount of the consideration to be paid by Transferee for the property and assets herein transferred to it as set forth in Article EIGHTH herein, paid to Transferor, is Fifty Thousand Thousand Dollars ($50,000.00) for equipment, Two Hundred Twenty Five Thousand Dollars ($225,000.00) for inventory and Sixty Five Thousand Dollars ($65,000.00) for license agreements.

FOURTH: The location of the principal office of Transferor in the State of Maryland is 645 East First 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 Route 5, Leitersburg Pike, Hagerstown, Maryland 21740.

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

3221 0003
00648018

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 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 Forty Thousand Dollars ($340,000.00) in accordance with the terms and conditions of an Agreement between the Transferor and Transferee dated February 15, 1990, 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 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.

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

IN WITNESS WHEREOF, Lanier Business Products of Western Maryland, Inc. and Tele-Plus Corporation, parties to these

3221 0004

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 27th day of February, 1990.

ATTEST:

LANIER BUSINESS PRODUCTS
OF WESTERN MARYLAND, INC.

Linda A. Nye, Secretary

BY: J. Michael Nye, President

TELE-PLUS CORPORATION

Sandra L. Glessner, Secretary

BY: Michael L. Glessner, President

THE UNDERSIGNED, President of Lanier Business Products, 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.

J. Michael Nye, President

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

Michael L. Glessner, President

3221 0005

SCHEDULE 1.1 (a)

ASSETS OF SELLER

Assets are described in the attached documents:

| | | |
|---|---|---|
| 1. | Van #1 Inventory | 4,633.03 |
| 2. | Van #2 Inventory | 6,402.34 |
| 3. | Miscellaneous Hardware Phone Inventory | 3,240.00 |
| 4. | Used Equipment/Loaner Equipment/Tools/etc. | 8,107.50 |
| 5. | Lanier Business Products Asset Log | 27,617.13 |
| | TOTAL | $50,000.00 |

714

022690.4

VAN #1 INVENTORY
LANIER BUSINESS PRODUCTS

| PART NO. | DESCRIPTION | QTY | UNIT COST | EXTENDED COST |
|---|---|---|---|---|
| -- | 1 Pr. 24 Awg Jump Wire | 100' | .05 | 5.00 |
| -- | 12 AWG Solid Coppen Wire | 500' | .08 | 40.00 |
| -- | 12 Foot Lufkin Mea. Tape | 1 | 15.00 | 15.00 |
| -- | 152mm Needle Pliers | 1 | 9.00 | 9.00 |
| -- | 16oz. Hammer | 1 | 14.00 | 14.00 |
| -- | 127mm Dia. Cutters | 2 | 20.00 | 40.00 |
| -- | 18 Pc. Hechs Alan | 1 | 3.15 | 3.15 |
| -- | 18 Pc. High Speed Steel Dril Set | 1 | 10.00 | 10.00 |
| -- | 2 Pr. 1PWC-02P24 | 900' | .01 | 9.00 |
| -- | 2-Sided Nut Dr. 7/16" / 1/2 | 1 | 15.00 | 15.00 |
| -- | 231651 Amp Tool Modular | 1 | 83.00 | 83.00 |
| -- | 25 Pair Cable | 200' | .15 | 30.00 |
| -- | 3 Inch Line Cords | 20 | .11 | 2.20 |
| -- | 3/4" Greenly Aligur Bit | 1 | 30.00 | 30.00 |
| -- | 6 Conductor (1000 Each) | 6000' | 24.00 | 144.00 |
| -- | 6 Line Lightening Protection | 2 | 100.00 | 200.00 |
| -- | 77m Tone Generator | 1 | 24.00 | 24.00 |
| -- | 8 inch x 1/2 inch Masonary Kit | 1 | 7.00 | 7.00 |
| -- | Awl (Punch) | 1 | 6.90 | 6.90 |
| -- | Black & Decker Drill 3/8" | 1 | 30.00 | 30.00 |
| -- | Blue 100' Extension Cord | 1 | 30.00 | 30.00 |
| -- | Brackets For R66MI-50 Split Blocks | 23 | .30 | 6.90 |
| -- | Carbon Handset | 3 | 2.00 | 6.00 |
| -- | Channel Locks | 1 | 10.00 | 10.00 |
| -- | Cover for Brackets For R66MI-50 | 55 | .13 | 7.15 |
| -- | Covers For S66B1-12 Split Blocks | 6 | .50 | 3.00 |
| -- | Desodering Tool | 1 | 8.00 | 8.00 |
| -- | DM-15 (Dig Multi Meter) | 1 | 50.00 | 50.00 |
| -- | Dracon 714 Punch Tool | 2 | 22.50 | 45.00 |
| -- | Drop Light | 2 | 6.00 | 12.00 |
| -- | Dry Wall 1 Inch Screws | 150 | .02 | 3.00 |
| -- | Drywall Saw | 1 | 10.00 | 10.00 |
| A-075-137 | Dynamic Handset | 4 | 34.98 | 139.92 |
| -- | Electrolux Le Model (power nozel) | 1 | 379.00 | 379.00 |
| -- | Female 25C x 25 Feet | 4 | 5.00 | 20.00 |
| -- | Flash Light Halogen | 1 | 13.00 | 13.00 |
| -- | Gas Soldering Iron | 1 | 15.00 | 15.00 |
| -- | Harris Pick Tool | 2 | 1.00 | 2.00 |
| -- | Large Sluted Screw Driver | 1 | 6.00 | 6.00 |
| -- | Leather Pouch | 1 | 15.00 | 15.00 |
| -- | Linemen Pliers | 1 | 11.27 | 11.27 |
| -- | Linemen Scissors | 1 | 7.00 | 7.00 |
| -- | Makita 3/8" Drill | 1 | 50.00 | 50.00 |
| -- | Male 25 PX 10 Feet | 8 | 5.00 | 40.00 |
| -- | Multi Line Jack | 1 | 8.00 | 8.00 |
| -- | Multi Purpose Line Strippers | 2 | 6.00 | 12.00 |
| -- | No. 1 Phillips | 3 | 1.00 | 3.00 |

3221 0007

VAN #1 INVENTORY
LANIER BUSINESS PRODUCTS

| PART NO. | DESCRIPTION | QTY | UNIT COST | EXTENDED COST |
|---|---|---|---|---|
| -- | No. 10 x 1 P. Anchors | 50 | .06 | 3.00 |
| -- | No. 12 x 3/4 Pan Head Screws | 35 | .08 | 2.80 |
| -- | No. 12 x 1/2 Pan Head Screws | 35 | .08 | 2.80 |
| -- | No. 2 Phillips | 1 | 4.00 | 4.00 |
| -- | No. 6 8 x 3/4 Anchors | 50 | .06 | 3.00 |
| -- | No. 8 x 1 1/2 Pan Head Tap Screws | 50 | .06 | 3.00 |
| -- | No. 8-1 Pan Head Tap Screws | 25 | .11 | 2.75 |
| -- | Not-25 7/16 Staples (1000ea) | 4 | 2.50 | 10.00 |
| -- | Not-75 9/16 Staples (1000ea) | 1 | 2.00 | 2.00 |
| -- | Orange 50' Extension Cord | 1 | 25.00 | 25.00 |
| -- | Pair Bolt Cutters | 1 | 50.00 | 50.00 |
| -- | Pair Tin Snips | 1 | 35.00 | 35.00 |
| -- | Push Drill | 1 | 32.00 | 32.00 |
| -- | QL 10 Volume Controls | 3 | 20.00 | 60.00 |
| -- | Roll Scotch 33+ Tape | 7 | 2.00 | 14.00 |
| -- | SA-1 Briding Clips | 1000 | .02 | 20.00 |
| -- | Sears Set of 5 Paddle Bits | 1 | 15.00 | 15.00 |
| -- | Single Gang Boxes | 5 | .25 | 1.25 |
| -- | Single Gauge Nail | 8 | .25 | 2.00 |
| -- | Small Sloted Screw Driver | 2 | 2.00 | 4.00 |
| -- | Steel Rings | 20 | 1.50 | 30.00 |
| -- | T20M Staplers | 2 | 17.00 | 34.00 |
| -- | T75M Stapler | 1 | 34.00 | 34.00 |
| -- | TKM-6 Data Switch | 13 | 10.00 | 130.00 |
| -- | TKM-6 Data Switch Covers | 6 | 3.33 | 19.98 |
| -- | TS21 Lineman Test Set | 1 | 190.00 | 190.00 |
| -- | Werner 4 Foot Ladder | 1 | 80.00 | 80.00 |
| -- | Werner 6 Foot Ladder | | 100.00 | 100.00 |
| -- | Wire Mold Switch Boxes | 3 | 1.33 | 3.99 |
| -- | YR Connector (16) | 125 | .05 | 6.25 |
| -- | YR Connectors (Sm) | 150 | .06 | 9.00 |
| -- | Zoob Inductive Amp. | 1 | 61.00 | 61.00 |
| 66MI-50 | -- | 14 | 4.29 | 60.06 |
| 66MI-50 | Bracket | 15 | 1.00 | 15.00 |
| 937-SP-3046 | -- | 40 | -- | -- |
| D-42-029 | EKT 5510 H | 2 | 113.42 | 226.84 |
| D-75-101 | Handset | 2 | 15.90 | 31.80 |
| D-75-141 | EKT 5511 H | 1 | 113.42 | 113.42 |
| G115-018 | 18 Watt S. Iron | 1 | 28.29 | 28.29 |
| IMI-66-022 | Comdial Manual 824 Ins. | 1 | 0 | 0 |
| IMI-66-027 | Comdial Manual 308 Ins. | 1 | 0 | 0 |
| IMI-66-036 | Comdial Manual 1432 Ins. | 1 | 0 | 0 |
| MITL-1902-095-000 | Mitel Manual - SX20 | 1 | 0 | 0 |
| MITL-9108-093-000 | Mitel Manual Volume 1-4 | 1 | 0 | 0 |
| R66MI-50 | Split Blocks | 23 | 3.74 | 86.02 |
| S66B1-12 | Split Block | 4 | 5.00 | 20.00 |
| SE153-AM-06 | Adaptor Mod | 8 | .63 | 5.04 |
| SE623-K6-49 | -- | 36 | .56 | 20.16 |

VAN #1 INVENTORY
LANIER BUSINESS PRODUCTS

| PART NO. | DESCRIPTION | QTY | UNIT COST | EXTENDED COST |
|---|---|---|---|---|
| SE625-A3-6-44 | --- | 50 | 2.23 | 111.50 |
| SE625-B3-4-50 | Duplex Mod Jack | 5 | 2.40 | 12.00 |
| SE625-B4-4-44 | -- | 100 | .80 | 80.00 |
| SE625-B4-4-44 | Plate, Mod Jack | 35 | .71 | 24.85 |
| SE652-E4-50 | Piggy Tail RJ11 Jack | 20 | .32 | 6.40 |
| T-200-335/E | Lanier Series IV Service Manual | 3 | 1.00 | 3.00 |
| T-200-336/E | Lanier Series XII/XX Service Man. | 3 | 1.00 | 3.00 |
| T-200-352 | Lanier Basic Telephony Manual | 3 | 1.00 | 3.00 |
| T-200-362 | Lanier Series III Service Manual | 3 | 1.00 | 3.00 |
| T-200-418 | Lanier Series 6E Ins/Service Manu. | 3 | 1.00 | 3.00 |
| T-200-421 | Lanier Series 12/20E Manual | 3 | 1.00 | 3.00 |
| T-200-423 | Lanier Series 3E Ins/Service Man. | 3 | 1.00 | 3.00 |
| T-200-436 | Lanier Series 4 Manual | 2 | 1.50 | 3.00 |
| T-200-455 | Lanier Series 16 Manual | 3 | 1.00 | 3.00 |
| T-200-479 | Lanier Series 32E Manual | 1 | 3.00 | 3.00 |
| | | TOTAL | | $3,490.69 |

VAN #1 INVENTORY
LANIER BUSINESS PRODUCTS
PARTS IN VAN WHICH ARE NOT ON MASTER INVENTORY LIST

| PART NO. | DESCRIPTION | QTY | UNIT COST | EXTENDED COST |
|---|---|---|---|---|
| -- | 6 Cond. ICPI 3/24 5B | 200 | .15 | 30.00 |
| 113-458-303 | Decrvf. Ton | 1 | -- | -- |
| 3500-BB-DT-900M | Mitel Phone Equipment | 1 | -- | -- |
| 3508-BB-CT-900M | Mitel Phone Equipment | 2 | 131.60 | 263.20 |
| 3593-AB-CT-900M | Mitel Phone Equipment | 1 | 161.68 | 161.68 |
| 3620-FB-D6-0005 | Mitel Phone Equipment | 1 | 150.40 | 150.40 |
| 3620-FB-D6-000M | Mitel Phone Equipment | 1 | 131.60 | 131.60 |
| 449-2000 | WMK | 1 | 2.65 | 2.65 |
| 9102-011-022 | Co-Trunk Conf. | 1 | 323.00 | 323.00 |
| 9109-025-000 | Console Mod. | 1 | 450.00 | 450.00 |
| A-066-703 | MSDU2 DSS Interface | 1 | 272.25 | 272.25 |
| A-066-705 | MCBU2 AUX CPO | 2 | 309.37 | 618.74 |
| A-066-707 | MCAU2/AMMU2 Memory | 1 | 355.00 | 355.00 |
| A-066-708 | MPRU-2 Power | 1 | 248.70 | 248.70 |
| A-066-709 | MINU2 Intercom | 1 | 194.50 | 194.50 |
| A-066-710 | MTOLI Tone | 1 | 231.00 | 231.00 |
| A-066-832 | MCCU2 MCDU/PCB | 1 | 412.50 | 412.50 |
| A-066-714 | MCOU-DP3 Cointr Dial Pulse | 1 | 145.00 | 145.00 |
| A-066-716 | CPDU2 | 1 | 122.50 | 122.50 |
| A-066-781 | ACOU MF3B | 1 | 193.88 | 193.88 |
| A-066-852 | MCDU/CMTU | 1 | 141.25 | 141.25 |
| DSSBLF-40-FB | Mitel Phone Equipment | 1 | 185.18 | 185.18 |
| | | TOTAL | | $4,633.03 |

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VAN #2 INVENTORY
LANIER BUSINESS PRODUCTS

| PART # | DESCRIPTION | QTY | UNIT COST | EXTENDED COST |
|---|---|---|---|---|
| -- | 1" x 5" Wood Boring Bit | 1 | 5.00 | 5.00 |
| -- | 1/2" Drill Bit 17" | 1 | 8.00 | 8.00 |
| -- | 1/2" Drill Bit 24" | 1 | 9.00 | 9.00 |
| -- | 1/2" Masonary Bit 4" | 1 | 3.00 | 3.00 |
| -- | 1/4" x 12" Drill Bit | 1 | 4.00 | 4.00 |
| -- | 1/4" Bit | 1 | 1.00 | 1.00 |
| -- | 10' Extension Cord | 1 | 3.00 | 3.00 |
| -- | 10' Step Ladder (Fiberglass) | 1 | 100.00 | 100.00 |
| -- | 100' Extension Cord | 1 | 30.00 | 30.00 |
| -- | 100' Fish tape | 1 | 30.00 | 30.00 |
| -- | 11/64" Bit | 1 | 2.00 | 2.00 |
| -- | 12 Pr. Wire/24 Awg | 1050' | .10 | 105.00 |
| -- | 13/64" Bit | 1 | 1.00 | 1.00 |
| -- | 15/64" Bit | 4 | 1.00 | 4.00 |
| -- | 18' Extension Ladder (Fiberglass) | 1 | 200.00 | 200.00 |
| -- | 25' Measuring Tape | 1 | 15.00 | 15.00 |
| -- | 25 pr. Female Anphenol w/4 Conductor Modular End | 14 | 2.00 | 28.00 |
| -- | 3 Pr. Modular Connectors | 50 | .08 | 4.00 |
| -- | 3" Line Cords (pre-made) | 5 | .50 | 2.50 |
| -- | 3/4" Wood Boring Bit | 1 | 2.00 | 2.00 |
| -- | 3/4" Wood Boring Bit | 1 | 2.00 | 2.00 |
| -- | 3/8" Drill Milwawkie | 1 | 75.00 | 75.00 |
| -- | 3/8" x 12" Masonary Bit | 2 | 1.50 | 3.00 |
| -- | 3M Electrical Tape | 1 | 2.00 | 2.00 |
| -- | 4 Conductor Line Cord | 60' | .42 | 25.20 |
| -- | 4 Conductor Line Cord Modular | 11 | .55 | 6.05 |
| -- | 4 Foot Fiberglass Step Ladder | 1 | 50.00 | 50.00 |
| -- | 5 oz. Solder | 1 | 1.00 | 1.00 |
| -- | 5/16" Masonary Bit 4" | 1 | 2.00 | 2.00 |
| -- | 5/8" Drive Rings | 15 | 1.00 | 15.00 |
| -- | 5/8" x 12" Masonary Bit | 1 | 2.00 | 2.00 |
| -- | 640/ 3/16" Socket Wrench | 2 | 5.00 | 10.00 |
| -- | 6 Conductor Line Cord | 2 | 1.00 | 2.00 |
| -- | 6 Conductor Modular Pig-Tail | 45 | .33 | 14.85 |
| -- | 6 Foot Fiberglass Step Ladder | 1 | 60.00 | 60.00 |
| -- | 6 Outlet Surge Suppressor (MPG-P) | 4 | 7.00 | 28.00 |
| -- | 7/32" Bit | 1 | 1.00 | 1.00 |
| -- | 7/32" High Speed Drill | 1 | 25.00 | 25.00 |
| -- | 77m Tracer | 1 | 20.00 | 20.00 |
| -- | 8" Adjustable Wrench | 1 | 5.00 | 5.00 |

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VAN #2 INVENTORY
LANIER BUSINESS PRODUCTS

| PART # | DESCRIPTION | QTY | UNIT COST | EXTENDED COST |
|---|---|---|---|---|
| -- | 8D Steel Cut Masonery Nails (lb) | 1 | 1.00 | 1.00 |
| -- | Alligator Clip Leads 18" | 2 | .50 | 1.00 |
| -- | Arrow T-25 Stapler | 1 | 30.00 | 30.00 |
| -- | Arrow T-25 Stapler | 1 | 30.00 | 30.00 |
| -- | Arrow T-75 Stapler | 1 | 30.00 | 30.00 |
| -- | Assorted Wire Ties | 100 | .10 | 10.00 |
| -- | Audio Plugs For MOH | 15 | .47 | 7.05 |
| -- | Awl | 1 | 2.00 | 2.00 |
| -- | Black Tool Box | 1 | 3.00 | 3.00 |
| -- | Blades Different Sizes Saber Saw | 4 | 1.25 | 5.00 |
| -- | Bridging Clips | 800 | .01 | 8.00 |
| -- | Bug & Tar Remover | 1 | 1.00 | 1.00 |
| -- | Combo Pan Head Screws 12 x 1 | 80 | .01 | .80 |
| -- | Combo Pan Head Screws 12 x 3/4 | 20 | .05 | 1.00 |
| -- | Comdial Execute Model 1431 Manual | 2 | 1.50 | 3.00 |
| -- | Comdial Execute Model 824 Manual | 1 | 3.00 | 3.00 |
| -- | Concrete Nails (per lb) | 1 | 1.00 | 1.00 |
| -- | Connecting Block (6 Tang) | 8 | 1.75 | 14.00 |
| -- | Connecting Block 630 Type | 45 | 1.11 | 49.95 |
| -- | Connecting Block Covers | 8 | .50 | 4.00 |
| -- | Cotton Swabbs | 100 | .01 | 1.00 |
| -- | Craftsman 1/4 H.P. Saber Saw | 1 | 45.00 | 45.00 |
| -- | Cutters | 3 | 1.67 | 5.01 |
| -- | Drill Bits from 1/16 to 1/4" +Case | 1 | 20.00 | 20.00 |
| -- | Drop Wire Clamps | 2 | .50 | 1.00 |
| -- | Drywall Saw | 1 | 2.00 | 2.00 |
| -- | Drywall Screws 1" (lb) | 1.5 | .89 | 1.34 |
| -- | EKT-3101A Telephones | 1 | 50.00 | 50.00 |
| -- | Electric Soldering Gun | 1 | 20.00 | 20.00 |
| -- | Flashlight | 1 | 5.00 | 5.00 |
| -- | Gas Soldering Gun | 1 | 15.00 | 15.00 |
| -- | Ground Straps | 6 | .17 | 1.02 |
| -- | Ground Wire (12 Gauge) | 550' | .32 | 176.00 |
| -- | Hacksaw, Klein 701 | 1 | 5.00 | 5.00 |
| -- | Hacksaw Blades | 2 | 1.00 | 2.00 |
| -- | Hammer | 1 | 4.00 | 4.00 |
| -- | Handset Cords 7' White | 4 | 1.00 | 4.00 |
| -- | Impact Tool Blades | 3 | 2.00 | 6.00 |
| -- | Insulators (Grey) | 6 | 1.00 | 6.00 |
| -- | Keithley 130 Digital Meter | 1 | 62.00 | 62.00 |
| -- | Leather Pouches | 2 | 20.00 | 40.00 |
| -- | Lundell 30 Piece Socket Set | 1 | 35.00 | 35.00 |
| -- | Masonery Bit 3/8" | 1 | 1.00 | 1.00 |
| -- | Misc. Anchors | 50 | .04 | 2.00 |
| -- | Misc. D Rings | 12 | .17 | 2.04 |
| -- | Misc. Steel Rings for Studs | - | 1.00 | 1.00 |
| -- | Modem Covers | 7 | .71 | 4.97 |

VAN #2 INVENTORY
LANIER BUSINESS PRODUCTS

| PART # | DESCRIPTION | QTY | UNIT COST | EXTENDED COST |
|---|---|---|---|---|
| -- | Modem Switches | 7 | 5.14 | 35.98 |
| -- | Modular Jack Assembly (RJ-11) Used | 5 | .20 | 1.00 |
| -- | Mounting Bases For Cable Ties | 50 | .02 | 1.00 |
| -- | Narrow Metal Handsets | 2 | 5.00 | 10.00 |
| -- | Narrow Plastic Handsets | 1 | 7.00 | 7.00 |
| -- | Needlenose Pliers | 3 | 1.67 | 5.01 |
| -- | Pan Head Screws 12 x 1/2 | 50 | .02 | 1.00 |
| -- | Penlight Flashlight | 1 | 1.00 | 1.00 |
| -- | Phillips Screwdriver (large point) | 1 | 2.00 | 2.00 |
| -- | Phillips Screwdriver (shorty) | 1 | 2.00 | 2.00 |
| -- | Phillips Screwdriver (small blade) | 1 | 2.00 | 2.00 |
| -- | Phillips Screwdriver (small point) | 1 | 1.00 | 1.00 |
| -- | Pic Tool | 1 | 3.00 | 3.00 |
| -- | Push Broom 2 Foot | 1 | 10.00 | 10.00 |
| -- | Renaissance Elec Busi Comm Sys | 1 | 200.00 | 200.00 |
| -- | Ringer (Bell) | 3 | 3.33 | 9.99 |
| -- | Roofing Nails (per lb) | 2 | .50 | 1.00 |
| -- | Rough Box (Blue) | 28 | 1.00 | 28.00 |
| -- | Rough Box (Brown) | 8 | 1.00 | 8.00 |
| -- | Rustoleum (Black Paint) | 1 | 1.00 | 1.00 |
| -- | Scotch Connectors 3m (Red) | 60 | .20 | 12.00 |
| -- | Series DK 56 & 96 Install/Main | 1 | 3.00 | 3.00 |
| -- | Series EX EKT Systems Manual | 1 | 3.00 | 3.00 |
| -- | Series III EX Manual | 1 | 3.00 | 3.00 |
| -- | Series III Mini-Course Manual | 1 | 3.00 | 3.00 |
| -- | Series III Service Manual | 2 | 1.50 | 3.00 |
| -- | Series IIIE Install/Main Manual | 1 | 3.00 | 3.00 |
| -- | Series IV Installation & Maint. | 1 | 3.00 | 3.00 |
| -- | Series VI EKT Installation Manual | 2 | 1.50 | 3.00 |
| -- | Series VI EX Install/Main Man. | 1 | 3.00 | 3.00 |
| -- | Series VI Mini-Course Manual | 1 | 3.00 | 3.00 |
| -- | Series VIE Install/Main Manual | 1 | 3.00 | 3.00 |
| -- | Series XII & XX EKT Install Manual | 1 | 3.00 | 3.00 |
| -- | Series XII & XX Mini Course Manual | 1 | 3.00 | 3.00 |
| -- | Series XII EX Manual | 1 | 3.00 | 3.00 |
| -- | Series XIIE Install/Main Manual | 1 | 3.00 | 3.00 |
| -- | Series XVI Install/Main | 1 | 3.00 | 3.00 |
| -- | Series XVI Programming Manual | 1 | 3.00 | 3.00 |
| -- | Series XX EX Manual | 1 | 3.00 | 3.00 |
| -- | Series XXE Install/Main Manual | 1 | 3.00 | 3.00 |
| -- | Series XXXIIE Renaissance Manual | 1 | 3.00 | 3.00 |
| -- | Sheathing Blade | 1 | 2.00 | 2.00 |
| -- | Siemon S66MT Punch Tool | 1 | 12.00 | 12.00 |
| -- | Single Line (2500) Telephones | 1 | 25.00 | 25.00 |
| -- | SL1 Scrulux Screwdriver (Sq Blade) | 1 | 4.00 | 4.00 |
| -- | Slotted Round Head Machine Screws | 20 | .20 | 1.00 |
| -- | Slotted Screwdrivers (small) | 4 | 1.00 | 4.00 |

VAN #2 INVENTORY
LANIER BUSINESS PRODUCTS

| PART # | DESCRIPTION | QTY | UNIT COST | EXTENDED COST |
|---|---|---|---|---|
| -- | Slotted Screwdrivers (large) | 1 | 5.00 | 5.00 |
| -- | Solder Extracting Tool | 1 | 2.00 | 2.00 |
| -- | Split Block Bracket | 5 | 1.20 | 6.00 |
| -- | Split Block Covers | 5 | .20 | 1.00 |
| -- | T-25 7/16" Staples | 400 | .01 | 4.00 |
| -- | T-25 9/16" Staples | 200 | .01 | 2.00 |
| -- | T-25 9/16" Staples | 1500 | .01 | 15.00 |
| -- | Tape Measure (Metric) 5m | 1 | 5.00 | 5.00 |
| -- | Tapping Screws 8 x 1 1/2 | 50 | .02 | 1.00 |
| -- | Telephone Network Manual | 1 | 1.00 | 1.00 |
| -- | Tin Snips | 1 | 3.00 | 3.00 |
| -- | TP12447 Tie Practice Manual | 1 | .75 | .75 |
| -- | User Guide Series EX | 1 | .75 | .75 |
| -- | User Guide Series IIIE | 1 | .75 | .75 |
| -- | User Guide Series XIIE & XXE | 1 | .75 | .75 |
| -- | User Guide Series XVI | 2 | .38 | .76 |
| -- | Utility Knife | 1 | 2.00 | 2.00 |
| -- | Vaco Channel Locks | 1 | 11.00 | 11.00 |
| -- | Various Fuses | 15 | .13 | 1.95 |
| -- | Various Resistors | 12 | .17 | 2.04 |
| -- | Wire Vaco Strippers 1963 | 1 | 2.00 | 2.00 |
| -- | Yankee Pushdrill | 1 | 6.00 | 6.00 |
| 10220-000 | Line Tach. Aparatus | 1 | 14.00 | 14.00 |
| A-066-710 | MOU2 (PCB) | 1 | 231.00 | 231.00 |
| A-066-832 | MCDU-CMTU (PCB) (VI) | 1 | 412.50 | 412.50 |
| A-066-714 | MCOU-DP3D (PCB) | 1 | 145.00 | 145.00 |
| 120-3655 | MCBU2 (PCB) | 1 | 309.37 | 309.37 |
| 120-3675 | MCAUH/AMMU4 (PCB) | 1 | 355.00 | 355.00 |
| 120-4027 | EKT 5010-SB Telephones | 1 | 204.58 | 204.58 |
| 120-4035 | EKT 5201 20 Button Telphones | 1 | 217.30 | 217.30 |
| 120-5310 | VCOU1 (PCB) | 1 | 152.64 | 152.64 |
| 120-5460 | HINU (PCB) | 1 | 243.80 | 243.80 |
| 120-5470 | HCOU (PCB) | 1 | 138.80 | 138.80 |
| 120-8094 | Okidata Printer Cable | 1 | 137.80 | 137.80 |
| 1638-245 | Freon TF FD Cleaner | 1 | 11.13 | 11.13 |
| 1PWC-01P24 | 1 Pr. Jumper Wire White/Blue | 700' | .06 | 42.00 |
| 200A | Inductive Amplifier | 1 | 55.00 | 55.00 |
| 200B | Inductive Amplifier | 1 | 55.00 | 55.00 |
| 201205 | 25 Pr. Wire/24 Awg | 500' | .32 | 160.00 |
| 204-000-006-699 | Confidencer | 2 | 20.00 | 40.00 |
| 21-1638-A | Radio Shack Walkie-Talkies | 2 | 15.00 | 30.00 |
| 231162 | Amp Modular Maker | 1 | 70.00 | 70.00 |
| 430-4000 | LEKT-20 S Telephones | 1 | 150.52 | 150.52 |
| 44007 | Interface Tool | 1 | 5.00 | 5.00 |
| 459-4047 | EKT-5515-14 Telephones | 2 | 113.42 | 226.84 |
| 502-2288.0 | Plastic Insulators | 100 | .06 | 6.00 |
| 5076 | 4 Conductor 22 Gague Rotor Cable | 50' | .30 | 15.00 |

722

VAN #2 INVENTORY
LANIER BUSINESS PRODUCTS

| PART # | DESCRIPTION | QTY | UNIT COST | EXTENDED COST |
|---|---|---|---|---|
| 611152 | 3 Pr. Wire/24 Awg | 2000' | .02 | 40.00 |
| 8762-60 | Belden Wire & Cable | 800' | .16 | 128.00 |
| 9102-050-006-NA | Mitel SX-20 Super Switch Manual | 1 | 3.00 | 3.00 |
| A-66-709 | MINU2 (PCB) | 1 | 194.50 | 194.50 |
| HD8762/D-814 | Impact Tool | 2 | 20.00 | 40.00 |
| MPS-060174 | 25 Pr. Anphenol (Male) | 9 | 1.00 | 9.00 |
| P-1453372D | 25 Pr. Anphenol (Female) | 9 | 1.00 | 9.00 |
| PO-87-04805-S | 1 1/4" Drive Rings | 23 | .13 | 2.99 |
| PWC-02P24 | 1 Pr. Cross-Connect 4 Conductor | 900' | .02 | 18.00 |
| R5166 | Slotted Screwdriver | 1 | 1.00 | 1.00 |
| R66EB1-12 | Connecting Block | 6 | 5.00 | 30.00 |
| R66M1-50 | Split Block | 5 | 4.40 | 22.00 |
| S1000 | 4 Pr. Wire/24 Awg | 20' | .10 | 2.00 |
| SE-625-B3-4-44 | Plate Duplex Mod | 12 | 2.00 | 24.00 |
| SE625-A3-6-44 | Modular Jack Assy (RJ-25) | 18 | 1.50 | 27.00 |
| SE625-B4-4-44 | Modular Jack Plate | 18 | .67 | 12.06 |
| TFMS | Cable Stripping Tool | 1 | 10.00 | 10.00 |
| TFT-3 | 3 pr. Telephone Connector Tool | 1 | 60.00 | 60.00 |
| TS21 | 1 Lineman Test Set | 1 | 190.00 | 190.00 |
| | TOTALS | | | $6,402.34 |

3221 0015

C1400:D1;MISC/PHONES:022590.2

MISC HARDWARE PHONE INVENTORY

| DESCRIPTION | QUANTITY | PRICE |
|---|---|---|
| 89B | 14 | 12.00 |
| M-50 | 14 | 56.00 |
| M-50 Covers | 24 | 4.00 |
| Single Pair Cross Connect | 2000' | 20.00 |
| SE 623K | 35 | 10.00 |
| 66E | 1 | .00 |
| WMT-1 | 4 | 5.00 |
| SE-625-A3-6-44 Mod. Blk | 48 | 20.00 |
| 6 Pair Prot. | 2 | 20.00 |
| Duplex 4 Cond. Jacks | 7 | 14.00 |
| 4 Cond Flush Jacks | 75 | 88.00 |
| QC 10 Vol. Control | 1 | 3.00 |
| Bogen SPT 5A | 2 | 5.00 |
| Bean Connectors | 5000 | 5.00 |
| TKM-6 Switch | 8 | 60.00 |
| 2 Pair Prot. | 1 | 13.00 |
| TKM-6 Covers | 3 | 1.00 |
| 5/8" Drive Kings 25/Box | 3 Bx | 3.00 |
| Polycell 100 | 1 Can | 1.00 |
| 3 Pr. Incline Adaptor TAI-3P | 99 | 25.00 |
| 3 Pr. IW 24 GA. | 3000' | 60.00 |
| 6 Cond Base Cord | 1000' | 70.00 |
| Unper Carpet Wire 6 Cond. | 400' | 225.00 |
| Flat Wire 5" Tape | 3500' | 15.00 |
| Single Gang Master Rings | 25 | 1.00 |
| 7' Line Cord 4 Cond | 36 | 30.00 |
| 7' Line Cord 6 Cond | 65 | 60.00 |
| Ash Confidensor | 3 | 7.00 |
| Blk "G" Style Handset | 1 | 50.00 |
| Maxon Headsets (1 needs repair) | 2 | 60.00 |
| 8 Btn. Char. Premier | 2 | 168.00 |
| SLS 612 CPM | 1 | 105.00 |
| SLS 612 STN-A | 1 | 113.00 |
| SLS 612 COV | 1 | 72.00 |
| 612 P.S. | 1 | 94.00 |
| 25 Pair Plenum (Teflon) Cable | 150' | 75.00 |
| 3 Pair Plenum (Teflon) Cable | 2000' | 120.00 |
| 2 Cond Shielded (Teflon) Cable | 200' | 50.00 |
| C60B Bogen Amp. (Needs Rapaired) Lanier New | 1 | 200.00 |
| 3 Line Proto-Tel 25 pr./Modular Connector Cover | 17 | 10.00 |
| 70V Line Transformer | 9 | 5.00 |
| High Hat, Spk & Grill Combination w/VC | 16 | 10.00 |
| PA30 AT Electrovoice SPK | 2 | 25.00 |
| PA30 BT Electrovoice SPK | 7 | 100.00 |
| Cart On Wheels | 1 | 50.00 |
| V-1048 A Horns | 2 | 25.00 |
| V-9921 HF | 1 | 20.00 |
| 3/4" x 2' x 2' Backboards | 7 | 10.00 |
| 3/4" x 2' x 4' Backboards | 1 | 5.00 |
| Comdial 16 Phones + KSU | 1 | 750.00 (L) |
| 6 Conducter 22 gag | 700' | 100.00 |
| Gray Lanier Proposal Binders | 130 | 87.00 |
| Miscellanous Dictation Literature All Models | LOT | 103.00 |
| | | 3,240.00 |

C1400:D1;USED/LOANER

## USED EQUIPMENT/LOANER EQUIPMENT/TOOLS/ETC.

| DESCRIPTION | QUANTITY | PRICE | |
|---|---|---|---|
| LX-401 DICTATE STATION | 2 | 250.00 | |
| LX-212 DICTATE STATION | 1 | 125.00 | |
| LX-403 DICTATE STATION | 1 | 125.00 | |
| LX-530 TELEPHONE INTERFACE | 1 | 175.00 | |
| P-90 OMNI DESKTOP | 1 | 110.00 | |
| P-126 INSIGHT MICRO DESKTOP | 1 | 200.00 | |
| LX-211 6-SELECTION STATION W/ID PAD | 1 | 100.00 | |
| P-130 VIP CLASSICE | 1 (PARTS) | 50.00 | |
| 7200 CALL COMMANDER | 1 (PARTS) | 75.00 | |
| P-95 MESSENGER CONSOLE | 1 | 300.00 | |
| MISC. DICTATION PARTS | 3 BOXES | 100.00 | LOT |
| C2400 MONO MONITOR (OLD STYLE)(NOT WORKING) | 2 | .00 | |
| RICHO 1600-L (FOR THE LTE PRODUCTS) | 1 | 500.00 | LOT |
| LTE-E NO PROBLEM WORD PROCESSOR (INCOMPLETE) | 2 | 100.00 | LOT |
| VT-220 TERMINAL | 1 | 375.00 | |
| 400 FT. SHELDED TWISTED PAIR CABLE | 1 | 200.00 | LOT |
| MISC. HARDWARE (MINI DRAWERS) | 2 (10. X 2) | 20.00 | |
| DREMEL MOTO TOOL (HAND GRINDER) | 1 | 45.00 | |
| TAPE HEAD DEMAGNETIZER | 1 | 15.00 | |
| DRILL BIT SET (9 PIECES INCOMPLETE) | 1 | 10.00 | |
| RESISTOR KIT | 1 | 20.00 | |
| WRENCH SET (9 PIECES) | 1 | 25.00 | |
| COTTON SWABS | 2 PKS. | .00 | |
| PROPERTY TAGS (MISC.) | LOT | 2.00 | |
| MINI PARTS BINS | 20 | 5.00 | LOT |
| BOOK ENDS | 6 | 3.00 | LOT |
| PLASTIC BINS | 2 | 1.00 | LOT |
| POWER STRIP (8 OUTLETS) | 1 | 15.00 | |
| CLIP BOARDS | 4 | 2.00 | |
| LANIER FAX 1100AD (INCOMPLETE FOR PARTS ONLY) | 1 | 250.00 | |
| | SUB-TOTAL | 3,198.00 | |

| | | | |
|---|---|---|---|
| NO PROBLEM AUDIO TRAIN. KIT W/TEXTBOOK | 2 (2 x 150.) | 300.00 | |
| BSD CONCEPT III | 1 | 30.00 | |
| ADD. TRAINING FOR LBP | 1 | 10.00 | |
| HARRIS PERSONAL SERVICE VISUAL | 1 | 10.00 | |
| APPLICATION LIBRARY | 1 | 25.00 | |
| LANIER X-TE/166-0023 LANIER ASSOC. | 1 | 8.00 | |
| MICROSOFT BASIC-80 | 1 | 10.00 | |
| LEGAL SYSTEM 3.1 TRAINING (X-TE/16-0023) | 1 | 150.00 | |
| LAW PARTNER TRAINING (X-TE/16-0023) | 1 | 8.00 | |
| HARRIS DESK X-TE/18-0085 | 1 | 150.00 | |
| NO PROBLEM SMART DISC TYPING TIPS | 2 (2 X 5.) | 10.00 | |

| | | |
|---|---|---|
| PEACKCALC SMART DISC FOR NO PROBLEM | 1 | 5.00 |
| PEACHTEXT MS-DOS | 1 | 5.00 |
| PEACHTREE | 1 | 5.00 |
| AES ADVANCE TRAINING | 1 | 15.00 |
| ONE-STEP TRAINING | 1 | 150.00 |
| DATA MANAGER TRAINING | 1 | 38.00 |
| EZ-1 TRAINING (LEVEL 1 & 2) | 1 | 150.00 |
| NO PROBLEM AUDIO TRAINING (BILLING) | 1 | 63.00 |
| NO PROBLEM AUDIO TRAINING (RECORDS MANAGER) | 1 | 63.00 |
| NO PROBLEM AUDIO TRAINING (MATH MASTER) | 1 | 38.00 |
| NO PROBLEM AUDIO TRAINING (SNAP) | 1 | 63.00 |
| AUTOMATED BUSINESS CURRICULUM TRAINING | 1 | 150.00 |
| ONE-STEP LEVEL I AND LEVEL II | 1 | 175.00 |
| DATA MANAGER II | 1 | 10.00 |
| PERSPECTIVE HANDS-ON TRAINING DISK (2 DISKS) | 1 | 25.00 |
| UPGRADE POLICIES 7.0 ONE-STEP | 1 | .00 |
| WORD PROCESSING TRAINING FOR H-DOS | 1 | 30.00 |
| WORD PROCESSING TRAINING FOR H-DOS (LEVEL 2) | 1 | 30.00 |
| ONE-STEP WORD PROCESSING VIDEO TRAINING | 1 | 150.00 |
| VIEWWRITER TRAINING SEMINAR | 1 | .00 |
| EZ-TASK TRAINING MANUAL | 1 | 7.50 |
| BSD CUST. SUPP., TRAIN., APPLICA., PATCH DISKS | 182 | 874.00 |
| DISK STORAGE BOXS FOR BSD SUPPORT/TRAIN DISKS | 18 | 32.00 |
| SUB-TOTAL | | 2,789.50 |

| | | |
|---|---|---|
| CUSTOMER USER GUIDES FOR DICTATION LINE | LOT | 103.00 |
| CUSTOMER USRR GUIDES FOR TELEPHONE LINE | LOT | 150.00 |
| BTS & FAX TRAINING VIDEOS | LOT | 317.00 |
| VARIOUS SALES/MOTIVATIONAL TRAINING VIDEOS | LOT | 50.00 |
| BSD VIDEOS & CASSETTE TRAINING TAPES | LOT | 975.00 |
| TP TRAINING TAPES | LOT | 525.00 |
| VARIOUS PRODUCT MAILERS (BTS, FAX, TP) | LOT | .00 |
| GOLF PUTTING GREEN (SALES PROMOTION ITEM) | 1 | .00 |
| DEALER FAX STARTER KIT | 1 | .00 |
| PRODUCT LINE POSERS (FOR VOICE PRODUCTS) | LOT | .00 |
| LANIER WORLDWIDE WINDOW EMBLEM | 1 | .00 |
| 1990 LANIER GOLD PRIMUS COUNCIL KICKOFF PACK | LOT | .00 |
| SUB-TOTAL | | 2,120.00 |

| | |
|---|---|
| GRAND TOTAL | 8,107.50 |

Plaxo 293 5319

LANIER BUSINESS PRODUCTS
INVENTORY LOG

| SERIAL # | COST (RV) | DESCRIPTION |
|---|---|---|
| 1001 | 25.00 | Cabinet BSD spares |
| 1002 | 25.00 | Cabinet BSD spares |
| 1003 | 50.00 | Grey mini shelf |
| 1004 | 50.00 | Dark Grey File cabinet |
| 1005 | 5.00 | Case Line paper |
| 1006 | 5.00 | Case Line paper |
| 1007 | 250.00 | LONG WORK BENCH |
| 1008 | 75.00 | Wall shelf case |
| 1009 | 200.00 | VISA RECORD SYSTEM WITH CARDS |
| 1010 | 75.00 | REFRIGERATOR |
| 1011 | 75.00 | BSD service record file cabinet |
| 1012 | 75.00 | BTS service record file cabinet |
| 1013 | 75.00 | Dry EASE Board |
| 1014 | 75.00 | Dry EASE Board |
| 1015 | 75.00 | CUSTOMER RECORD File cabinet TP |
| 1016 | 75.00 | CUSTOMER RECORD FILE cabinet Tele |
| 1017 | 75.00 | CUSTOMER RECORD FILE cabinet |
| 1018 | 75.00 | CUSTOMER RECORD FILE cabinet |
| 1019 | 75.00 | EASY1 DD |
| 1020 | 0.00 | EASY1 DD KEYBOARD |
| 1021 | 75.00 | small book shelf for manuals |
| 1022 | 100.00 | BTS SALES FILE CABINET 5 drawer |
| 1023 | 100.00 | BTS Sales File cabinet 5 drawer |
| 1024 | 25.00 | Cork board steve Nye office |

3221 0019

727

LANIER BUSINESS PRODUCTS INVENTORY LOG

| | | |
|---|---|---|
| 1025 | 60.00 | DRY ERASE Board |
| 1026 | 1046.00 | LEADER OSCILASCOPE and case |
| 1027 | 60.00 | VOLT METER Beckman 3000 |
| 1028 | 75.00 | MICROFICHE READER |
| 1029 | 35.00 | WELLER SODERING GUN |
| 1030 | 20.00 | (2) BENCH LIGHT WITH MAG GLASS |
| 1031 | 15.00 | Luggase cart |
| 1032 | 5.00 | Lugg cart |
| 1033 | 50.00 | circular SAW |
| 1034 | 20 | Demo case |
| 1035 | 25. | Demo case |
| 1036 | 500. | Demo case with KSU ~~[illegible]~~ Series III |
| 1037 | 80.00 | Series III to VI upgrade KIT |
| 1038 | 20. | Demo case |
| 1039 | 20. | Demo case |
| 1040 | 20. | Demo case |
| 1041 | 75. | BSD TECH support File cabinet |
| 1042 | 25. | cork board |
| 1043 | 75. | service File cabinet |
| 1044 | 25. | cork board |
| 1045 | 25. | art work for neal |
| 1046 | 100. | PC board holder |
| 1047 | 25. | art work for ~~neal~~ STEVE N. |
| 1048 | 50. | chair |
| 1049 | 75. | chair |
| 1050 | 275. | CREDENZA |
| 1051 | 250. | Desk |

3221 002

728

LANIER BUSINESS PRODUCTS INVENTORY LOG

| | | | |
|---|---|---|---|
| 1052 | 150. | Small Desk | |
| 1053 | 75. | Chair | |
| 1054 | 750. | 3 Leather chairs weber | |
| 1055 | 0. | " | |
| 1056 | 0. | " | |
| 1057 | 15. | LANIER SIGN | |
| 1058 | 20. | LANIER SIGN | |
| 1059 | 13,263 | TOYOTA VAN VIN # JT4YR28V4H5040018 | |
| 1060 | 13,998 | TOYOTA VAN VIN # JT4YR28V6H5043976 | |
| 1061 * | 4156.90 | TYPEMASTER 2DD | |
| 1062 | 147.20<br>144.00 | MONO MONITOR FOR 2400 3011136<br>301 2436 ADPT. | |
| 1063 | 128.00 | Proprietary KEYBOARD FOR 2400 1812830 | |
| 1064 | 1660.30 | LSOG LASER PRINTER with HP laser emulation 1571461 | |
| 1065 | 400.00<br>1500.80 | 28610 2400 PC workstation (20413) 1602304<br>1811152 | |
| 1066 | 446.25 | SOFTWARE on PC workstation Hardware upgrade 1V Printer Sp. | 247.50<br>75. |
| 1067 | 128.00 | Keyboard viewriter 3012080 | |
| 1068 | 316.80 | Printer LQ15 viewriter 1571700 | |
| 1069 | 128.00 | viewriter logic unit 3011052 | |
| 1070 | 51.20 | viewriter memory card 3016052 | |
| 1071 | 64.00 | viewriter display 3011000 | |
| 1072 | 60.80 | viewriter display unit 3015000 | |
| 1073 | 35.20 | Synchronous cable 1122022 | |
| 1074 | 35.20 | Synchronous cable | |
| 1075 * | ~~1452.00~~ 1452.30 | Printer 1571610 | |
| 1076 | 214.40 | Printer forms tractor 1512202 | |
| 1077 | 16. ~~33~~.00 | cable for printer | |
| 1078 | 192.00 | Keyboard for C1400 3012155 | |

3221 0021

729

LANIER BUSINESS PRODUCTS INVENTORY LOG

| | | |
|---|---|---|
| 1079 | 320.00 | Typemaster 12C software disk |
| 1080 | 100. | 59 support manuals |
| 1081 * | 2876.80 | C1400 workstation 20MB 301 1409 |
| 1082 | 320.00 | C1400 Amber monitor 301 1115 |
| 1083 | 50.00 | Inmac T-switch |
| 1084 | 200.00 | Modem Asyn. |
| 1085 * | 0 | Keyboard for VT200 |
| 1086 * | 0 | Keyboard for VT200 |
| 1087 * | 375.00 | VT200 SN: TA6444D7981 |
| 1088 | 75.00 | File cabinet with Linda ref. material |
| 1089 | | |
| 1090 | TOTAL: 48,571.05 | ADJUSTED TO $27,617.13 |
| 1091 | | By Agreement on 2/26/90 |
| 1092 | | |
| 1093 | | |
| 1094 | | |
| 1095 | | |
| 1096 | | |
| 1097 | | |
| 1098 | | |
| 1099 | | |
| 1100 | | |
| 1101 | | |
| 1102 | | |
| 1103 | | |
| 1104 | | |
| 1105 | | |

3221 0022

730

M.A.

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 12 BUSINESS CODE _____ COUNTY 71

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

~~Merging~~ (Transferor) Lanier Business Products of Western Maryland Inc. D1381359

~~Surviving~~ (Transferee) Tele-Plus Corporation D2169084

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS:
Michael Way
120 W. Washington St.
#300
Hagerstown, Md
21740

TOTAL FEES 20

✓ Check ____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: JD

3221 0023

ARTICLES OF TRANSFER
OF
LANIER BUSINESS PRODUCTS OF WESTERN MARYLAND, INC.
(A MD CORP.) TRANSFEROR
AND
TELE-PLUS CORPORATION
(A MD CORP.) TRANSFEREE

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 5, 1990 AT 8:48 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 | $ |

D2169084

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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: MARBO JUL 9 1990
MICHAEL DAY
120 W. WASHINGTON ST.
#300
HAGERSTOWN MD 21740

170C3030691

A 322472

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

3221 0002

Received for record June 13, 1990 at 9:45 A.M.
Corporation Record Liber 42



APPROVED FOR PAYMENT

ARTICLES OF INCORPORATION 5-2-90 at 3:32 P.M.

OTTO, LTD.

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 N. 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 Otto, 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 own, manage, develop and sell interests in real estate; and to engage in any other lawful purpose and/or business; and

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

FIFTH: The post office address of the principal office of the Corporation in this State is 1249 Ravenwood Heights, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Kenneth Mackley, 35 E. Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 1,000 shares with a par value of 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 director, whose name is Richard W. Lauricella.

1990 MAR 2 (P 3:37

3220 2196

0048094

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 28th day of February, 1990, and I acknowledge the same to be my act.

WITNESS:

Renee M. DeGeorge

Richard W. Lauricella

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

I HEREBY CERTIFY, That on this 28th day of February, 1990, before me, the subscriber, a Notary Public in and for the State





and County aforesaid, personally appeared Richard W. Lauricella and acknowledged the aforegoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Renee M. DeGeorge
Notary Public

My Commission Expires:
July 1, 1990

734

M.A.

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: ____

MAIL TO ADDRESS: Richard W. Lumsden
498 N. Potomac St.
Hagerstown, MD 21740

TOTAL FEES 40

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

3220 2199

APPROVED BY: PCM

ARTICLES OF INCORPORATION
OF
OTTO, LTD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 2, 1990 AT 3:37 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 | $ 20.00 | $ |

D2968980

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 9 1990

RETURN TO:
RICHARD W. LAURICELLA
498 N. POTOMAC ST
HAGERSTOWN MD 21740

170C3030574

A 322381

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

7220 2195

736

Received for record June 13, 1990 at 9:45 A.M.
Corporation Record Liber 42

HARDWARE DISCOUNTERS, INC.

ARTICLES OF INCORPORATION

2/26/90 3:50 P

FIRST: I, John L. Brallier, whose post office address is 1806 Elizabeth Court, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the general laws of the State of Maryland.

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

HARDWARE DISCOUNTERS, INC.

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

1. To own and carry on the business of hardware 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 1806 Elizabeth Court, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is John L. Brallier, 1806 Elizabeth Court, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

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

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

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

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

3219 0468
00588058

John L. Brallier

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 23rd day of February, 1990, and I acknowledge the same to be my act.

WITNESS:

_____ _____ (SEAL)
John L. Brallier

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 102 BUSINESS CODE 03 COUNTY 71

# ____ P.A. ____ Religious ____ Close ✓ Stock ____ Nonstock

Merging (Transferor) ____ Surviving (Transferee) ____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 20 | 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 |
| 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 Corp. 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
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: Michael G. Day, Esq.

MAIL TO ADDRESS: Day and Schneider, P.A.
Suite 300
120 West Washington Street
Hagerstown, MD 21740

TOTAL FEES 40.00

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: ____

3219 0471

740

ARTICLES OF INCORPORATION
OF
HARDWARE DISCOUNTERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 26, 1990 AT 3:50 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 | $ 20.00 | $ |

D2966166

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

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

ISSUED JUL 9 1990

RETURN TO:
DAY & SCHNEIDER, P.A.
ATTN: MICHAEL G. DAY, ESQ.
STE. 300, 120 W. WASHINGTON ST.
HAGERSTOWN MD 21740

16703030112

A 321742

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3219 0467

Received for record June 13, 1990 at 9:45 A.M.
Corporation Record Liber 42



OTTERBEIN UNITED METHODIST CHURCH

CHURCH OFFICE
108 East Franklin Street
Hagerstown, Maryland 21740
Phone: 739-9386

WILSON A. SHEARER
*Pastoral Minister*
1131 Oak Hill Ave.
Phone: 739-1613

STEPHEN D. ROBISON
*Program Minister*
867 Dewey Avenue
Phone: 791-7148

To: State Department of Assessments and Taxation

301 W. Preston St.

Baltimore, Md. 21201

Certified copy of Resolution of Board of Directors for appointment of resident agent by OTTERBEIN UNITED METHODIST CHURCH AT HAGERSTOWN, WASHINGTON COUNTY, MARYLAND - 108 E. Franklin St., Hagerstown, Md. 21740.

I, ROY J. BYERS do hereby certify that I am a trustee of the above named corporation and that at a meeting of the trustees held on February 6, 1989, the following resolution was adopted.

RESOLVED: The the resident agent of this corporation in the State of Maryland is WAYNE E. KISER and that the agents address is 840 Kenly Ave., Hagerstown, Maryland 21740

Roy J. Byers
(Original signature of trustee)

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
2-27-90 at 8:49 A.m.

00588269

1990 FEB 27 A 8:49

Catch the Spirit
THE UNITED METHODIST CHURCH

3218 2387

742

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 71

# D0189936 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 |
| 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 Corp. Registration |
| 87 | | _____ Limited Part. Good Standing |
| 71 | | Financial |
| 600 | | _____ Personal Property Reports and late filing penalties |
| 70 | $10.00 | 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Otterbein United Methodist Church
108 E. Franklin St
Hagerstown, MD
21740

TOTAL FEES $10.00

1 Check ___ Cash

NOTE:

1 Documents on 1 checks

APPROVED BY: RMC

3218 2388

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS
OF
OTTERBEIN UNITED METHODIST CHURCH AT
HAGERSTOWN, WASHINGTON COUNTY, MARYLAND

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 27, 1990 AT 8:49 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 | $ |

D0189936

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 9 1990
OTTERBEIN UNITED METHODIST CHURCH
108 E. FRANKLIN ST.
HAGERSTOWN MD 21740

166C3032768

A 321664

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3218 2386

Received for record June 13, 1990 at 9:45 A.M.
Corporation Record Liber 42

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
2/26/90 9:47 a.m.

# GALE TRANSPORTATION, INC.

## ARTICLES OF INCORPORATION

FIRST: I, Edward N. Button, whose address is 44 N. Potomac St., 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 GALE TRANSPORTATION, INC.

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

(1) To engage in the business of general freight transportation, general garage business; to establish lines of transportation from point to point or place to place; to maintain offices, warehouses, agents solicitors and dispatchers, to purchase, sell or lease motor vehicles of any design or description, including equipment and supplies; to guarantee the safe delivery of merchandise and commodities; to operate as a transportation agent and broker; 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.

VARD N. BUTTON
TTORNEY AT LAW
ORTH POTOMAC ST.
SUITE 104
ERSTOWN, MD 21740
(301) 739-4860

Lib. 42 Fol. 2293 Cust.
00578229 3219 2262

(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 44 N. Potomac St., Hagerstown, MD. 21740. The name and post office address of the Resident Agent of the Corporation in this state is Edward N. Button, 44 N. Potomac St., Hagerstown, MD 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Hundred (100) 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: Arnold Gale.

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

EDWARD N. BUTTON
ATTORNEY AT LAW
44 NORTH POTOMAC ST.
SUITE 104
HAGERSTOWN, MD 21740

(301) 739-4860

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. 7219 2264

WARD N. BUTTON
TTORNEY AT LAW
ORTH POTOMAC ST.
SUITE 104
ERSTOWN, MD 21740
(301) 739-4860

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 20th day of February, 1990, and I acknowledge the same to be my act.

Rebecca J. Ford
WITNESS

Edward N. Button
Edward N. Button

747

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 102 BUSINESS CODE 03 COUNTY 71

# ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) ___ Surviving (Transferee) ___

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 |
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| 21 | | Recordation Tax |
| 22 | | State Transfer Tax |
| 23 | | Local Transfer Tax |
| 31 | | ___ Corp. Good Standing |
| NA | | Foreign Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change ___

Code ___

ATTENTION: Edward N. Button, Esq.

MAIL TO ADDRESS: 44 North Potomac Street Suite 104 Hagerstown, MD 21740

TOTAL FEES 40.00

✓ Check ___ Cash

NOTE:

Documents on ___ checks

APPROVED BY: DM

3218 3266

748

ARTICLES OF INCORPORATION
OF
GALE TRANSPORTATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 26, 1990 AT 9:47 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 | $ 20.00 | $ |

D2964963

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 9 1990

RETURN TO:
EDWARD N. SUTTON, ESQ.
44 NORTH POTOMAC STREET STE 104
HAGERSTOWN MD 21740

166C3032740

A 321641

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3218 2261

Received for record June 13, 1990 at 9:45 A.M.
Corporation Record Liber 42



STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
2/26/90 9:51

ARTICLES OF INCORPORATION
OF
ANDERSON COMPANY, INC.

THIS IS TO CERTIFY:

FIRST: We, the undersigned, David E. Roy, whose post office address is 104 East Washington Street, Hagerstown, MD 21740, each being at least twenty-one (21) years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

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

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

Dry cleaning and cold storage.

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.

1990 FEB 26 A 9:51

SNYDER & POOLE, P.A. ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND
FREDERICK, MARYLAND

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.

FOURTH: The post office address of the principal office of the Corporation in this State is 104 East Washington Street, Hagerstown, MD 21740. The name and post office address of the Resident Agent of the Corporation in this State is David E. Roy, 104 East Washington Street, Hagerstown, MD 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 their successors are duly chosen and qualifed are: David E. Roy.

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. However, if there is no organization in existance having a similar or analogous character or purpose that was in some way associated with or connected with the corporation to which the property previously belonged. Then the assets will be distributed to a charitable organization (as hereinafter definded).

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 23 day of February, 1990.

WITNESS:

David E. Roy

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

I HEREBY CERTIFY, that on this 23rd day of February, 1990, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared David E. Roy, and acknowledged the execution of the aforegoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Notary Public

My Commission Expires:
July 1, 1990

3219 2120

752

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 402 BUSINESS CODE 03 COUNTY 71

# ____ P.A. ____ Religious ____ Close ✓ Stock ____ Nonstock

Merging (Transferor) ____

Surviving (Transferee) ____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 20 | 20 | Organ. & Capitalization |
| 61 | 20 | Rec. Fee (Arts. of Inc.) |
| 62 | | Rec. Fee (Amendment) |
| 63 | | Rec. Fee (Merger or Consolidation) |
| 64 | | Rec. Fee (Transfer) |
| 65 | | Rec. Fee (Dissolution) |
| 66 | | Rec. Fee (Revival) |
| 52 | | Foreign Qualification |
| 50 | | Cert. of Qual. or Reg. |
| 51 | | Foreign Name Registration |
| 13 | 10 | 1 Certified Copy 4p |
| 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 Corp. 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
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: G. E. Snyder, Jr., Esq.

MAIL TO ADDRESS: Snyder & Poole, P.A.
28 Jonathan Street
Hagerstown, MD
21740

TOTAL FEES 50.00

✓ Check ____ Cash

Documents on ____ checks

NOTE: Copy mailed

APPROVED BY: [illegible]

3219 2121

ARTICLES OF INCORPORATION
OF
ANDERSON COMPANY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 26, 1990 AT 9:51 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 | $ |

D2964716

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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: JUL 9 1990
SNYDER & POOLE, P.A.
ATTN: G.E. SNYDER, JR., ESQ.
28 JONATHAN STREET
HAGERSTOWN MD 21740

166C3032715

A 321616

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3219 2117

754

Received for record June 13, 1990 at 9:45 A.M.
Corporation Record Liber 42

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
2/26/90 at 9:48 A.M.

# BLUE RIDGE ENTERPRISES, INC.

## ARTICLES OF INCORPORATION

FIRST: The undersigned Ernest William Foltz and Judith Irene Foltz, whose post office address is Route 1 Box 270, Falling Waters, West Virginia 25419, 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 BLUE RIDGE ENTERPRISES, INC.

THIRD: The purpose for which the Corporation is formed is to sell groceries and related products to retail and wholesale customers for profit.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 806 West Washington Street, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland are Ray Edward Foltz, 2003 Virginia Avenue, Hagerstown, Maryland 21740.

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

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the Corporation, and so long as there are 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 Ernest William Foltz, Judith Irene Foltz and Ray Edward Foltz.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on February 23rd, 1990, and severally acknowledge the same to be our act.

Ernest William Foltz
Ernest William Foltz

Judith Irene Foltz
Judith Irene Foltz

Ray Edward Foltz
Ray Edward Foltz

00578536
3219 2111

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 402 BUSINESS CODE 03 COUNTY 71

# ____ P.A. ____ Religious ____ Close ✓ Stock ____ Nonstock

Merging (Transferor) ____ Surviving (Transferee) ____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 | 7 | 1 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 Corp. 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
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: Judith F. Foltz

MAIL TO ADDRESS: 806 West Washington Street Hagerstown, MD 21740

TOTAL FEES $47.00

✓ Check ____ Cash

NOTE: Copy made

____ Documents on ____ checks

APPROVED BY: DM

3219 2112

756

ARTICLES OF INCORPORATION
OF
BLUE RIDGE ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 26, 1990 AT 9:48 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 | $ |

D2964690

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 9 1990

RETURN TO:
JUDITH I. FOLTZ
806 WEST WASHINGTON STREET
HAGERSTOWN MD 21740

166C3032713

A 321614

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

3218 2110

Received for record June 13, 1990 at 9:45 A.M.
Corporation Record Liber 42



DBP CONSTRUCTION COMPANY

ARTICLES OF AMENDMENT 2-21-90 3:29p

DBP CONSTRUCTION COMPANY, a Maryland Corporation, having its principle office located at 681 Westwood St., Hagerstown, MD 21740 County of Washington, State of 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 deleting therefrom in their entirety Articles II, and substituting in lieu therefor the following:

SECOND The name of the Corporation is:

HEINTZELMAN CONTRACTORS, INC.

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, DBP CONSTRUCTION COMPANY has caused these presents to be signed in its name and on its behalf by its President and attested by its Secretary on the 9th Day of February, 1990.

ATTEST: DBP CONSTRUCTION COMPANY

Charles S. Heintzelman, Pres.

Susan E. Heintzelman, Secretary

3218 1562

00538060

THE UNDERSIGNED, President of DBP Construction Company, who executed on behalf of said corporation, the foregoing Articles of Amendment, of which this certificate is made a part, hereby acknowledges, in the name and on the 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.

President

759

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 49A BUSINESS CODE _____ COUNTY 71

# D2751089 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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 20

Name Change (New Name) Heintzelman Contractors, Inc.

✓ 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 Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Susan Heintzelman
PO BOX 1123
Hagerstown Md
21740

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: NO

7218 1664

ARTICLES OF AMENDMENT
OF
DGP CONSTRUCTION COMPANY
CHANGING ITS NAME TO:
HEINTZELMAN CONTRACTORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 21, 1990 AT 3:29 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 | $ |

02751089

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

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

JUL 9 1990

RETURN TO:
SUSAN HEINTZELMAN
P. O. BOX 1123
HAGERSTOWN MD 21740

16503032672

A 321571

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3218 1661

Received for Record July 18, 1990 at 9:30 a.m.
Corporation Record Liber 42 LIBER 55 PAGE 665

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR PAYMENT
1-16-90 at 7:45 p.m.



# ARTICLES OF INCORPORATION

## WASHINGTON COUNTY RESTAURANT & BEVERAGE ASSOCIATION, INC.

A Maryland Non-Profit, Non-Stock Corporation
Organized Pursuant to Title 5, Subtitle 2
Of the Corporations and Associations Article
Annotated Code of Maryland

FIRST: I, Louis Thomas, whose post office address is 8005 Boonsboro Pike, Boonsboro, Maryland 21713, 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 ASSOCIATION, INC.

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

(1) To establish, maintain and operate a business league and trade association for restaurants, hotels, motels, caterers, taverns, liquor stores and other Alcoholic Beverage Commission licensees maintaining business establishments in Washington County, Maryland; to promote the observance of all national, state and local food and sanitary laws and assure the sale and distribution of pure and wholesome food to the public; to provide for general discussion and exchange of ideas among the Corporation's Members; and to promote the goals and general welfare of the industry.

(2) To assume and thereafter carry on the business, activities and operations of the Washington County Restaurant & Beverage Association, a non-profit unincorporated association.

(3) To receive, administer and distribute funds and other property solely for the purpose of establishing, maintaining and operating a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended from time to time.

(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, in order to carry out the purposes set forth hereinabove, provided that such activity is permitted by a corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended from time to time, or the corresponding provision of any future United States Internal Revenue law.

MAY 21 8 48 AM '90

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

BY: _____

00168008

(1) No part of the net earnings of the Corporation shall inure to the benefit of any Member, Director, Trustee or Officer of the Corporation or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distribution in furtherance of the purposes set forth in Article Third hereinabove. In the event of the dissolution of the Corporation, no Member, Director, Trustee or Officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the Corporation's assets.

(2) Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activity not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended from time to time, or the corresponding provision of any future United States Internal Revenue law.

(3) In the event of the dissolution of the Corporation, or the discontinuance of its activities, the assets of the Corporation shall be distributed exclusively to organizations which would then qualify for exemption from Federal income tax under either: (a) Section 501(c)(6) of the Internal Revenue Code of 1986, as amended from time to time, or the corresponding provision of any future United States Internal Revenue law, or (b) Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, or the corresponding provision of any future United States Internal Revenue law.

FIFTH: The post office address of the principal office of the Corporation in this State is 162 West Washington Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Louis Thomas, 8005 Boonsboro Pike, Boonsboro, Maryland 21713. Said Resident Agent is an individual actually residing in this State.

SIXTH: The Corporation shall have no authority to issue capital stock.

SEVENTH: The qualifications for and other matters pertaining to the Members shall be as set forth in the By-Laws of the Corporation.

EIGHTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased 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 elected

and have qualified are: Louis Thomas, Larry Roberts and Edward Myers.

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 and advance expenses to a present or former director or officer of the Corporation, in connection with a proceeding, to the fullest extent permitted by the Indemnification Section for the indemnification of a director, and in accordance with the Indemnification Section.

(3) The Corporation may indemnify and advance expenses to any present or former corporate agent or employee other than a present or former director or officer, in connection with a proceeding, to the fullest extent permitted by the Indemnification Section for the indemnification of a director, and in accordance with the Indemnification Section.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 10th day of January, 1990, and I acknowledge the same to be my act.

WITNESS:

Louis Thomas

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

I HEREBY CERTIFY, That on this 10th day of January, 1990, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Louis Thomas and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Debra A. McClure Kline
Notary Public

My Commission Expires:
July 1, 1990

764

LIBER 55 PAGE 668

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 60

#_____ ____ P.A. ____ Religious ____ Close ____ Stock ✓ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change _____

Code _____

ATTENTION: James H. Stone

MAIL TO ADDRESS: Miller, Olives, Beachley & Stone
8 N. Washington St.
P.O. Box 1269
Hagerstown, Md
21741-1269

TOTAL FEES _____

40 Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: Ass

ARTICLES OF INCORPORATION
OF
WASHINGTON COUNTY RESTAURANT & BEVERAGE
ASSOCIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 16, 1990 AT 8:45 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

| ORGANIZATION AND CAPITALIZATION FEE PAID: | RECORDING FEE PAID: | SPECIAL FEE PAID: |
|---|---|---|
| $ 20.00 | $ 20.00 | $ |

D2938991

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 14 1990

RETURN TO:
JAMES W. STONE
MILLER, OLIVER, BEACHLEY, ETAL
28 W. WASHINGTON ST.
P. O. BOX 1269
HAGERSTOWN MD 21741 1269

13TC3031730

A 315765

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for Record July 18, 1990, at 9:30 a.m.
Corporaton Record Liber 42

BIG TEE OF SMITHSBURG, INC.
ARTICLES OF SALE AND TRANSFER

Articles of Sale and Transfer are entered into this 12th day of March, 1990 by and between Big Tee of Smithsburg, Inc., a Maryland corporation, hereinafter referred to as the "Transferor" and James B. Etherton, Sherry W. Etherton, his wife, and Sandra E. Potter, hereinafter referred to as the "Transferee".

1990 MAR 29 A 8:38

THIS IS TO CERTIFY:

3/19/90 858A

FIRST: Transferor does hereby agree to sell, assign and transfer substantially all of its property and assets to Transferee as is hereinafter recited.

SECOND: The name, post office address, and principal place of business of Transferor is Big Tee of Smithsburg, Inc., 449 North Potomac Street, Hagerstown, Maryland 21740, which address is the principal place of business of Transferor.

THIRD: The post office address, and principal place of business of Transferee is c/o Smithsburg Tastee Freez, Maryland Rt. 64, Smithsburg Pike, Smithsburg, Maryland 21783, which address is the principal place of business of Transferee.

FOURTH: The name and state of incorporation of the corporation which is a party to these Articles of Sale and Transfer is as follows:

Transferor is Big Tee of Smithsburg, Inc., a corporation organized under the laws of the State of Maryland.

FIFTH: The nature and amount of the consideration to be paid by Transferee for the property and assets hereby transferred to it from Transferor is One Hundred Sixty Five Thousand ($165,000.00) Dollars to be paid in accordance with the terms of an Agreement of Sale by and between the parties dated March 12, 1990, "the Agreement".

SIXTH: Transferor owns no real property in Washington County, Maryland. Transferee owns no real property in Washington County, Maryland.

SEVENTH: The Board of Directors of Transferor, by unanimous action by all the members thereof at a Special Meeting of the Board of Directors, duly adopted a resolution declaring that the sale, assignment, and transfer of substantially all of the assets of Transferor as herein set forth is advisable and directing that these Articles of Sale

1990 MAR 19 A 8:58

00088042

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 Special Meeting of the Stockholders of Transferor was held, at which time the approval of these Articles of Sale and Transfer was obtained by an affirmative vote of in excess of two thirds (2/3) of those Stockholders entitled to vote on the matter 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 the Transferee, the sale, assignment, and transfer to be effected pursuant to these Articles of Sale and Transfer was duly advised, authorized, and approved.

NINTH: In consideration of the payment to Transferor of One Hundred Sixty Five Thousand ($165,000.00) Dollars and in accordance with the other terms and conditions of the above referenced Agreement, Transferor does hereby bargain, sell, grant, convey and assign to Transferee, its successors and assigns, the items on Exhibit A attached hereto.

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

ELEVENTH: These Articles of Sale and Transfer are executed in multiple counterparts each of which shall be deemed to constitute an original and the parties intend to file one of the same with the State Department of Assessments and Taxation.

IN WITNESS WHEREOF, Big Tee of Smithsburg, Inc., and James B. Etherton, Sherry W. Etherton, his wife, and Sandra E. Potter, parties to these Articles of Sale and Transfer have caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of the Transferor corporation, by its President and attested by its Secretary and by the Transferee, as individuals, as of the 12th day of March 1990.



7228 1236

Attest to Signature
and Corporate Seal:

BIG TEE OF SMITHSBURG, INC.

By: _____ (SEAL)

Attest:

_____ _____ (SEAL)
James B. Etherton

_____ _____ (SEAL)
Sherry W. Etherton

_____ _____ (SEAL)
Sandra E. Potter

The undersigned, G. Jeffery Kerns, President of Big Tee of Smithsburg, 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 Tranfer 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.

BIG TEE OF SMITHSBURG, INC.

By: _____ (SEAL)
G. Jeffery Kerns
President

The undersigned, James B. Etherton, Sherry W. Etherton, his wife, and Sandra E. Potter, who executed the foregoing Articles of Sale and Transfer of which this certificate is made a part hereby acknowledge, in the name and on behalf of themselves, the foregoing Articles of Sale and Tranfer to be their act and further certify, that to the best of their knowledge, information, and belief, the matters and facts set forth



therein, with respect to the approval thereof, are true in all material respects, under the penalties of perjury.

_____
James B. Etherton

_____
Sherry W. Etherton

_____
Sandra E. Potter

EXHIBIT A

1 of 3

EQUIPMENT INVENTORY
SMITHSBURG TASTEE FREEZ
01/18/90

1-6' Step Ladder (Wooden) 1-(2 step) Step Stool (Wooden)
1-8'-16' Extension Ladder (Aluminum)
191/2'-of 24" Wide Dry Storage Wire Shelving (4 Shelves each Section)
4'-of 18" Wide Dry Storage Wire Shelving (3 Shelves-1 Section)
1- Desk Top with 2 File Cabinets
3- Shelve Book Rack on Wall over Top Desk
1- Sentry Supreme 5380 Safe
1- 8x8 Walk-In Cooler with 8'Coated Shelving
1- Scottsman (Crushed) Ice Machine Model
1- 6x6 Walk-In Freezer with 10' Steel Shelving
1- 8 Box Mount Pepsi Machine (Owned by Pepsi)
2- Mop Buckets and Ringers
2- Greens Keeper Chicken Tubs- 1 Gray Chicken Tub
1- 16"x24" 3 Shelf Utility Cart Alum. (Metal) on Costers 331/2" Tall
8- Stainless Steel Work Table with 1 Galvanized Shelf Underneath
1- Taylor Hard Batch Ice Cream Machine Model# 121-27 Ser.# H5094771
1- Kitchen Aid Food Processor
1- 4'Stainless Steel Star Grill
1- 5'Stainless Steel Grill Counter w/ Shelf underneath
2- Toasters (1-4 Slice/ 1-2 Slice)
1- Stainless Steel Make Up Area with 2 Drawer Toastmaster Work Unit
1- Stainless Steel Fry Dump
1- 18" Counter Top Star Tryer
1- 24" Counter Top Toastmaster fryer
1- Henny Penny Model 500 Chicken Cooker
1- 5' Stainless Steel Counter for Fryers with Shelf underneath
1- Hypro- Model# 05050- Automatic Filter Machine
4- 35 Gallon Plastic Trash Containers for Kitchen (1 Front Line)
1- Cres-Cor Crown X Model H-339-188 Ser# IIH Chicken Warm Cabinet
1- Star Under Counter Freezer Model #F6E Ser# GG-347683-C
1- Eagle- Warming Table No#'s on Back Ser# 376-84 and (1/3 Pans with Lids)
1- Small- Warming Pot for Chipped Beef
2- Wisco (Single Pan Bun Toasters
1- 7' Stainless Steel Work Table with Back Splash with Stainless Steel Shelf and Bread Rack Built in
1- Kenmore Microwave Oven Model# 5648804180 Serial# 7P4P13129 July 1987
1- Star Undercounter Refrigerator Model# RGE Ser# GG346857-C
1- Tender Press
1- 40" Pass Thru Unit (Heated)
1- Fry Holding Station (Dual Lamp)
1- Stainless Steel Work Table (Ice Cream Area) 2'x3' with Galvanized Lower Shelf
1- Masterbilt Refrigerated Topping Rail and Deep Freez Chest with 10 Plastic Tubs and Lids and Ladels Model# FLR-80 Ser# 224600
2- Nut Jars and Ladels

Exhibit A
2 of 3

1- Oak Freezee Jar Rack with 7 Freezee Jars and Stainless Steel Lids
1- Hard Batch Cabinet with Dipping Reservoir Model# DD-46 Ser# 226069
1- Hard Batch Menu Board
1- Cone Dispenser and Tray Cart Holder
1- Pelouze Ice Cream Scale
1- Taylor 754-27 Twistmaster Ice Cream Machine
7- Spring Loaded Cup Dispensers
2- Self Standing Pepsi Unit Dispensers with Ice Bins (Owned by Pepsi)
1- Banana Cutting Board - 1 Small Trash Unit
1- Freezee Machine (Blender Heavy Duty and Collar)
1- 2 Jar Dipto Warmer
1- Hot Fudge Pump Pot
2- Childrens Plastic Booster Seats
1- 5' Stainless Steel Counter Cabinet with 2 Siding Doors (Front Line Area)
1- 40"(3't) Stainless Steel Counter Cabinet with 2 Sliding Doors (Front Line Area)
1- Tomlinson Chili Pot Kettle (Warming /Serving Unit)
1- Jet Spray Drink Machine
1- Bun OMatic (Direct Line Coffee Pot Warming Unit for on Counter)
1- 2 Burner Coffee Pot Warming Unit for on Counter
1- Hamilton Beach 3 Spindle Machine with 2 Stainless Steel Shake Cups
1- 24"x28" Stainless Steel Table (with Stainless Steel Shelf underneath)
1- Sani Serve Model A-6141-E-SAS Shake Machine (3 Flavor) with Canisters Ser# 69707
3- Micros Cash Registers with 3 Cash Drawers and Tills Inserts
5- 4 Compartment Organizer Tabs for Supplies
2- Napkin Holders
2- Straw Holders
1- Antique Dresser Bureau 1- Dry Flower Arrangement
4- Framed Wall Pictures
2- Brass Horns on Walls
2- Wreath and Hat Decorations
2- 30"x30" Neon Signs (Shaked and Hot Dogs)
1- 30"x 401/2" Neon Signs (Burgers and Fries)
4- P.O.S. Poster Frames
2- Store Hour Window Signs
2- Wooden High Chairs
1- Plymold Seating Package with 2 Trash Dispensers
2- Live Trees
1- Center - H - Oak Wall Unit
1- (5 Menu Panel 2 Translite Panel) 7 Panel Grate Menu Board (Inside)
1- Hard Batch Lights Display Unit
1- Floor Plant Assembly
2- Glass and Brass Framed P.O.S Posters in Ice Cream Area

Exhibit A
3 of 3

1- Small wares Package all Ladels-Spoons-Knifes-Bus Tubs-Chicken Pans for Cookers- Plastic Ware Holders- Tupperware Holders- Glass Jars- Stainless Steel Oven Run Tubs- Plastic Serving Trays
1- Calculator
1- WaterHose
4- Outside "Tastee Freez" Trash Dispensers
1- Dust Pan/2-Brooms/2-mops
1- Stereo System
1- Time Clock (Acroprint)
1- Desk Chair- Aluminum Chair 1-2 Burner Hot Plate in Kitchen

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 12 BUSINESS CODE _____ COUNTY 71

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

~~Merging~~ (Transferor) Big Tee of Smithburg, Inc.
D1519651

~~Surviving~~ (Transferee) James B. Etherton
Sherry W. Etherton
Sandra W. Etherton
Md residents

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 20 | | Organ. & Capitalization |
| 61 | | Rec. Fee (Arts. of Inc.) |
| 62 | | Rec. Fee (Amendment) |
| 63 | | Rec. Fee (Merger or Consolidation) |
| 64 | 24 | 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 Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: Linda L. Punt

MAIL TO ADDRESS: Meyers, Young & Grove
P.O. Box 1267
Hagerstown, Md. 21740-1267

TOTAL FEES 24.00

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: DGL

ARTICLES OF TRANSFER
OF
BIG TEE OF SMITHSBURG, INC.
(A MD CORP.) TRANSFEROR
AND
JAMES B. ETHERTON, SHERRY W. ETHERTON AND
SANDRA E. POTTER
(AN INDIVIDUAL) TRANSFEREE

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 19, 1990 AT 8:58 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 | $ |

D1519651

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
MEYERS, YOUNG & GROVE
ATTN: LINDA L. PUNT
P. O. BOX 1267
HAGERSTOWN MD 21741 1267

188C3032314

A 324603

RECORDED IN THE RECORDS OF THE 7229 124
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received for Record July 18, 1990, at 9:30 a.m.
Corporation Record Liber 42

Fee $30.773

ARTICLES OF REVIVAL

3/22/90 8:27A

FOR

THE MARYLAND FUR TRAPPERS, INC.

(Insert exact name of corporation as it appears on records of the State Department of Assessments and Taxation)

FIRST: The name of the corporation at the time the charter was forfeited was THE MARYLAND FUR TRAPPERS, INC.

SECOND: The name which the corporation will use after revival is THE MARYLAND FUR TRAPPERS, INC.

THIRD: The address of the principal office in this state is c/o Ron Leggett
7308 Monroe Road, Boonsboro, MD 21713

FOURTH: The name and address of the resident agent is Ron Leggett
7308 Monroe Road
Boonsboro, MD 21713

1990 MAR 22 A 8:27

FIFTH: These Articles of Revival are for the purpose of reviving the charter of the corporation.

SIXTH: At or prior to the filing of these Articles of Revival, the corporation has (a) Paid all fees required by law; (b) Filed all annual reports which should have been filed by the corporation if its charter had not been forfeited; (c) Paid all state and local taxes, 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.

0094 0551 773

(Use A for signatures. If that procedure is unavailable, use B. If A & B are not available, use C. ONLY SIGN UNDER ONE SECTION.)

A. The undersigned who were respectively the last acting president (or vice president) and secretary (or treasurer) of the corporation severally acknowledge the Articles to be their act.

Ron Liggett X
Last Acting President/Vice President

Daniel B. Tucker X
Last Acting Secretary/Treasurer

(Use if A cannot be signed/acknowledged)

B. The last acting president, vice president, secretary, and treasurer are unwilling or unable to sign and acknowledge these Articles; therefore, the undersigned who represent the lessor of a majority or 3 of the last acting directors of the corporation severally acknowledge the Articles to be their act.

_____
Last Acting Director

_____
Last Acting Director

_____
Last Acting Director

(Use if A and B cannot be signed/acknowledged)

C. The last acting president, vice president, secretary, and treasurer of the corporation are unable or unwilling to sign the Articles. There are less than the required number of directors able and willing to sign the Articles, therefore, the undersigned who were elected as directors for the purpose of reviving the charter of the corporation severally acknowledge the Articles to be their act.

_____
Director

_____
Director

3229 3774

_____
Director

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, Ron Leggett, President of Maryland Fur Trappers, 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.

Ron Leggett
Ron Leggett
(print name beneath signature)

I hereby certify that on March 16, 1990 before me, the
(insert date)

subscriber, a notary public of the State of Maryland, in and for

Washington Co. personally appeared
(insert name of county for which notary is appointed)

Ron Leggett 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

Barbara L. Wyand
(Signature of notary public)

My Commission expires July 1, 1990.

3329 3775

776

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 8 18 BUSINESS CODE _____ COUNTY 71

# D0132944 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 | 10 | 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 Corp. 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
- ___ Designation of Resident Agent and Resident Agent's Address
- ___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Maryland Fur Trappers Inc
C/O Ron Leggett
7308 Monroe Rd.
Boonsboro, Md 21713

TOTAL FEES 30.00

✓ Check ___ Cash

Documents on ___ checks

APPROVED BY: DR

NOTE: 1987-89 personal property reports filed NR

THE ARTICLES OF REVIVAL
OF
THE MARYLAND FUR TRAPPERS INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 22, 1990 AT 8:27 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 | $ 10.00 |

D0132944

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 14 1990

RETURN TO:
MARYLAND FUR TRAPPERS, INC.
C/O RON LEGGETT
7308 MONROE RD.
BOONSBORO MD 21713

193C3030115

A 325251

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

3229 2772

Received for Record July 18, 1990, at 9:30 a.m.
Corporation Record Liber 42


3-29-90 8:29A

# ARTICLES OF INCORPORATION

## SOUTHERN CROSS MARINE OF MARYLAND, INC.

FIRST: I, Donald E. Beachley, 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 SOUTHERN CROSS MARINE OF MARYLAND, INC.

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

(1) To engage in the business of marine products and other related services, including but not limited to the sale at retail or wholesale of sailboats, fixtures and accessories, leasing and repairing of the same, chartering and charter management, and any and all other items and services generally associated with the supply of marine products; and to engage in any other lawful purpose and/or business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 28 West Washington Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Donald E. Beachley. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is one hundred thousand (100,000) shares of common stock, with a par value of One ($1.00) Dollar 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), except that

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

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

The names of the Directors who shall act until the first annual meeting or until their successors are duly elected and have qualified are: Kenneth R. Johnson and Terry H. Brown.

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

(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 or the Stockholders 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 and advance expenses to a present or former Director or Officer of the Corporation, in connection with a proceeding, to the fullest extent permitted by the Indemnification Section for the indemnification of a director, and in accordance with the Indemnification Section.

(3) The Corporation may indemnify and advance expenses to any present or former corporate agent or employee other than a present or former Director or Officer, in connection with a proceeding, to the fullest extent permitted by the Indemnification Section for the indemnification of a director, and in accordance with the Indemnification Section.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 9/15 day of March, 1990, and I acknowledge the same to be my act.

WITNESS:

_____

Donald E. Beachley

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

I HEREBY CERTIFY, That on this ____ day of March, 1990, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Donald E. Beachley and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

_____

Notary Public

My Commission Expires:
July 1, 1990

3228 1557

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 002 BUSINESS CODE 03 COUNTY 71

# ____ P.A. ____ Religious ____ Close ✓ Stock ____ Nonstock

Merging (Transferor) ____ Surviving (Transferee) ____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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 40

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 Resident Agent's Address
- ____ Other Change ____

Code ____

ATTENTION: Donald E. Beachley, Esq

MAIL TO ADDRESS: Miller, Oliver, Beachley + Stone
28 W. Washington St.
P.O. Box 1269
Hagerstown, Md. 21740
1269

✓ Check ____ Cash

Documents on ____ checks

NOTE: RAA - Art 1

APPROVED BY: PCM

7329 1559

ARTICLES OF INCORPORATION
OF
SOUTHERN CROSS MARINE OF MARYLAND, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 29, 1990 AT 8:29 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 | $ |

D2986149

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 14 1990

RETURN TO:
MILLER, OLIVER, BEACHLEY & STONE
ATTN: DONALD E. BEACHLEY, ESQ.
28 W. WASHINGTON ST.
P.O. BOX 1269
HAGERSTOWN MD 21741 1269

189C3030030

A 324656

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

7229 1554

Received for Record July 18, 1990, at 9:30 a.m.
Corporation Record Liber 42



3-29-90 9:17A

Whiteleather Construction Corp.

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, Atlee C. Whiteleather, whose post office address is 1106 Stone Court, Waldorf, Maryland 20602, being at least (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is Whiteleather Construction Corp.

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 carry on and conduct a general contracting business, including the designing, constructing, enlarging, repairing, remodeling or otherwise engaging in any work upon buildings or structures; to engage in constructing and installing all types of building materials or work related thereto upon buildings or structures; to execute contracts therefor, or relating thereto; also, to manufacture and furnish the building materials and supplies connected herewith; and to engage in any other lawful purpose and/or business; and

1990 MAR 29 A 9:17
00888283

(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 1106 Stone Court, Waldorf, Maryland 20602. The name and post office address of the Resident Agent of the Corporation in this state is Atlee C. Whiteleather, Sr., 1106 Stone Court, Waldorf, Maryland 20602. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 1,000 shares of common stock, non 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 (1) director, whose name is Atlee C. Whiteleather, Sr.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 28 day of MARCH, 1990, and acknowledge the same to be my act.

WITNESS

Atlee C. Whiteleather Sr.
Atlee C. Whiteleather

7229 1500



CL4

785

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 002 BUSINESS CODE 03 COUNTY 71

# ____ P.A. ____ Religious ✓ Close ✓ Stock ____ Nonstock

Merging (Transferor) ____

Surviving (Transferee) ____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: ____

MAIL TO ADDRESS:
R + R Business Services Inc
108 Lee Range Ave
P.O. Box 'C'
La Plata, Md. 20646

TOTAL FEES 40.00

✓ Check ____ Cash

NOTE:

Documents on ____ checks

3228 1501

APPROVED BY: ____

ARTICLES OF INCORPORATION
OF
WHITELEATHER CONSTRUCTION CORP.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 29, 1990 AT 9:17 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 | $ |

D2986040

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
R & R BUSINESS SERVICES, INC.
108 LAGRANGE AVE.
P.O. BOX C
LAPLATA MD 20646

189C3030020

A 324646

RECORDED IN THE RECORDS OF THE 7229 1499
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received for Record July 18, 1990, at 9:30 a.m.
Corporation Record Liber 42



3-29-90 9:29A

ARTICLES OF INCORPORATION

OF

BOONSBORO LIONS FOUNDATION, INC.

THIS IS TO CERTIFY THAT:

FIRST: That the undersigned, Merle R. Funk, whose post office address is 36 St. Paul Street, Boonsboro, Maryland 21713, being at least eighteen (18) years of age does hereby form a corporation under the general laws of the State of Maryland.

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

BOONSBORO LIONS FOUNDATION, INC.

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

(b) In general, to carry on any lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interests of the Corporation or which shall be conducive to or expedient for the protection or benefit of the Corporation, but only to the extent the exercise of such powers are in furtherance of the purpose stated in paragraph (a) of this Article.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law, and it is not intended, by mention of any particular purpose, object or business, to limit or restrict any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation, and the said Corporation shall have, enjoy and exercise all of the powers and rights now or hereafter conferred by statute upon corporations, but only to the extent the exercise of these powers are in furtherance of the purpose stated in paragraph (a) of this Article.

FOURTH: The post office address of the principal office of the Corporation in this State is United Church of Christ, Potomac Street, Boonsboro, Maryland 21713. The Resident Agent of the Corporation is Edwin R. Itnyre, whose post office address is 20515 Park Hall Road, Rohrersville, Maryland 21779. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

1990 MAR 29 A 9:29

3339 1472

FIFTH: The Corporation shall have a Board of four (4) Directors, which number may be increased or decreased in accordance with the By-Laws of the Corporation, but shall always be an odd number and shall never be less than three (3) nor more than nine (9). The names of the Directors who shall act as such until the first annual meeting of the Directors or until their successors are duly chosen and qualify are:

Merle R. Funk
E. H. Richardson
Edwin R. Itnyre
J. W. Hardy

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

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: The Corporation may, by its By-Laws, make any other provisions or requirements for the 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 the United States.

NINTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors 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 Code (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 (or the corresponding provision of any future United States Revenue Law).

TENTH:

(a)The Corporation will distribute its income for each tax 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, or corresponding section of any future federal tax code.

(b) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(c) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(d) The Corporation will not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code, or corresponding section of any future federal tax code.

(e) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ELEVENTH: Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c) (3) of the Internal Revenue Code (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 in which the principal office of the Corporation is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, and I acknowledge the same to be my act of the 27th day of March, 1990.

WITNESS:

Sara A. Anderson  Merle R. Funk (SEAL)

STATE OF MARYLAND

WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 27th day of March, 1990, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Merle R. Funk, and he acknowledged the aforegoing instrument of writing to be his act and deed.

WITNESS my hand and Notarial Seal.

Norma M. Stings
Notary Public

My Commission Expires: July 1, 1990

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 71

# ____ P.A. ____ Religious ____ Close ____ Stock ✓ Nonstock

Merging (Transferor) ____

Surviving (Transferee) ____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: Edwin R. McIntyre, ESQ

MAIL TO ADDRESS: Edwin R. McIntyre
20515 Park Hall Rd.
Robertsville, Md. 21779

TOTAL FEES 40.00

✓ Check ____ Cash

NOTE:

Documents on ____ checks

APPROVED BY: KH

3229 1473

ARTICLES OF INCORPORATION
OF
BOONSBORO LIONS FOUNDATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 29, 1990 AT 9:29 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 | $ |

D2985992

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 14 1990

RETURN TO:
EDWIN R. ITNYRE
20515 PARK HALL RD.
ROHRERSVILLE MD 21779

189C3030015

A 324641

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

3229 1471

Received for Record July 18, 1990, at 9:30 a.m.
Corporation Record Liber 42



STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
RECEIVED FOR RECORD
3-29-90 9:39 a.m.

ARTICLES OF AMENDMENT
FOR
ARTZ SERVICES, INC.

Artz Services, Inc., a Maryland Corporation, having its principal office at 104 Stuart Drive, Williamsport, Maryland 21795 (hereinafter referred to as "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

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

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

INTEGRATED TECHNOLOGIES, 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, Artz Services, Inc., has caused these presents to be signed in its name and on its hehalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 23rd day of March, 1990, and its President asknowledges that these Articles of Amendment are the act and deed of Artz Services, Inc., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

ARTZ SERVICES, INC. 00383273

Joanna S. Artz
Secretary

BY: Terry M. Artz
President

1990 MAR 29 A 9:39

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 8L09A BUSINESS CODE _____ COUNTY 71

# D2577518 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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) Integrated Technologies, Inc.

___ 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 Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: Michael G. Day, Esq.

MAIL TO ADDRESS: Day and Schneider
Suite 300
120 W. Washington St.
Hagerstown, Md. 21740

TOTAL FEES 20.00

✓ Check ___ Cash

NOTE:

Documents on _____ checks

APPROVED BY: MM

1223 1050

ARTICLES OF AMENDMENT
OF
ARTZ SERVICES, INC.
CHANGING ITS NAME TO:
INTEGRATED TECHNOLOGIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 29, 1990 AT 9:39 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 | $ |

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 14 1990

RETURN TO:
DAY AND SCHNEIDER
ATTN: MICHAEL G. DAY, ESQUIRE
STE. 300, 120 W. WASHINGTON ST.
HAGERSTOWN MD 21740

188C3032306

A 324596

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

3229 1048

Received for Record July 18, 1990, at 9:30 a.m.
Corporation Record Liber 42



CRAIG BLACKTOP & PAVING, INC.
ARTICLES OF AMENDMENT

3/29/90 10:27 A

Craig Blacktop & Paving, Inc., a Maryland Corporation, having its principal office at 118 Hump Road, Hagerstown, Maryland, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

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

> "SECOND: That the name of the Corporation (which is hereinafter called the "Corporation") is **Craig Paving, Inc."**

SECOND: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associates Articles 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, Craig Blacktop & Paving, Inc., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 16th day of March, 1990, and its President acknowledges that these Articles of Amendment are the act and deed of Craig Blacktop & Paving, 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: Craig Blacktop & Paving, Inc.

Lillian S. Craig
Lillian S. Craig, Secretary

BY: Ollen O. Craig
Ollen O. Craig, President

Schlossberg & DiGirolamo
Attorneys at Law

134 West Washington Street
Hagerstown, Maryland 21740

7226 1379
00006390

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 09A BUSINESS CODE _____ COUNTY 7C

# D0389304 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | 30 | Expedited Fee |
| 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 |
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| 23 | | Local Transfer Tax |
| 31 | | Corp. Good Standing |
| NA | | Foreign Corp. Registration |
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| 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) Craig Paving, Inc.

✓ 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 Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS:
Thomas M. DiGiulio, Esq.
134 W. Washington St.
Hagerstown, Md. 21740

TOTAL FEES 50.00

___ Check ___ Cash

NOTE: Acknow # 56163

2 Documents on 2 checks

APPROVED BY: DM

AUG 14 1990

ARTICLES OF AMENDMENT

OF

CRAIG BLACKTOP & PAVING, INC.

CHANGING ITS NAME TO

CRAIG PAVING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND March 29, 1990 AT 10:27 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

| ORGANIZATION AND CAPITALIZATION FEE PAID: | RECORDING FEE PAID: | SPECIAL FEE PAID: |
|---|---|---|
| $ | $ 20 | $ |

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

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

gcs

A 279296

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3236 1279

AT5-060

Received for Record July 18, 1990, at 9:30 a.m.
Corporation Record Liber 42



CRAIG BLACKTOP, INC.

ARTICLES OF INCORPORATION 3/29/90 10.28

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 **Craig Blacktop, Inc.**

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

(1) To construct, acquire, maintain and operate a facility for the production of asphalt and related blacktop materials; 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 118 Hump Road, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Roger T. Craig, 118 Hump 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), divided into Two Thousand Five Hundred (2,500) shares of Class A Common Stock without par value, and Two Thousand Five Hundred (2,500) shares of Class B Common Stock without par value.

The following is a description of each class of stock of the Corporation with the preference, conversion and other rights, restrictions, voting powers, and qualifications of each class:

1. Except as hereinafter provided with respect to voting powers, the Class A Common Stock and the Class B Common Stock of the Corporation shall be identical in all respects.

2. With respect to voting powers, except as otherwise required by the Corporations and Associations Article of the Annotated Code of Maryland, the holders of Class A Common Stock shall possess all voting powers for all purposes, including by way of illustration and not of limitation the election of directors, and the holders of Class B Common Stock shall have no voting power whatsoever, and no holder of Class B Common Stock shall vote on or otherwise participate in any proceedings in which actions shall be taken by the Corporation or the stockholders thereof or be entitled to notification as to any meeting of the Board of Directors or the stockholders.

erg & DiGirolamo
s at Law
Washington Street
wn, Maryland 21740

3229 2035
00006329

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

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

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

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Ollen O. Craig, Lillian S. Craig and Roger T. Craig.

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

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

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

Schlossberg & DiGirolamo
Attorneys at Law

134 West Washington Street
Hagerstown, Maryland 21740

7229 2035

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

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

(2) The Corporation may, as determined by the Board of Directors of the Corporation, indemnify and advance expenses to a director, officer, employee or agent of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 16th day of March, 1990, and I acknowledge the same to be my voluntary act and deed.

Witness

Thomas M. DiGirolamo (SEAL)

g & DiGirolamo
d Law

Washington Street
n, Maryland 21740

7228 2037

WG

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 |
|---|---|---|
| 10 | 30 | Expedited Fee |
| 20 | 30 | 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 Corp. 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
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: ____

MAIL TO ADDRESS: Thomas M. Zeolgous Esq. 134 W. Washington St. Hagerstown, Md. 21740

TOTAL FEES 70.00

✓ Check ____ Cash

NOTE: Ack# 561162

2 Documents on 2 checks

APPROVED BY: ____

802

ARTICLES OF INCORPORATION
OF
CRAIG BLACKTOP, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 29, 1990 AT 10:28 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 | $ 20.00 | $ |

D2986909

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 14 1990

RETURN TO:
THOMAS M. DIGIROLAMO, ESQUIRE
134 W. WASHINGTON STREET
HAGERSTOWN MD 21740

18903030106

A 324719

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

3828 2034

Received for Record July 18, 1990, at 9:30 a.m.
Corporation Record Liber 42



COLUMBIA ELECTRIC SUPPLY COMPANY, INCORPORATED

Action of Sole Director in Lieu of a Meeting

March , 1990

The undersigned, being the sole member of the Board of Directors of Columbia Electric Supply Company, Incorporated, a Delaware corporation (the "Corporation"), and acting in accordance with Section 141(f) of the Delaware Corporation Law, consents to the adoption of the following resolution:

RESOLVED: That pursuant to authority granted and vested in the Board of Directors of the Corporation pursuant to the Delaware Corporation Law, and pursuant to the Corporations and Associations Article of the Annotated Code of Maryland, the Corporation hereby designates James M. Carr as its resident agent whose address of residence in the State of Maryland is 18323 Honey Locust Circle, Gaithersburg, Maryland 20879.

EXECUTED as of the 20th day of March, 1990

Jack Alfandre

Jack Alfandre

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

3-29-90 at 11:40 a.m.

CERTIFICATE

COLUMBIA ELECTRIC SUPPLY COMPANY, INCORPORATED

The undersigned, being the Secretary of Columbia Electric Supply Company, Incorporated, a Delaware corporation (the "Corporation"), hereby certifies that attached hereto is a true, correct, and complete copy of a resolution entered into the minute book of the Corporation, adopted by unanimous consent in an Action of Directors in Lieu of a Meeting on March 14, 1990.

EXECUTED this 20th day of March, 1990.

COLUMBIA ELECTRIC SUPPLY
COMPANY, INCORPORATED

By: James M. Carr
James M. Carr,
Secretary

[CORPORATE SEAL]

STATE OF MARYLAND )
) SS.:
COUNTY OF MONTGOMERY)

On the 21st day of March, 1990, before me personally appeared James M. Carr, known to me to be the individual described in and who acknowledged the foregoing instrument and swore and acknowledged that he executed the same as his free act and deed.

Sharon Kay Noble (Reed)
Notary Public

NOTARY PUBLIC

My commission expires: _____

SHARON KAY NOBLE
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires July 1, 1990

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Bunner, Director

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 71

# D2546794 ____ P.A. ____ Religious ____ Close ____ Stock ____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 |
| 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 Corp. Registration |
| 87 | | ____ Limited Part. Good Standing |
| 71 | | Financial |
| 600 | | ____ Personal |
| | | Property Reports and late filing penalties |
| 70 | $10.00 | Change of P.O., R.A. or R.A.A. |
| 91 | | Amend/Cancellation, For. Limited Part. |
| | | Other |
| | | Other |

TOTAL FEES $10.00

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 Resident Agent's Address
____ Other Change _____

Code 114

ATTENTION: Beth Butler

MAIL TO ADDRESS: _____

✓ Check ____ Cash

NOTE:

2 Documents on 1 checks

APPROVED BY: D.g.l.

3229 0272

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS
OF
COLUMBIA ELECTRIC, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 29, 1990 AT 11:40 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 | $ |

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 AUG 14 1990

RETURN TO:
HALE AND DORE
B. BOTLER
1455 PENN. AVE., N.W.
WASHINGTON DC 20004

190C3030294

A 324891

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 7339 0270
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received for Record July 18, 1990, at 9:30 a.m.
Corporation Record Liber 42



3-30-90 9:46A

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: We, the undersigned, George E. Snyder, Jr., whose post office address is 28 Jonathan Street, Hagerstown, Maryland 21740; and Steven C. Kessell, whose post office address is 28 Jonathan Street, 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 Mid-Atlantic Classic Auto Brokers, Ltd.

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

To purchase classic used automobiles and limited production vehicles.

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

To carry on any of the 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

SNYDER & POOLE, ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND
FREDERICK, MARYLAND

7229 2525
00395237

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.

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.

FOURTH: The post office address of the principal office of the Corporation in this State is 28 Jonathan Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is George E Snyder, Jr., 28 Jonathan Street, Hagerstown, Maryland 21740. Said resident agent is 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:

7229 2524

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: George E. Snyder, Jr. and Steven C. Kessell.

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 27th day of March, 1990.

Kristi L Miller

George E. Snyder, Jr.

Kristi L Miller

Steven C. Kessell

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

I HEREBY CERTIFY, that on this 27th day of March, 1990, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared George E. Snyder, Jr. and Steven C. Kessell, and severally acknowledged the execution

7229 2537

of the aforegoing Articles of Incorporation to be their voluntary acts and deeds.

WITNESS my hand and Official Notarial Seal.

Kristi L Miller

Notary Public

My Commission Expires:
July 1, 1990

810 M.A.

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 20 | 20 | Organ. & Capitalization |
| 61 | 20 | Rec. Fee (Arts. of Inc.) |
| 62 | | Rec. Fee (Amendment) |
| 63 | | Rec. Fee (Merger or Consolidation) |
| 64 | | Rec. Fee (Transfer) |
| 65 | | Rec. Fee (Dissolution) |
| 66 | | Rec. Fee (Revival) |
| 52 | | Foreign Qualification |
| 50 | | Cert. of Qual. or Reg. |
| 51 | | Foreign Name Registration |
| 13 | 10 | 1 Certified Copy YP |
| 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 Corp. 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
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: G. E. "Chip" Snyder Jr., Esq.

MAIL TO ADDRESS: Snyder + Poole
28 Jonathan St.
Hagerstown, Md. 21740

TOTAL FEES 50.00

✓ Check ____ Cash

NOTE: (CK) note

Documents on ____ checks

APPROVED BY: DM

7889 2588

ARTICLES OF INCORPORATION
OF
MID-ATLANTIC CLASSIC AUTO BROKERS, LTD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 30, 1990 AT 9:46 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 | $ 20.00 | $ |

D2987642

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 14 1990

RETURN TO:
SNYDER & POOLE
ATTN: G.E."CHIP" SNYDER, JR. ESQ.
28 JONATHAN ST.
HAGERSTOWN MD 21740

190C3030198

A 324819

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

7229 2594

812 Received for Record July 18, 1990, at 9:30 a.m.
Corporation Record Liber 42

RECEIVED
'90 MAR 30 PM 3 10
STATE DEPT. OF
ASSESSMENTS & TAXATION

# ARTICLES OF INCORPORATION

OF 3-30-90

# J & R ELEVATORS, INC.

FIRST: I, Seymour B. Stern, whose post office address is 118 West Church Street, Frederick, Maryland 21701, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

J & R Elevators, Inc.

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

(a) To purchase, install and service elevator equipment.

(b) To carry on the business described above and any other related or unrelated business and activity in the State of Maryland, in any state, territory, district, or dependency of the United States, or in any foreign country.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 113 Belview Avenue, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in this State are Jerry Orie Reid, 113 Belview Avenue, Hagerstown, Maryland 21740. This resident agent is an individual actually residing in this State.

FIFTH: The total authorized capital stock of the Corporation is One Hundred Thousand (100,000) shares with a par value of One Dollars ($1.00) per share, and having an aggregate par value of One Hundred Thousand Dollars ($100,000.00).

SIXTH: The number of directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation. 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: Jerry Orie Reid and Richard J. Pastor.

0575
00928015

SEVENTH: 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 of the Corporation, (2) present or former officers of the Corporation, (3) present or former agents and/or employees of the Corporation, (4) present or former administrators, trustees or other fiduciaries under any pension, profit-sharing, deferred compensation, or other employee benefit plan maintained by the Corporation, and (5) persons serving or who have served at the request of the Corporation in any of these capacities for any other corporation, partnership, joint venture, trust, or other enterprises. However, the Corporation shall not have the power to indemnify any person to the extent such indemnification would be contrary to Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, or any statute, rule, or regulation of similar import.

IN WITNESS WHEREOF, I do hereby acknowledge these Articles of Incorporation to be my act this 28th day of March, 1990.

Seymour B. Stern (SEAL)

811 A

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 20 | 28 | Organ. & Capitalization |
| 61 | 28 | 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 |
| 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 Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change ___

Code 059

ATTENTION: Seymour B. Stern, Esq

MAIL TO ADDRESS: Frank Bernstein

TOTAL FEES 48

✓ Check ___ Cash

NOTE:

Documents on ___ checks

APPROVED BY: JMT

ARTICLES OF INCORPORATION
OF
J & R ELEVATORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 20, 1990 AT 3:10 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 | $ 20.00 | $ |

D2988566

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 14 1990

RETURN TO:
FRANK, BERNSTEIN, CONAWAY &
GOLDMAN ATTN: SEYMOUR B. STERN,
118 W. CHURCH STREET
P.O. BOX 703
FREDERICK MD 21701

19103030361

A 324961

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3229 0574
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received for Record July 18, 1990, at 9:30 a.m.
Corporation Record Liber 42



W.D. MOSS & SON, INC.

ARTICLES OF TRANSFER

4-2-90 8:59a

ARTICLES OF TRANSFER entered into this 8th day of March, 1990, by and between W. D. Moss & Son, Inc., a Maryland Corporation, (hereinafter referred to as the "Transferor"), and ADVERTISING, INC., a body corporate of the State of Maryland, (hereinafter referred to as "Transferee").

THIS IS TO CERTIFY:

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

SECOND: The name, post office address, and principal place of business of Transferee are: Advertising, Inc., 355 South Potomac Street, Hagerstown, Maryland, 21740.

THIRD: Transferor and Transferee are corporations 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 is SEVENTEEN THOUSAND ($17,000.00) DOLLARS, which is the purchase price for all those items of tangible, personal property set forth on Exhibit A, which is attached hereto and which is incorporated herein by reference thereto, and, in addition thereto, additional consideration in the amount of SEVENTY THREE THOUSAND FIFTY FIVE DOLLARS AND EIGHTY EIGHT CENTS ($73,055.88) which said sum has been

RECEIVED
'90 APR 2 AM 8 59
STATE DEPT. OF
ASSESSMENTS & TAXATION

00928001

adjusted in accordance with Paragraph Two of the Agreement, Transferee will bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, its successors and assigns, all of the retail inventory of Transferor in accordance with the terms and conditions set forth in the Agreement of Sale (hereinafter referred to as the "Agreement"), between Transferee and Transferor dated January 19th, 1990.

FIFTH: The principal office of Transferor is 1861 Pennsylvania Avenue, Hagerstown, Maryland. The only county in which the Transferor owns personal property is Washington County, Maryland. The Transferor owns no real property.

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 as 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 Transfer be submitted for action taken 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.

Unanimous written informal action setting forth approval of these Articles of Transfer were 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 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 the purchase of substantially all the assets of Transferor as herein set forth is advisable and authorizing and directing the appropriate officers of the Transferee to execute and deliver whatever documents which may be necessary to consummate the sale, including these Articles of Transfer, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the charter of Transferee.

EIGHTH: In consideration of the payment to Transferor of Seventeen Thousand ($17,000.00) Dollars in accordance with the terms and conditions of the Agreement, Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over

and assign to Transferee, its successors and assigns, all those items of tangible, personal property set forth on Exhibit A, which is attached hereto and which is incorporated herein by reference thereto, and, in consideration of the payment of Transferor of SEVENTY THREE THOUSAND FIFTY FIVE DOLLARS AND EIGHTY EIGHT CENTS ($73,055.88), which said sum has been adjusted in accordance with Paragraph Two of the Agreement, Transferee does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, its successors and assigns, all of the retail inventory of Transferor.

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

TENTH: The Transferee does not assume any obligations of Transferor.

IN WITNESS WHEREOF, W. D. Moss & Son, Inc., and Advertising, Inc., have caused these Articles of Transfer to be signed and acknowledged in the name and on behalf of each party to these Articles of Transfer by its President or Vice President and attested by the Secretary or an Assistant Secretary, as of this 8th day of March, 1990.

ATTEST: W. D. MOSS, INC.

Bonnie L. Moss
Secretary

By: Charles D. Moss
President

ATTEST:

William F. Reynolds Jr.
Secretary

ADVERTISING, INC.

By: Douglas S. Wright
President

THE UNDERSIGNED, President of W. D. Moss & Son, Inc., a Maryland Corporation, who executed on behalf of said corporation in the aforegoing Articles of Transfer, of which this Certification 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 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 D. Moss, President

THE UNDERSIGNED, President of Advertising, Inc., a Maryland Corporation, who executed on behalf of said corporation in the aforegoing Articles of Transfer, of which this Certification 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 his

2122 2768

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.

Douglas S. Wright
President

EXHIBIT A
AGREEMENT BETWEEN W. D. MOSS & SON, INC. AND ADVERTISING, INC.
LIST OF FIXTURES AND EQUIPMENT

Desk, 20x40 (3 drawer) metal
Chair, Executive Swivel
Desk, 20x40 (7 drawer) wood
2 file cabinets (4 drawer) 1/ 1 drawer
Calculator, Monroe Model 140S
Sofa Bed
2 Side chairs
Electric heater
File trays
Vacuum cleaner, Upright/Hoover
Floor polisher / Hoover
Singer Sewing machine and table
2 Bar stools
Conserv Sewing Machine and table
4x10 layout table
Sales counter 28"x108"
Cash drawer
Combo desk - 2 drawer file - safe 17x29
9 Giondola 3 shelf/2 side 44x48
2 Wall units 3 shelf/1 side 20x42
3 Wall unit 1 side 24x48
Steel Shelf unit 12x36
2 steel shelf unit 24x36
Refer test bench 30x96
Work bench 30x96
Work bench 24x144
Vise
Bench Grinder
2 ton floor Jack
4 ton floor jack
Air compressor; portable w/gasoline engine-Devilbiss
Step ladders
walk plank
Class 1 Yard Dolly (1 7/8 ball)
Class II Yard Dolly (2" Ball)
100 Amp Battery Charger
Kerosene heater
Cutting torch and hose
Electric Welder
Platform scales
Handtools such as screw drivers, plyers, ajustable wrenches, socket sets, etc. too numerous to mention
Small used electronic test equipment

822

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 12 BUSINESS CODE _____ COUNTY 71

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

~~Merging~~ (Transferor) W. D. Moss & Son, Inc. D 1216829

~~Surviving~~ (Transferee) Advertising, Inc. D 0175208

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: James Johnson
138 W. Wash. St.
Hagerstown Md
21740

TOTAL FEES 20

✓ Check ___ Cash

NOTE:

Documents on ____ checks

APPROVED BY: JS

7339 2771

ARTICLES OF TRANSFER
OF
W. D. MOSS & SON, INC.
(A MD CORP.) TRANSFEROR
AND
ADVERTISING, INC.
(A MD CORP.) TRANSFEREE

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 2, 1990 AT 8:59 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 | $ |

D0175208

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
JAMES JOHNSON
138 W. WASHINGTON ST.
HAGERSTOWN MD 21740

193C3030114

A 325250

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

Received for Record July 18, 1990, at 9:30 a.m.
Corporation Record Liber 42



4-2-90 11:19A

# ARTICLES OF INCORPORATION

MoPig, Inc.

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 Maryland General Corporation Law.

SECOND: The name of the corporation is MoPig, Inc. (the "Corporation").

THIRD: The Corporation is formed for the purposes of engaging in the business of raising and selling pigs for slaughter and in any other lawful trade, business, or activity. The Corporation shall have all 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 in Maryland is Suite 200, 138 West Washington Street, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation is William McC. Schildt, 138 West Washington Street, Hagerstown, Maryland 21740.

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

ASSESSMENTS & TAXATION
STATE OF MD.
90 JUL 2 AM 11:19
RECEIVED

of each share of Common Stock is One Dollar ($1.00), and the aggregate par value of all the shares of Common Stock is One Hundred Thousand Dollars ($100,000.00).

SIXTH: The number of directors of the Corporation shall be one (1), so long as there is no capital stock of the Corporation outstanding. Upon the issuance of capital stock, the number of directors of the Corporation shall be three (3) or shall equal the number of shareholders of the Corporation, whichever is less. The number of directors of the Corporation may be increased or decreased by the Bylaws of the Corporation. The name of the director who shall serve until the first annual meeting of the stockholders and until his successor is elected and qualifies is Henry H. Moyer.

SEVENTH: The Corporation shall indemnify to the fullest extent all persons permitted to be indemnified by the Maryland General Corporation Law 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 3rd day of March, 1990.

WITNESS:

William McC. Schildt

M.A

826

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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 40

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 Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: William McC. Schildt, Esq.

MAIL TO ADDRESS: State and Schildt
138 W. Washington St.
Hagerstown, Md. 21740

✓ Check ___ Cash

NOTE:

Documents on _____ checks

APPROVED BY: JMT

ARTICLES OF INCORPORATION
OF
MOPIG, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 2, 1990 AT 11:19 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 | $ |

D2989093

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 14 1990

RETURN TO:
STRITE AND SCHILDT
ATTN: WILLIAM MCC. SCHILDT, ESQ.
138 W. WASHINGTON ST.
HAGERSTOWN MD 21740

19103030414

A 325014

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

828
Received for Record July 18, 1990, at 9:30 a.m.
Corporation Record Liber 42

4-4-90

AMALGAMATED LOCAL UNION NO. 842
U.A.W. BUILDING CORPORATION

9 19A

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, 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 Amalgamated Local Union No. 842 U.A.W. Building Corporation.

**THIRD:** **(a)** The Corporation is organized for the exclusive purpose of holding title to property, collecting the income therefrom, and turning the entire amount thereof, less expenses, to Amalgamated Local Union No. 842 of the U.A.W., International Union of the State of Maryland, in accordance with Section 501(c)(2) of the Internal Revenue Code of 1986.

**(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)(2) of the International Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

**FOURTH:** The post office address of the principal office of the Corporation in this State is 16-1/2 West Franklin Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are Michael M. Dreisbach, 16-1/2 West Franklin Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

**SIXTH:** The number of Directors of the Corporation shall be sixteen (16), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be



3339 2578

less than three (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly elected and qualify, are:

Michael M. Dreisbach
H. W. Wolfensberger
Carole J. Mills
Wayne B. Barnhart
Robert E. Rice
Leonard M. French
George D. Kretzer
Jay M. Strock
Wason A. Cubbage
Paul M. Bowers
E. W. Barnhart, Jr.
John T. Anderson, Jr.
Thomas Anderson
June L. McAllister
Gary E. Swartz
S. C. Mumma

**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

3229 2579

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 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



3229 2580

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, 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.

**ELEVENTH:** No director or officer of the Corporation



2212 1591

shall be liable to the Corporation or to its stockholders for money damages except (1) to the extent that it is proved that such directore or officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received, or (2) to the extent that a judgment or other final adjudication adverse to such director or officer is entered in a proceeding based on a finding in the proceeding that such director's or officer's action, or failure to act, was (a) the result of active and deliberate dishonesty, or (b) intentionally, wrongful, willful or malicious and, in each such case, was material to the cause of action adjudicated in the proceeding.

**IN WITNESS WHEREOF,** I have signed these Articles of Incorporation this 2d day of April, 1990, and I acknowledge same to be my act.

Scott L. Schubel
Incorporator

STATE OF MARYLAND, COUNTY OF WASHINGTON, TO-WIT:

I HEREBY CERTIFY that on this 2d day of April, 1990, 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.

Betsy L. Carter
Notary Public

My Commission Expires:
7-1-90

834

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 402 BUSINESS CODE 04 COUNTY 71

# ____ P.A. ____ Religious ____ Close ____ Stock ✓ Nonstock

Merging (Transferor) ____ Surviving (Transferee) ____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 6 |
| 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 Corp. 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
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: Scott L. Schubel, Esq.

MAIL TO ADDRESS: Wachs, Boone, Bannon + Schubel
138 W. Washington St
Hagerstown, Md. 21740
4369

TOTAL FEES 52

✓ Check ____ Cash

NOTE: Call mine

Documents on ____ checks

APPROVED BY: J.M.T

ARTICLES OF INCORPORATION
OF
AMALGAMATED LOCAL UNION NO. 842 U.A.W. BUILDING
CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 4, 1990 AT 9:19 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 | $ |

D2990158

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 1 4 1990

RETURN TO:
WACHS, BOONE, BANNON & SCHUBEL
ATTN: SCOTT L. SCHUBEL, ESQ.
138 W. WASHINGTON ST.
HAGERSTOWN MD 21740 4769

193C3030080

A 325217

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

3329 357

Received for Record July 18, 1990, at 9:30 a.m.
Corporation Record Liber 42

4-5-90 9:36A

NORTH STAR PROMOTIONS, INC.

A Maryland Close Corporation,
Organized Pursuant to Title 4 of the
Corporations and Associations Article of the
Annotated Code of Maryland

ARTICLES OF INCORPORATION

FIRST: I, W. Bryan Hall, whose post office address is 201 Fayette Street, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

NORTH STAR PROMOTIONS, 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 engage in commercial photography and commercial design promotions; and to engage in any other lawful purpose and 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 is

1657 Langley Drive
Hagerstown, Maryland 21740.

The name and post office address of the Resident Agent of the Corporation in this State are

Steve Adams
1657 Langley Drive
Hagerstown, Maryland 21740.

Said Resident Agent is an individual actually residing in this State.

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

SEVENTH: The number of directors shall be two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation. The name of the directors, who shall act until the first annual meeting, or until their successors are duly chosen and qualified are STEVE ADAMS and CHRIS MAZZATENTA.

1990 APR -5 A 9:36

BRYAN HALL
TORNEY AT LAW
1 FAYETTE ST.
RLAND, MD 21502
01-722-8450

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 3rd day of April, 1990, and I acknowledge the same to be my act.

W. Bryan Hall
W. BRYAN HALL

adams.inc
dsk 8

W. BRYAN HALL
ATTORNEY AT LAW
201 FAYETTE ST.
CUMBERLAND, MO 21502
301-722-8450

838

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 20 | 28 | 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 |
| 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 Corp. 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
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: W. Bryan Hall, Esq.

MAIL TO ADDRESS: W. Bryan Hall
201 Fayette St.
Cumberland, Md. 21502

TOTAL FEES 40

✓ Check ____ Cash

Documents on ____ checks

APPROVED BY: J.M.T.

NOTE:

ARTICLES OF INCORPORATION
OF
NORTH STAR PROMOTIONS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 5, 1990 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 | $ 20.00 | $ |

D2990786

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
W. BRYAN HALL, ESQ.
201 FAYETTE ST.
CUMBERLAND MD 21502

19403030212

A 325342

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for Record July 18, 1990, at 9:30 a.m.
Corporation Record Liber 42

8-10

# ARTICLES OF INCORPORATION
# OF
# GROUND SQUIRREL HOLLER, INC.

FIRST: The Undersigned, Annette Thaler, whose post office address is 6736 Sharpsburg Pike, Sharpsburg, Maryland 21782, 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 **Ground Squirrel Holler, Inc.**

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

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

2. To engage in the business of owning, operating and managing a bed and breakfast inn and any other enterprise related to such business.

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 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 6736 Sharpsburg Pike, Sharpsburg, Maryland 21782. The name and post office address of the Resident Agent of the Corporation in Maryland is Horace Stillman, III, 6736 Sharpsburg Pike, Sharpsburg, Maryland 21782. Said Resident Agent is an individual actually residing in Maryland.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000.00) shares of common stock, having no par value, all of one class.

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

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

Horace F. Stillman, III
Annette Thaler
Desiréé Thaler

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 2nd day of April, 1990.

WITNESS:

Annette Thaler

Annette Thaler

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 002 BUSINESS CODE 03 COUNTY 71

# _____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
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| 20 | 20 | Organ. & Capitalization |
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| 50 | | Cert. of Qual. or Reg. |
| 51 | | Foreign Name Registration |
| 13 | | _____ Certified Copy _____ |
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| 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Michael Schaefer
152 W. Wash. St.
Hagerstown Md
21740

TOTAL FEES 70

✓ Check ___ Cash

NOTE:

Documents on _____ checks

APPROVED BY: _____

844

ARTICLES OF INCORPORATION
OF
GROUND SQUIRREL HOLLER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 5, 1990 AT 9:56 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

| ORGANIZATION AND CAPITALIZATION FEE PAID: | RECORDING FEE PAID: | SPECIAL FEE PAID: |
|---|---|---|
| $ 20.00 | $ 20.00 | $ |

D2990042

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 14 1990

RETURN TO:
MICHAEL SCHAEFER
152 W. WASHINGTON ST.
HAGERSTOWN MD 21740

193C3030069

A 325206

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

3229 2507

Received for Record July 18, 1990, at 9:30 a.m.
Corporation Record Liber 42



EAGLE PEAK ELECTRICAL CONTRACTORS, INC. 4/5/90 10:22

ARTICLES OF INCORPORATION

FIRST: I, DIXIE C. NEWHOUSE, whose post office address is 82 West Washington Street, Post Office Box 1417, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

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

EAGLE PEAK ELECTRICAL CONTRACTORS, INC.

THIRD: 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.

FOURTH: The address of the principal offices of the Corporation in this State is 416 Salem 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., 82 West Washington Street, Hagerstown, MD 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), 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 Mark Hoover, Keith Hoover and Jim Edgel.

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.

1990 MAR 26 A 9:18
1990 APR -5 A 10:23
00058471
[redacted] 2230 2157

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

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

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

(3) Any director, individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director or in which any director may be interested as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in, any contracts or transaction of the Corporation, and in the absence of fraud no contract or other transaction of the Corporation shall be void or voidable solely because of any such common directorship or interest, or the presence of the director at the meeting of the Board or a Committee of the Board which authorizes, approves or ratifies the contract or transaction provided that: the fact of the common directorship or interest is disclosed or known to; the Board of Directors or the Committee, and the Board or Committee authorizes, approves or ratifies the contract or transaction by the affirmative vote of a majority of disinterested directors, even if the disinterested directors constitute less than a quorum, or the stockholders entitled to vote, and the contract or transaction is authorized, approved or ratified by a majority of the votes cast by the stockholders entitled to vote other than the vote of shares owned of record or beneficially by the interested director or corporation, firm, or other entity; or the contract or transaction if fair and reasonable to the Corporation. If a contract or transaction is not authorized, approved or ratified in one of the ways provided for in this subsection, the person asserting the validity of the contract of transaction bears burden of providing 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

7330 2159

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 there by substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation or merger.

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

(5) With respect to: (1) the amendment of the Charter of 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,

3230 2155

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 interest of the Corporation, and, with respect to any criminal action or proceeding by judgment, order, settlement, convection, 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 threatenèd 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 the reason of the fact that he 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 of other enterprise, against expenses (including attorney's 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 jurisdiction in these premises, shall determine upon application that, despite the adjudication of the 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 a 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 attorney's 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 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 27th day of March, 1990 and I acknowledge the same to be my act.

WITNESS:

Judith A. Butler

Dixie C. Newhouse

850
M.A.

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) ____

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| 64 | | Rec. Fee (Transfer) |
| 65 | | Rec. Fee (Dissolution) |
| 66 | | Rec. Fee (Revival) |
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| 50 | | Cert. of Qual. or Reg. |
| 51 | | Foreign Name Registration |
| 13 | | ____ Certified Copy |
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| NA | | Foreign Corp. Registration |
| 87 | | ____ Limited Part. Good Standing |
| 71 | | Financial |
| 600 | | ____ Personal Property Reports and late filing penalties |
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| 91 | | Amend/Cancellation, For. Limited Part. |
| | | Other ____ |
| | | Other ____ |

TOTAL FEES 40

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 Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: Corporate Newhouse, P.A.

MAIL TO ADDRESS: 82 West Washington Street Hagerstown, MD 21740

✓ Check ____ Cash

NOTE:

Documents on ____ checks

APPROVED BY: PCM

ARTICLES OF INCORPORATION
OF
EAGLE PEAK ELECTRICAL CONTRACTORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 5, 1990 AT 10:22 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 | $ |

D2990604

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 14 1990

RETURN TO:
CREGER & NEWHOUSE, P.A.
82 WEST WASHINGTON ST.
HAGERSTOWN MD 21740

19403030194

A 325324

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

3230 2166

Received for Record July 18, 1990, at 9:30 a.m.
Corporation Record Liber 42

852

BINGO ISLAND, INC.

4/6/90 9:59

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, Edward N. Button whose post office address is 44 N. Potomac St., Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is BINGO ISLAND, 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. The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the Corporation are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Maryland; 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 920 W. Washington St., Hagerstown, MD. 21740. The name and post office address of the Resident Agent of the Corporation in this Barbara Dunlap, 920 W. Washington St., 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 One Hundred (100) shares of common stock, without par value.

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

D N. BUTTON
NEY AT LAW
H POTOMAC ST.
UITE 104
OWN, MD 21740
1 739-4860

01058496

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 of officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in sub sections (b) and (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporations 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) and 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 22 day of March, 1990 and I acknowledge the same to be my act.

Witness

EDWARD N. BUTTON
ATTORNEY AT LAW
44 NORTH POTOMAC ST.
SUITE 104
HAGERSTOWN, MD 21740

(301) 739-4860

7233 0445

854

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE CB 02 BUSINESS CODE 03 COUNTY 71

# _____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

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| 50 | | Cert. of Qual. or Reg. |
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| 13 | | _____ Certified Copy _____ |
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| 22 | | State Transfer Tax |
| 23 | | Local Transfer Tax |
| 31 | | _____ Corp. Good Standing |
| NA | | Foreign Corp. 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 | | |

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 Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: Edward N. Button, Esq.

MAIL TO ADDRESS: 44 N. Potomac Street Suite 104 Hagerstown, MD 21740

40 Check ___ Cash

Documents on ___ checks

APPROVED BY: A

NOTE: 14 days

ARTICLES OF INCORPORATION
OF
BINGO ISLAND, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 6, 1990 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 | $ 20.00 | $ |

D2996619

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 14 1990

RETURN TO:
EDWARD N. BUTTON, ESQ.
44 N. POTOMAC STREET STE. 104
HAGERSTOWN MD 21740

201C3031109

A 326138

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for Record July 18, 1990, at 9:30 a.m.
Corporation Record Liber 42



DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
4/6/90
9:59 A.M.

LAND-TECH PROPERTY CONSULTANTS, INC.

ARTICLES OF INCORPORATION
including election to be a Close Corporation

FIRST: I, Michael T. Mooers, whose address is 111 Londontowne Drive, 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

Land-Tech Property Consultants, 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) Management of apartments and real property.

(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 address of the principal office of the Corporation in Maryland is 111 Londontowne Drive, Hagerstown, Washington County, Maryland 21740. The name and address of the Resident Agent of the Corporation in Maryland is Michael T. Mooers, 111 Londontowne Drive, 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), 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).

1990 APR -6 A 9:50

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 Michael T. Mooers and Carol L. Mooers.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 4th day of April, 1990, and I acknowledge the same to be my act.

WITNESS:

Cathy L. Blair

Michael T. Mooers

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: William C. Wantz, Esq.

MAIL TO ADDRESS:
Karpa + Wantz
Attorneys at Law
123 West Washington Street
Hagerstown, Maryland
21740

TOTAL FEES 40

✓ Check ____ Cash

NOTE:

Documents on ____ checks

APPROVED BY: J.m.T.

ARTICLES OF INCORPORATION
OF
LAND-TECH PROPERTY CONSULTANTS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 6, 1990 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 | $ 20.00 | $ |

D2991537

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
KAYLOR & WANTZ
ATTORNEYS AT LAW
123 W. WASHINGTON ST.
HAGERSTOWN MD 21740

MAILED AUG 14 1990

19503030346

A 325474

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

3331 0087

Received for Record July 18, 1990, at 9:30 a.m.
Corporation Record Liber 42



T&M ELECTRIC, INC.

ARTICLES OF AMENDMENT

4-6-90 10:05a

T&M ELECTRIC, INC., a Maryland Corporation, having its principal office at 109 East Avenue, Hagerstown, Maryland 21740, (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 add the following Article to the Charter:

> TENTH: 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.

SECOND: By written informal action, unanimously taken by the Board of Directors of the Corporation and the Stockholders, pursuant to and in accordance with the Corporations and Associations Article of the Annotated Code of Maryland, the Stockholders and Directors of the Corporation duly approved the herein described amendments.

1990 APR -6 A 10:05

IN WITNESS WHEREOF, T&M ELECTRIC, 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 2nd day of January, 1989, and its President acknowledges that these Articles of Amendment are the act and deed of T&M ELECTRIC, 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 espects to the best of his knowledge, information and belief.

ATTEST: T&M ELECTRIC, INC.

Steven W. Thomas BY
Secretary President

m.B



STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 09 BUSINESS CODE 03 COUNTY 71

# D2645570 ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
✓ Other Change add close

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Edward Kuczynski
55 N. Jonathan St
Hagerstown Md 21740

TOTAL FEES 20

✓ Check ___ Cash

NOTE: add close

Documents on ___ checks

APPROVED BY: JLO

ARTICLES OF AMENDMENT
OF
T & M ELECTRIC, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 6, 1990 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 | $ |

02648570

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 14 1990

RETURN TO:
EDWARD KUCZYNSKI
55 N. JONATHAN STREET
HAGERSTOWN MD 21740

1990030927

A 325985

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 7332 1379
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received for Record July 18, 1990, at 9:30 a.m.
Corporation Record Liber 42



# ARTICLES OF AMENDMENT

AUTOMATED OFFICE PRODUCTS, INC., a Maryland Close Corporation having its principal place and business at 414 South Conococheague, Williamsport, Maryland 21795, hereinafter referred to as the ("Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland herein after referred to as the ("Department"):

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

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

AUTOMATED OFFICE EQUIPMENT, INC."

"FIFTH: The post office address of the place at which the principal office of the Corporation in this state will be located is 414 South Conococheague, Williamsport, Maryland 21795. The resident agent of the Corporation is H. Jack Price, Jr., whose post office address is 61 Greene Street, Cumberland, Maryland 21502. Said resident agent is a citizen of the State of Maryland and actually resides therein."

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 advise the foregoing amendments and 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 approve said amendments.

STATE DEPT. OF ASSESSMENTS & TAXATION
'90 APR 6 AM 9 33
RECEIVED

IN WITNESS WHEREOF, Automated Office Equipment, Inc., formerly Automated Office Products, Inc., has caused these

H. JACK PRICE, JR.
CUMBERLAND, MARYLAND 21502

4/9/90 9:33

presents to be signed in its name and on its behalf by its President and its Corporate Seal to be hereunder affix and attested by its Secretary on this 4th day of April, 1990, and its President acknowledges that these Articles of Amendent are the act and deed of Automated Office Equipment, Inc., formerly Automated Office Products, Inc., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true and all material respects to best of his knowledge, information and belief.

ATTEST:

Christopher R. Bennett  William Mark Bennett

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 59 A BUSINESS CODE _____ COUNTY 71

# D2921880 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 |
| 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 Corp. 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 | | |

Name Change (New Name) Automated Office Equipment, Inc.

X Change of Name
X Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: H. Jack Price
~~61 Cumberland~~
61 Greene St
Cumberland Md
21502

___ Check ___ Cash

Documents on ___ checks

NOTE: no fee

APPROVED BY: PCM

ARTICLES OF AMENDMENT
OF
AUTOMATED OFFICE PRODUCTS, INC.
CHANGING ITS NAME TO:
AUTOMATED OFFICE EQUIPMENT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 9, 1990 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: |
|---|---|---|
| $ | $ | $ |

D2921880

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 14 1990

RETURN TO:
H. JACK PRICE
61 GREENE STREET
CUMBERLAND MD 21502

19C3030413

A 325522

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for Record July 18, 1990, at 9:30 a.m.
Corporation Record Liber 42



ARTICLES OF AMENDMENT

Hagerstown Industrial Clinic,
Drs. Japzon, Hawbaker and Scallion, P.A.

4-9-90 9:5a

THIS IS TO CERTIFY:

FIRST: That the Board of Directors of Hagerstown Industrial Clinic, Drs. Japzon, Hawbaker and Scallion, P.A., a Maryland Professional Service Corporation, having its principal offices at 346 Mill Street, Hagerstown, Maryland, 21740, at a meeting duly convened and held on March 15, 1990, adopted the following resolutions:

RESOLVED, FIRST: That it is advisable to amend the Charter of the Corporation by amending and changing the Corporate Name of said Corporation to read as follows:

"Hagerstown Industrial Clinic, Drs. Japzon and Hawbaker, P.A."

SECOND: That a proper notice was duly given to all stockholders of record, entitled to vote hereon, setting forth the proposed amendment upon which action would be taken at a Special Meeting of Stockholders held on March 15, 1990 at 9:30 A.M.

THIRD: That said Special Meeting of Stockholders was held as aforesaid and said amendment was unanimously approved by all Stockholders entitled to vote thereon.

IN WITNESS WHEREOF, Hagerstown Industrial Clinic, Drs. Japzon, Hawbaker and Scallion, P.A., these presents to be signed in its name and on its behalf by its President's signature witnessed by its Secretary this 15 day of March 1990.

RECEIVED
'90 APR 9 AM 9 51
STATE DEPT. OF
ASSESSMENTS & TAXATION

Hagerstown Industrial Clinic,
Drs. Japzon, Hawbaker and Scallion, P.A.

By _____
Eldon L. Hawbaker, President

Attest:

_____
Kathleen King, Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, that on this 15th day of March 1990, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Washington, personally appeared Eldon L. Hawbaker, President of Hagerstown Industrial Clinic, Drs. Japzon, Hawbaker and Scallion, P.A., a Maryland Professional Corporation, and on behalf of the Corporation acknowledged the aforegoing Articles of Amendment to be the corporate act of the Corporation, and at the same time personally appeared Kathleen King, Secretary of said Corporation, acknowledging as Secretary that meetings of the Board of Directors and Stockholders were held and action taken as presented in the Articles of Amendment, the same being true to the best of her information, knowledge and belief.

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

_____
Notary Public

My Commission Expires:

July 1st, 1990

MA

869

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 9A BUSINESS CODE 06 COUNTY 71

#D 1407014 ✓ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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 20

✓ Check ___ Cash

Documents on ___ checks

APPROVED BY: JO

Name Change (New Name) Hagerstown Industrial Clinic, Drs. Jopson and Hawbaker, P.A.

✓ 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 Resident Agent's Address
___ Other Change

Code ___

ATTENTION: ___

MAIL TO ADDRESS: Richard Mc Grory
152 W. Wash. St
Hagerstown Md 21740

NOTE:

ARTICLES OF AMENDMENT
OF
HAGERSTOWN INDUSTRIAL CLINIC, DRS. JAPZON,
HAWBAKER AND SCALLION, P.A.
CHANGING ITS NAME TO:
HAGERSTOWN INDUSTRIAL CLINIC, DRS. JAPZON AND
HAWBAKER, P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 9, 1990 AT 9:51 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 | $ |

D1407014

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 14 1990

RETURN TO:
RICHARD MCGRORY
152 W. WASHINGTON STREET
HAGERSTOWN MD 21740

20003031082

A 326094

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

AUG 1990

Received for Record July 18, 1990, at 9:30 a.m.
Corporation Record Liber 42



ARTICLES OF AMENDMENT

Surgical Associates
Drs. Japzon, Hawbaker and Scallion, P.A. 4-9-90 9:51a

THIS IS TO CERTIFY:

FIRST: That the Board of Directors of Surgical Associates, Drs. Japzon, Hawbaker and Scallion, P.A., a Maryland Professional Service Corporation, having its principal offices at 346 Mill Street, Hagerstown, Maryland, 21740, at a meeting duly convened and held on March 15, 1990, adopted the following resolutions:

RESOLVED, FIRST: That it is advisable to amend the Charter of the Corporation by amending and changing the Corporate name of said Corporation to read as follows:

"Surgical Associates, Drs. Japzon and Hawbaker, P.A."

SECOND: That a proper notice was duly given to all stockholders of record, entitled to vote thereon, setting forth the proposed amendment upon which action would be taken at a Special Meeting of Stockholders held on March 15, 1990 at 9:00 A.M.

THIRD: That said Special Meeting of Stockholders was held as aforesaid and said amendment was unanimously approved by all Stockholders entitled to vote thereon.

IN WITNESS WHEREOF, Surgical Associates, Drs. Japzon, Hawbaker and Scallion, P.A. these presents to be signed in its name and on its behalf by its President's signature witnessed by its Secretary this 15 March 1990.

STATE DEPT. OF
ASSESSMENTS & TAXATION
'90 APR 9 AM 9 51
RECEIVED

Surgical Associates, Drs. Japzon,
Hawbaker and Scallion, P.A.

By _____
Eldon L. Hawbaker, President

Attest:

_____
June Anderson, Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, that on this 15 day of March 1990, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Washington, personally appeared Eldon L. Hawbaker, President of Surgical Associates, Drs. Japzon, Hawbaker and Scallion, P.A., a Maryland Professional Corporation, and on behalf of the Corporation acknowledged the aforegoing Articles of Amendment to be the corporate act of the Corporation, and at the same time personally appeared June Anderson, Secretary of said Corporation, acknowledging as Secretary that meetings of the Board of Directors and Stockholders were held and action taken as presented in the Articles of Amendment, the same being true to the best of her information, knowledge and belief.

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

_____
Notary Public

My Commission Expires:

July 1st,1990

MR

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 9A BUSINESS CODE 06 COUNTY 71

# D0468280 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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 20

✓ Check ___ Cash

Documents on ___ checks

APPROVED BY: JR

Name Change (New Name) Surgical Associates, Drs. Jappon and Hawbaker, P.A.

✓ 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 Resident Agent's Address
___ Other Change

Code ___

ATTENTION: ___

MAIL TO ADDRESS: Richard Mc Crory
152 W. Wash St
Hagerstown Md 21740

NOTE:

ARTICLES OF AMENDMENT
OF
SURGICAL ASSOCIATES, DRS. JAPZON, HAWBAKER AND SCALLION, P.A.
CHANGING ITS NAME TO:
SURGICAL ASSOCIATES, DRS. JAPZON AND HAWBAKER, P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 9, 1990 AT 9:51 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 | $ |

D0468280

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 14 1990

RETURN TO:
RICHARD MCGRORY
152 W. WASHINGTON STREET
HAGERSTOWN MD 21740

20003031058

A 326091

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

Received for Record July 18, 1990, at 9:30 a.m.
Corporation Record Liber 42

4/10/90 9:59 875

# ALLIED ENGINEERING CORPORATION

## ARTICLES OF INCORPORATION

FIRST: I, Michael L. Shrader, whose post office address is 140 North Locust 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 ALLIED ENGINEERING CORPORATION.

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

(1) To offer water resource and waste water management.

(2) To purchase, lease and otherwise acquire, hold, mortgage, convey or otherwise dispose of all kinds of property both real and personal, solely or in partnership; and,

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

The aforegoing enumeration of the purposes, objects and businesses of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or businesses, 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 the State of Maryland.

FOURTH: The post office address of the principal office of the Corporation in this state is 140 North Locust Street, Hagerstown, Maryland 21740. The resident agent is an individual actually residing in this state whose name and post office address is Michael L. Shrader, 140 North Locust Street, Hagerstown, Maryland 21740.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Ten Thousand (10,000) shares of common stock, with par value of One Dollar ($1.00) per share all of one class. The aggregate par value of all shares of stock is Ten Thousand Dollars ($10,000.00).

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 the number

01008101

permitted by Section 2-402 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time. The name of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Michael L. Shrader.

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 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.

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

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

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledge same to be my act, this 5th day of April, 1990.

Norma L. Shrader
WITNESS

Michael L. Shrader
Michael L. Shrader



7272 0455

878 MA

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 20 | 10 | Organ. & Capitalization |
| 61 | 10 | Rec. Fee (Arts. of Inc.) |
| 62 | | Rec. Fee (Amendment) |
| 63 | | Rec. Fee (Merger or Consolidation) |
| 64 | | Rec. Fee (Transfer) |
| 65 | | Rec. Fee (Dissolution) |
| 66 | | Rec. Fee (Revival) |
| 52 | | Foreign Qualification |
| 50 | | Cert. of Qual. or Reg. |
| 51 | | Foreign Name Registration |
| 13 | | _____ Certified Copy _____ |
| 56 | | 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 Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: Todd P. Salisbury, Esq.

MAIL TO ADDRESS: Salisbury & Salisbury 53 East Patrick Street Frederick, MD 21701

TOTAL FEES 40.00

✓ Check ___ Cash

NOTE:

Documents on _____ checks

APPROVED BY: _____

ARTICLES OF INCORPORATION
OF
ALLIED ENGINEERING CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 10, 1990 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 | $ 20.00 | $ |

D2994416

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 14 1990

RETURN TO:
SALISBURY & SALISBURY
ATTN: TOD P. SALISBURY, ESQUIRE
53 E. PATRICK STREET
FREDERICK MD 21701

198C3030773

A 325849

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3272 0457
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

880 Received for Record July 18, 1990, at 9:30 a.m.
Corporation Record Liber 42

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
4/6/90 at 10:14 a.m.

HARBAUGH COIN MACHINES, INC.

ARTICLES OF INCORPORATION

FIRST: I, Steven R. Harbaugh, whose post office address is 806 Pine 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:

HARBAUGH COIN MACHINES, INC.

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

1. To own and carry on the business of coin operated amusement machines.

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 806 Pine Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is Steven R. Harbaugh, 806 Pine 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

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.

1990 APR 11 A 10:14

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

Steven R. Harbaugh

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 April, 1990, and I acknowledge the same to be my act.

WITNESS:

(SEAL)
Steven R. Harbaugh

M.A.

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

883

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

# ____ ____ P.A. ____ Religious ____ Close ✓ Stock ____ Nonstock

Merging (Transferor) ____

Surviving (Transferee) ____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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 40.00

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 Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: Michael G. Day, Esq.

MAIL TO ADDRESS: Day + Schneider, P.A.
Suite 300
120 West Washington Street
Hagerstown, Maryland 21740

____ Check ____ Cash

NOTE:

Documents on ____ checks

APPROVED BY: ____

3831 2738

ARTICLES OF INCORPORATION
OF
HARBAUGH COIN MACHINES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 11, 1990 AT 10:14 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 | $ 20.00 | $ |

02993426

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 14 1990

RETURN TO:
DAY & SCHNEIDER, P.A.
120 WEST WASHINGTON STREET
STE. 300
HAGERSTOWN MD 21740

19703030654

A 325607

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 7231 2733
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received fo Record July 18, 1990, at 9:30 a.m.
Corporation Record Liber 42



4-11-90 10:45A

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

CLEAR SPRING TASTEE FREEZ, INC.

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

(1) To own, conduct, operate, maintain and carry on the business of a restaurant, and to sell and dispense foods, beverages and liquids of all kinds and to do any and all things necessary and pertinent to said business.

(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 Rte. 68, South Mill Street, P.O. Box 446, Clear Spring, Maryland 21722. The name and address of the Resident Agent is Larry Doucette, 2436 Paradise 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 the authority to issue is Ten Thousand (10,000) shares of common stock, with a par value of Ten Dollars ($10.00) per share.

1990 APR 11 A 10:45

01018278 3271 2540

SIXTH: The number of Directors of the Corporation shall be two (2) which number can 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 two but not less than one; and

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

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

Larry Doucette and Christina Doucette

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 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.

(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.

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 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 April, 1990, and I acknowledge same to be my act.

Edward L. Kuczynski

7371 2543

n.A.

889

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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 40.00

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 Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: Edward L. Kuczynski, Esq.

MAIL TO ADDRESS: Kuczynski & Kuczynski
Kuczynski Bldg.
55 N. Jonathan St
Hagerstown, Md. 21740

✓ Check ___ Cash

NOTE:

Documents on _____ checks

APPROVED BY: _____

ARTICLES OF INCORPORATION
OF
CLEAR SPRING TASTEE FREEZ, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 11, 1990 AT 10:45 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

| ORGANIZATION AND CAPITALIZATION FEE PAID: | RECORDING FEE PAID: | SPECIAL FEE PAID: |
|---|---|---|
| $ 20.00 | $ 20.00 | $ |

D2993087

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

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

ISSUED AUG 14 1990

RETURN TO:
KUCZYNSKI & KUCZYNSKI
ATTN. EDWARD L. KUCZYNSKI, ESQ.
55 N. JONATHAN ST.
KUCZYNSKI BLDG.
HAGERSTOWN MD 21740

19703030620

A 325573

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

3371 2529

Received for Record July 18, 1990, at 9:30 a.m.
Corporation Record Liber 42



ARTICLES OF INCORPORATION

OF 4-11-90 1:39P

L & L HEATING AND AIR CONDITIONING, INC.

I, the undersigned, having reached the age of eighteen (18) and residingat 932 Hungerford Drive,Suite 20, Rockville, Maryland 20850, acting as incorporator of a corporation under the Corporation Laws of the State of Maryland, adopt the following Articles of Incorporation.

ARTICLE 1: NAME

The name of the Corporation is L & L Heating and Air Conditioning, Inc.

ARTICLE 2: DURATION

The period of duration of the Corporation is perpetual.

ARTICLE 3: PURPOSES

The corporation is formed to accomplish the following purposes:

(a) To service heating and air conditioning systems;

(b) To do home improvements

(c) To do plumbing work of every kind

(d) 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.

ARTICLE 4: SHARES OF STOCK

1. The aggregate number of shares that the Corporation shall have authority to issue is 5,000 shares of Capital Stock without par value.

2. The holders of the Capital Stock shall be entitled to receive, when and if declared by the Board of Directors, solely out of unreserved and unrestricted earned surplus, dividends payable either in cash, property, or in shares of the Capital Stock.

1990 APR 11 P 1:39

01018404 2271 2797

3. No dividends shall be paid upon the Capital Stock in any medium if the corporation is, or is thereby rendered, incapable of paying its debts as they become due in the usual course of its business.

4. The Corporation shall issue one class of stock.

ARTICLE 5: BY-LAWS

The By-Laws of the Coproration shall be adopted by the Board of Directors. The power to alter, amend, or repeal the By-Laws or to adopt new By-Laws shall be vested in the Board of Directors. The By-Laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the law of the state of Maryland or these Articles of Incorporation.

ARTICLE 6: PRINCIPAL OFFICE AND REGISTERED AGENT

1. The address of the principal office of the Corporation is RD 4, Box 470B, Route 77, Smithsburg, Maryland 21783.

2. The name of the registered agent of the Corporation is Paul R. Wiesenfeld, an individual actually residing at 932 Hungerford Drive, Suite 20, Rockville, Maryland 20850.

ARTICLE 7: DIRECTORS

1. The Board of Directors shall consist of at least two (2) members.

2. The names of the persons who are to serve as Directors until the first annual meeting of shareholders and until their successors shall have been elected and qualified, are:

Barry Leahy

Vince Vielly

3. The number of Directors may be increased or decreased from time to time by amendment of theBy-Laws, but no decrease shall have the effect of reducing such number below two (2) or of shortening the term of any incumbent Director.

4. At a special meeting of the shareholders called expressly for that purpose, Directors may be removed in the manner provided in this section. The entire Board of Directors may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors.



3831 2799

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 5 day of April, 1990, and I acknowledge the same to be my act.

PAUL R. WIESENFELD, Incorporator

STATE OF MARYLAND
SS:
COUNTY OF MONTGOMERY

I HEREBY CERTIFY that on this 5th day of April, 1990, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared PAUL R. WIESENFELD, known to me to be the person whose name is subscribed to the within instrument, and made oath in due form of law, under penalty of perjury, that the matters and facts contained herein are true and correct to the best of his personal knowledge, information and belief, and that he executed the same for the purposes therein contained.

Witness my hand and notarial seal.

My Commission Expires:

7/1/90

Notary Public

894 M.A.

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 20 | 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 |
| 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 Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: Paul R. Wiesenfeld, ESQ.

MAIL TO ADDRESS: Paul R. Wiesenfeld
Suite 20
Jackson Place South
932 Hungerford Dr
Rockville Md. 20850

TOTAL FEES 40.00

✓ Check ___ Cash

NOTE:

Documents on _____ checks

APPROVED BY: _____

ARTICLES OF INCORPORATION
OF
L & L HEATING AND AIR CONDITIONING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 11, 1990 AT 1:39 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 | $ 20.00 | $ |

D2993525

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 14 1990

RETURN TO:
PAUL R. WIESENFELD
932 HUNGERFORD DR. STE.20
JACKSON PLACE SOUTH
ROCKVILLE MD 20850

19703030654

A 325617

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

3371 2796

Received for Record July 18, 1990, at 9:30 a.m.
Corporation Record Liber 42

# ADVANCED COMPUTERS AND ELECTRONICS INC.

## A CLOSE CORPORATION UNDER TITLE 4
## ARTICLES OF INCORPORATION

4-11-90 2:00P

**First:** The undersigned incorporators whose post office addresses are J. Michael Sokol, 1242 Ravenwood Heights, Hagerstown, Md 21740; Michael O'Grady,9808 Gambrill Park Road,Frederick, Md 21701; Curt Bachtell, 36 East Poplar Street, Funkstown, Md 21734; Rick L. Hemphill, 1102 Security Road, Hagerstown, Md 21740; Garry Lyons 12120 Randy Drive, Greencastle, Pa 17225; all of whom, 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
**ADVANCED COMPUTERS AND ELECTRONICS INC..**

**Third:** The corporation shall be a close corporation as authorized by title 4

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

(1) To conduct the business of retail sales of computers, computer equipment & products, all manner of electronic devices, supplies and peripherals as well as consultation and direct assistance utilizing custom and commercial computer software in a variety of applications, in the City of Hagerstown, State of Maryland and elsewhere within and without the State.

(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 principle office of the Corporation in Maryland is 121 E. Baltimore Street, Hagerstown, Washington County,21740. The name and post office address of the resident agent of the Corporation in Maryland is: Rick L. Hemphill 1102 Security Road Hagerstown, Maryland 21740. Said resident agent is actually residing in the State.

**Sixth:** The total number of shares of stock which the Corporation has authority to issue is 100,000 shares of the par value of $1.00 a share, all of one class, and having an aggregate par value of $100,000.

**Seventh:** After the completion of the organizational meeting of the director(s) 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 5 directors, whose name(s) are J. Michael Sokol, Michael O'Grady, Curt Bachtell, Rick L. Hemphill, Garry Lyons.

**Eighth:** The following provisions are hereby adopted for the purposes of defining, limiting and regulating the powers of the Corporation and of the Board of Directors and Corporate Officers 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, restriction 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 the 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 the inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

**Ninth:** Except as may otherwise be provided by the Board of Directors of the Corporation, all holders of any shares of the stock of the Corporation shall have preemptive 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.

**Tenth:** (1) As used in Article Nine, 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 form 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 that a present or former director or officer unless and until it shall have been determined and authorized in the specific case by either an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or an affirmative vote, at a duly constituted meeting of a majority of all votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

**Eleventh:** The duration of the Corporation shall be perpetual.

7321 3577

IN WITNESS WHEREOF, We have signed these Articles of Incorporation the 30th day of March 1990 and severally acknowledge the same to be our act.

Witness

J. Michael Sokol

Witness

Michael O'Grady

Witness

Curt Bachtell

Witness

Rick L. Hemphill

Witness

Garry Lyons

MA.

899

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Advanced Computers + Electronics
121 E. Baltimore St.
Hagerstown, Md. 21740

TOTAL FEES 40.00

✓ Check ___ Cash

NOTE:

Documents on _____ checks

APPROVED BY: _____

900

ARTICLES OF INCORPORATION
OF
ADVANCED COMPUTERS AND ELECTRONICS INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 11, 1990 AT 2:00 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

| ORGANIZATION AND CAPITALIZATION FEE PAID: | RECORDING FEE PAID: | SPECIAL FEE PAID: |
|---|---|---|
| $ 20.00 | $ 20.00 | $ |

D2993327

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
ADVANCED COMPUTERS & ELECTRONICS
121 E. BALTIMORE ST.
HAGERSTOWN MD 21740

197C3030644

A 325597

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 7231 2575

Received for Record July 18, 1990, at 9:30 a.m.
Corporation Record Liber 42



4-16-90 11.50A

DOUGLAS PLUMBING, 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 Douglas Plumbing, Inc.

THIRD: The purposes for which the Corporation is formed are 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 79 Wakefield Road, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are Roger P. Douglas, 79 Wakefield 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 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 Roger P. Douglas.

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 9th day of April 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 9th day of April, 1990, 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.

Joyce R. Kramer
Notary Public

My Commission Expires:
July 1, 1990

904

M.A.

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 77

# _____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 | 9 | 1 Certified Copy 3 |
| 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 Corp. 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 49

✓ Check ___ Cash

Documents on ___ checks

APPROVED BY: JMT

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 Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: Scott L. Schubel, Esq.

MAIL TO ADDRESS: Wachs, Boone, Bannon + Schubel
138 W. Washington St.
Hagerstown, Md. 21740
4769

NOTE:

ARTICLES OF INCORPORATION
OF
DOUGLAS PLUMBING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 16, 1990 AT 11:50 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 | $ |

D2995421

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 14 1990

RETURN TO:
WACHS, BOONE, BANNONE SCHUBEL
ATTN. SCOTT L. SCHUBEL, ESQ.
138 W. WASHINGTON ST.
HAGERSTOWN MD 21740 4769

1990C3030875

A 325954

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

7872 1081

Received for Record July 18, 1990, at 9:30 a.m.
Corporation Record Liber 42



4-18-90 9:29A

ARTICLES OF INCORPORATION

OF

COPYPRO QUALITY PRINTERS, INC.

THIS IS TO CERTIFY:

FIRST: We, the undersigned, David Guessford, whose post office address is 654 Frederick Street, Hagerstown, Maryland 21740; and Jeffrey Smith, whose post office address is 654 Frederick Street, 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 Copypro Quality Printers, Inc.

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

The full line printer of paper products.

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

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

1990 APR 18 A 9:29

R & ATTORNEYS AT LAW
POOLE, P.A.
WN, MARYLAND
K, MARYLAND

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

The 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.

FOURTH: The post office address of the principal office of the Corporation in this State is 654 Frederick Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is David Guessford, 654 Frederick 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 their successors are duly chosen and qualified are: David Guessford, Jeffrey Smith and Kaz Enterprises, Inc.

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 11th day of April, 1990.

Kristi L. Miles

David Guessford
David Guessford

Kristi L. Miles

Jeffrey Smith
Jeffrey Smith

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

I HEREBY CERTIFY, that on this 11th day of April, 1990, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared David Guessford and Jeffrey Smith, and severally acknowledged the execution of the

aforegoing Articles of Incorporation to be their voluntary acts and deeds.

WITNESS my hand and Official Notarial Seal.

Kristi L. Miles
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 |
|---|---|---|
| 10 | | Expedited Fee |
| 20 | 20 | Organ. & Capitalization |
| 61 | 20 | Rec. Fee (Arts. of Inc.) |
| 62 | | Rec. Fee (Amendment) |
| 63 | | Rec. Fee (Merger or Consolidation) |
| 64 | | Rec. Fee (Transfer) |
| 65 | | Rec. Fee (Dissolution) |
| 66 | | Rec. Fee (Revival) |
| 52 | | Foreign Qualification |
| 50 | | Cert. of Qual. or Reg. |
| 51 | | Foreign Name Registration |
| 13 | 10 | 1 Certified Copy 4 |
| 56 | | 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 |
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| 22 | | State Transfer Tax |
| 23 | | Local Transfer Tax |
| 31 | | _____ Corp. Good Standing |
| NA | | Foreign Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: G.E. "Chip" Snyder Jr., ESQ.

MAIL TO ADDRESS: Snyder + Poole
28 Jonathan St.
Hagerstown, Md. 21740

TOTAL FEES 50

✓ Check ___ Cash

NOTE:

Documents on _____ checks

APPROVED BY: J.M.T.

ARTICLES OF INCORPORATION
OF
COPYPRO QUALITY PRINTERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 18, 1990 AT 9:29 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 | $ |

02997583

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 14 1990

RETURN TO:
SNYDER & POOLE
ATTN: G.E. CHIP SNYDER, JR., ESQ.
28 JONATHAN ST.
HAGERSTOWN MD 21740

20203031300

A 326342

RECORDED IN THE RECORDS OF THE 3333 2179
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received for Record July 18, 1990, at 9:30 a.m.
Corporation Record Liber 42



4-18-90 9:43A

# ARTICLES OF AMENDMENT

# OF

# THE BOONSBORO AMBULANCE AND RESCUE SERVICE, INCORPORATED

THESE ARTICLES OF AMENDMENT of The Boonsboro Ambulance and Rescue Service, Incorporated (hereinafter referred to as "the Corporation"), a Maryland nonstock corporation, are hereby made under and by virtue of the General Laws of the State of Maryland.

FIRST: These Articles of Amendment have been duly advised, authorized, and approved by the entire board of directors and by the members of the Corporation; and shall amend the Articles of Incorporation of the Corporation as indicated herein.

SECOND: The name of the Corporation shall be The Boonsboro Ambulance and Rescue Service, Incorporated.

THIRD: The purposes for which the Corporation is formed are: (a) The Corporation is organized exclusively for charitable purposes, including; for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable purposes, all for the public welfare, and for no other purposes, and to that end to take

and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other then "charitable purposes" within the meaning of such terms as defined in Article NINTH of these Amended 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 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 publice 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) The charitable purposes for which the Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this THIRD are to operate and maintain ambulances and rescue vehicles suitable to support rescue operations in, and to serve the needs of, Boonsboro, Maryland and the surrounding areas; to operate mutual aid services as appropriate; and to carry on any other functions and services allowed by law.

FOURTH: The post office address of the principal office of the Corporation in this State is 7619 Boonsboro Pike, Post Office Box 7, Boonsboro, Maryland 21713. The name and post office address of the Resident Agent of the Corporation in this State are Thomas E, Bikle, 304 Lanafield Drive, Boonsboro, Maryland 21713. 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 issure capital stock. The number, qualifications for, and other matters relating to its members shall be as set forth in the by-laws of the Corporation.

SIXTH: The number of Directors of the Corporation shall be five (5), which number may be increased or decreased pursuant to

the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified, are: Thomas E. Bikle, Randy E. Wilkinson, Carroll G. Strailman, Earl E. Breeden, and Barbara Rodenheiser; all of Boonsboro, Washington County, Maryland.

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, transfered, conveyed, delivered and paid over to any other charitable organization (as hereinafter defined) of this or any other State.

EIGHTH: The Corpration 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 Amendment nor contrary to the laws of the State of Maryland or of the United States.

NINTH: In these Articles of Amendment:

(a) References to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or

individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting, to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article NINTH shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

(b) The term "charitable purposes" shall be limited to, and shall include only religious, charitable, scientific testing for public safety, literary, or educational purposes within the mening of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1954 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States.

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

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

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

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

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

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

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such

corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of 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, the undersigned, Mary Jane Blickenstaff, President of The Boonsboro Ambulance and Rescue Service, Incorporated, have signed these Articles of Amendment of The Boonsboro Ambulance and Rescue Service, Incorporated this 10th day of April, 1990; and I hereby acknowledge, on behalf of The Boonsboro Ambulance and Rescue Service, Incorporated, 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 matters and facts set forth in the Articles are true in all material respects.

WITNESS:

Mary Jane Blickenstaff
Mary Jane Blickenstaff,
President

I, the undersigned, Jean Burns, the Secretary of The Boonsboro Ambulance and Rescue Service, Incorporated, do hereby state that the foregoing Articles of Amendment of The Boonsboro Ambulance and Rescue Service, Incorporated, are witnessed and attested to by me.

Jean Burns
Jean Burns, Secretary

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

DOCUMENT CODE 809 BUSINESS CODE _____ COUNTY 71

# D139544 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 |
| 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 Corp. 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 N/A

Name Change (New Name) _____

___ Change of Name
X Change of Principal Office
___ Change of Resident Agent
X Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: Matthew C. Leafer, Esq

MAIL TO ADDRESS: Matthew C. Leafer
333 N. Main St.
P.O. Box 171
Boonsboro, Md. 21713

___ Check ___ Cash

NOTE:

___ Documents on _____ checks

APPROVED BY: RCM

ARTICLES OF AMENDMENT
OF
THE BOONSBORO AMBULANCE AND RESCUE SERVICE,
INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 18, 1990 AT 9:43 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

| ORGANIZATION AND CAPITALIZATION FEE PAID: | RECORDING FEE PAID: | SPECIAL FEE PAID: |
|---|---|---|
| $ | $ | $ |

D1395441

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
MATTHEW C. LEEFER, ESQ.
333 N. MAIN STREET
P.O. BOX 170
BOONSBORO MD 21713

204C3031725

A 326683

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3374 1414
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received for Record July 18, 1990, at 9:30 a.m.
Corporation Record Liber 42

# HAGERSTOWN BIBLE CHURCH

203 Summit Avenue
Hagerstown, Maryland 21740
Phone (301) 733-3936

March 14, 1990

RESOLUTION OF THE TRUSTEES OF HAGERSTOWN BIBLE CHURCH:

The Trustees of Hagerstown Bible Church met, March 25, 1990 and approved the appointment of a resident agent for the Hagerstown Bible Church corporation, who shall be

Name John H. Myers

Address Rt #2 Box 324

Williamsport MD

The principle place of worship address of the corporation is 203 Summit Avenue, Hagerstown, Maryland 21740.

I certify under the penalty of perjury that the above is true.

Name Gerald L. Carbaugh

Date 4/18/90

Office Pastor

1990 APR 20 A 9:44

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

4-20-90 at 9:44 A.M.

01108430

"For I am not ashamed of the Gospel of Christ: for it is the Power of God unto Salvation to everyone that believeth." — Rom. 1-16

922

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 21

# D027556 0 ____ P.A. ____ Religious ____ Close ____ Stock ____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 |
| 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 Corp. Registration |
| 87 | | _____ Limited Part. Good Standing |
| 71 | | Financial |
| 600 | | _____ Personal Property Reports and late filing penalties |
| 70 | $10.00 | Change of P.O., R.A. or R.A.A. |
| 91 | | Amend/Cancellation, For. Limited Part. |
| | | Other _____ |
| | | Other _____ |

TOTAL FEES $10.00

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 Resident Agent's Address
____ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____
Hagerstown Bible Church
203 Summit Ave
Hagerstown, Md 21740

1 Check ____ Cash

NOTE:

1 Documents on 1 checks

APPROVED BY: RMC

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS
OF
HAGERSTOWN BIBLE CHURCH

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 20, 1990 AT 9:44 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 | $ |

D0275560

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 14 1990

RETURN TO:
HAGERSTOWN BIBLE CHURCH
203 SUMMIT AVENUE
HAGERSTOWN MD 21740

206C3032087

A 327033

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for Record July 18, 1990, at 9:30 a.m.
Corporation Record Liber 42



4-20-90 11:57a

ARTICLES OF VOLUNTARY DISSOLUTION

BBK, Inc., 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 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 335 West Oak Ridge Drive, Hagerstown, Maryland 21740.

THIRD: The name and address of a resident agent of the Corporation who shall serve for one (1) year after dissolution and until the affairs are wound up are John C. Burrey, 335 West Oak Ridge Drive, Hagerstown, Maryland 21740.

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

John C. Burrey
335 West Oak Ridge Drive
Hagerstown, Maryland 21740

Richard L. Kindsvatter
1013 Oak Hill Avenue
Hagerstown, Maryland 21740

George W. Bushey
473 North Potomac Street
Hagerstown, Maryland 21740

1990 APR 20 A 11:57

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

Richard L. Kindsvatter, President
1013 Oak Hill Avenue
Hagerstown, Maryland 21740

George W. Bushey, Vice President
473 North Potomac Street
Hagerstown, Maryland 21740

John C. Burrey, Secretary/Treasurer
335 West Oak Ridge Drive
Hagerstown, Maryland 21740

SIXTH: The voluntary dissolution of the Corporation was approved in the manner and by the vote required by law and by the Charter of the Corporation in that the Board of Directors, by a two-thirds (2/3) majority vote at a special meeting convened upon notice as required by the By-Laws and at which all directors were present, adopted a resolution stating the voluntary dissolution of the Corporation was advisable and directing 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 duly approved by a two-thirds (2/3) majority vote of the Stockholders of the Corporaton at a special meeting convened upon notice as required by the By-Laws of the Corporation and at which all stockholders were present.

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, BBK, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 16th day of April, 1990, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of BBK, Inc. and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

John C. Burrey, Secretary

BY: Richard L. Kindsvatter, President

AFFIDAVIT OF NO TANGIBLE PROPERTY

The undersigned, Richard L. Kindsvatter, President of BBK, Inc., hereby certifies, states, and affirms under the penalties of perjury that BBK, Inc., as of January 1, 1990, and at all times thereafter, owned no tangible personal property, and further certifies and affirms under the penalties of perjury that the contents of this Affidavit are true.

Dated: April 16, 1990

Richard L. Kindsvatter

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

BBK INC.

have been paid.

WITNESS my hand and official seal this

23RD day of MARCH A.D. 1990.

Eileen F. Thompson
DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

PS-409

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

April 2, 1990

RE: B B K, 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

B B K, Inc.

has not been certified by the State Department of Assessments and Taxation. They do not own any equipment for tax billing.

Todd L. Hershey
Treasurer for Washington County,
Maryland

mt

930

M.A.

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 19 BUSINESS CODE _____ COUNTY 71

# D0801746 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 |
| 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 Corp. Registration |
| 87 | | _____ Limited Part. Good Standing |
| 71 | | Financial |
| 600 | | Property Reports and late filing penalties _____ Personal |
| 70 | | Change of P.O., R.A. or R.A.A. |
| 91 | | Amend/Cancellation, For. Limited Part. |
| | | Other _____ |
| | | Other _____ |

TOTAL FEES 50

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 Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: James Johnson Jr
138 West Washington St
Hagerstown Md
21740

✓ Check ___ Cash

NOTE:

Documents on _____ checks

APPROVED BY: JS

THE ARTICLES OF DISSOLUTION
OF
BBK, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 20, 1990 AT 11:57 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 |

D0801746

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 14 1990

RETURN TO:
JAMES JOHNSON, JR.
138 W. WASHINGTON ST.
HAGERSTOWN MD 21740

20SC3031845

A 326831

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3334 347
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received for Record July 18, 1990, at 9:30 a.m.
Corporation Record Liber 42



4-23-90 8:26 P

**Y ME OF THE CUMBERLAND VALLEY, INC.**

ARTICLES OF INCORPORATION

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

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is **Y Me of The Cumberland Valley, 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 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 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

g & DiGirolamo
t Law
Washington Street
n, Maryland 21740

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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 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 State Internal Revenue Law).

(c) Included among the educational and charitable purposes for which the Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article THIRD are the following:

1. To provide an organization for the benefit of persons concerned or diagnosed with breast disease.

2. To educate the general public on breast cancer and the importance of early detection and intervention.

3. To advance the knowledge of accepted medical alternatives for the treatment of breast disease to the general public and health professionals.

4. To provide information needed to make a knowledgeable choice among treatment options to women with breast cancer.

5. To provide ongoing emotional support by trained peer volunteers to breast cancer patients and their families during all stages of the patient's disease.

6. To educate health care professionals about the psychosocial needs of breast cancer patients and their families.

FOURTH: The post office address of the principal office of the Corporation in this State is 416 Spring Creek Road, Hagerstown, Maryland 21740. The name and post office address of the Resident

Schlossberg & DiGirolamo
Attorneys at Law

134 West Washington Street
Hagerstown, Maryland 21740

Agent of the Corporation in this State are Brenda Rosenthal, 416 Spring Creek Road, 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 or 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 fifteen (15), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly elected and qualify, are: Kathleen Perini, Mary Dehbura, Carole Socks, Gail Stoner, Karen Sanicola, Sunny England, Glenice Ditto, Chris P. Tischer, Vickie Johnston, Barbara Fetterhoff, Marjorie S. Peters, Jan Smith, Renee Kramer, Eileen Miller and Brenda Rosenthal.

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

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at Law

Washington Street
vn, Maryland 21740

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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 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, 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.

ELEVENTH: No director or officer of the Corporation shall be liable to the Corporation or to its stockholders for money damages except (1) to the extent that it is proved that such director or officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received, or (2) to the extent that a judgment or other final adjudication adverse to such director or officer is entered in a proceeding based on a finding in the proceeding that such director's or officer's action, or failure to act, was (a) the result of active and deliberate dishonesty, or (b) intentionally wrongful, willful or malicious and, in each such case, was material to the cause of action adjudicated in the proceeding.

Schlossberg & DiGirolamo
Attorneys at Law

134 West Washington Street
Hagerstown, Maryland 21740

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 18th day of April, 1990, and I acknowledge same to be my act.

Witness

Thomas M. DiGirolamo (SEAL)

936

M.R.

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. Registration |
| 87 | | _____ Limited Part. Good Standing |
| 71 | | Financial |
| 600 | | Property Reports and late filing penalties _____ Personal |
| 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: Thomas M. DiGirolamo, Esq.

MAIL TO ADDRESS: Schlossberg + DiGirolamo
134 W. Washington St.
Hagerstown, Md. 21740

TOTAL FEES 40

✓ Check ___ Cash

NOTE:

Documents on _____ checks

APPROVED BY: J.M.T.

ARTICLES OF INCORPORATION
OF
Y ME OF THE CUMBERLAND VALLEY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 23, 1990 AT 8:28 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 | $ 20.00 | $ |

D3000189

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 14 1990

RETURN TO:
SCHLOSSBERG & DIGIROLAMO
ATTN. THOMAS M. DIGIROLAMO
134 W. WASHINGTON ST.
HAGERSTOWN MD 21740

20DC3031768

A 326762

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

938

Received for Record July 18, 1990, at 9:30 a.m.
Corporation Record
Liber 42

4/23/90 12:57

RECEIVED
APR 23 PM 12 57
STATE DEPT. OF ASSESSMENTS & TAXATION

# ARTICLES OF AMENDMENT AND RESTATEMENT

A, C & T CO., INC., a Maryland corporation having its principal office in Washington County, Maryland (the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

## FIRST

The Corporation desires to amend its Charter as currently in effect as hereinafter provided. The provisions set forth in these Articles of Amendment and Restatement are all the provisions of the Charter of the Corporation as currently in effect.

## SECOND

The Charter of the Corporation is amended by striking in their entireties Articles First through Tenth, inclusive, and by substituting the following:

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

A, C & T CO., INC.

"SECOND: The purposes for which the Corporation is formed are:

(a) to deal in, both at wholesale and at retail, oil, fuel and related products; and

(b) to have all powers permitted by section 2-103 of the Corporations and Associations Article of the Maryland Annotated Code, as amended from time to time.

"THIRD: The address of the principal office of the Corporation in Maryland is Route 12, Box 240, Hopewell Road and Halfway Boulevard, Hagerstown, Maryland 21740.

"FOURTH: The name and address of the resident agent of the Corporation are Adna B. Fulton, Route 12, Box 240, Hopewell Road and Halfway Boulevard, Hagerstown, Maryland 21740. The resident agent is a citizen of and actually resides in Maryland.

"FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is one hundred thousand (100,000) shares having an aggregate par value of one hundred thousand dollars ($100,000) divided into four hundred

01148261

(400) shares of class A common stock of the par value of one dollar ($1.00) per share having an aggregate par value of four hundred dollars ($400), two hundred (200) shares of class B common stock of the par value of one dollar ($1.00) per share having an aggregate par value of two hundred dollars ($200), one hundred (100) shares of class C common stock of the par value of one dollar ($1.00) per share, having an aggregate par value of one hundred dollars ($100), and ninety-nine thousand three hundred (99,300) shares of class D common stock of the par value of one dollar ($1.00) per share, having an aggregate par value of ninety-nine thousand three hundred dollars ($99,300).

The following is a description of each class of stock of the Corporation with the preferences, conversion and other rights, restrictions, voting powers, and qualifications of each class:

Except as hereinafter provided with respect to voting powers, the class A common stock, the class B common stock, the class C common stock, and the class D common stock of the Corporation shall be identical in all respects.

The holders of each share of class A common stock shall be entitled to one vote per share until the earlier of (1) the death of Adna B. Fulton, or (2) fifteen (15) years after the effective date of these Amended and Restated Articles of Incorporation. After that time, the class A common stock will not be entitled to vote.

The holders of each share of class B common stock shall be entitled to one vote per share beginning (1) when the voting power of the class A common stock lapses, or (2) five (5) years after the effective date of these Amended and Restated Articles of Incorporation, whichever occurs first. Until then, the class B common stock will not be entitled to vote. After the class C common stock becomes entitled to vote, the holders of the class B common stock will elect three members of the board of directors.

The holders of each share of class C common stock shall be entitled to four votes per share beginning when the voting power of the class A common stock lapses. Until then, the class C common stock will not be entitled to vote. After the class C common stock becomes entitled to vote, the holders of the class C common stock will elect two members of the board of directors.

The holders of each share of class D common stock will not at any time be entitled to vote.

"SIXTH: Until the class C common stock is entitled to vote, the number of directors constituting the entire board of directors shall not be less than three. The current directors are Adna B. Fulton, Barbara J. Fulton, and Bradley A. Fulton.

After the class C common stock is entitled to vote, the number of directors constituting the entire board of directors shall be five. Thereafter, three directors shall be elected by the holders of the class B common stock, and two directors shall be elected by the holders of the class C common stock, each class of stock voting separately.

After the class C common stock is entitled to vote, with respect to any corporate action set forth in Article SEVENTH in paragraphs (a) through (l) (and only with respect to such actions), each director elected by the holders of the class B common stock shall be entitled to one vote, and each director elected by the holders of the class C common stock shall be entitled to two votes.

"SEVENTH: Notwithstanding any provision of law, the following actions shall be effective and valid only if (1) duly authorized, approved and/or advised by a majority of the votes entitled to be cast by the directors on such matter, and (2) approved by the holders of two-thirds of the votes then entitled to be cast by the stockholders, the classes of stock voting together:

(a) Any consolidation, merger, sale of all or substantially all of the assets, amendment of the charter or by-laws, and participation in any share exchange.

(b) The purchase or sale of any real property, or the placing of a mortgage on any real property.

(c) The construction or razing of any improvements on any real property.

(d) The leasing of any real property (whether as a tenant or landlord)for a term, including any option for renewal, of more than three years.

(e) The engagement in any new line of business not previously undertaken by the Corporation.

(f) The cessation of any significant old line of business previously undertaken by the Corporation.

(g) Any substantial expansion or retraction in geographical area of any business undertaken by the Corporation.

(h) The adoption, termination or amendment of any pension or profit-sharing plan.

(i) The redemption or other acquisition by the Corporation of shares of its own stock.

(j) The purchase or sale by the Corporation of assets (other than real property) either in a single transaction or in a series of related transactions, other than in the ordinary course of its business, that have a cost greater than 25% of the Corporation's net worth, as reflected on the financial statements of the Corporation most recent to the date of such transaction.

(k) The making of any loans or advances by the Corporation other than in the ordinary course of its business.

(l) Any other strategic corporate decision.

(m) These provisions shall not alter the fact that ordinary business decisions of an operational nature shall be determined and implemented by the appropriate officers of the Corporation as guided by the Board of Directors exercising ordinary management authority.

"EIGHTH: No director or officer of the Corporation shall be liable to the Corporation or its stockholders for any damages incurred as the result of any act or omission done in such person's capacity as a director or officer, except as may otherwise be provided by law.

"NINTH: The duration of the Corporation shall be perpetual."

THIRD

The total number of shares of stock of the Corporation previously authorized was five thousand four hundred (5,400) of the par value of ten dollars ($10.00) per share, all of one class, having an aggregate par value of fifty-four thousand dollars ($54,000).

The total number of shares of stock of all classes of the Corporation authorized, as increased, is one hundred thousand (100,000) shares of the par value of one dollar ($1.00) per share, having an aggregate par value of one hundred thousand dollars ($100,000), divided into classes A, B, C, and D. A description of each class of stock of the Corporation with the preferences, voting powers, dividends, qualifications, restrictions, and other rights is contained in Article FIFTH of the Charter as amended in Article SECOND above.

FOURTH

After the effective date of these Articles of Amendment and Restatement, each holder of an outstanding certificate representing shares of the Corporation's capital stock previously issued shall surrender the same to the Corporation and shall receive in exchange for each share certificates representing a corresponding percentage of each of class A, B, C and D of new common stock. Upon the surrender and exchange of the capital stock of the Corporation previously issued, all such stock then held by the Corporation shall be cancelled.

FIFTH

By written informal action, unanimously taken by the Board of Directors of the Corporation pursuant to Section 2-408(c) of the Corporations and Associations Article of the Maryland Annotated Code, the Board of Directors of the Corporation approved this Amendment and Restatement of the Articles of Incorporation of the Corporation. By written informal action, unanimously taken by all of the stockholders of the Corporation pursuant to Section 2-505 of the Corporations and Associations Article of the Maryland Annotated Code, the stockholders of the Corporation approved this Amendment and Restatement of the Articles of Incorporation of the Corporation.

IN WITNESS WHEREOF, the Corporation has caused this document to be signed in its name and on its behalf by its President and attested by its Secretary on April 20, 1990. The President acknowledges that these Articles of Amendment and Restatement are the act and deed of the Corporation, and under the penalties of perjury, that the matters 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:

Barbara J. Fulton

Barbara J. Fulton, Secretary

A, C & T CO., INC.

By: _____

Adna B. Fulton, President

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE SL43 BUSINESS CODE _____ COUNTY 71

# D 0251694 ____ P.A. ____ Religious ____ Close ____ Stock ____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | 30 | Expedited Fee |
| 20 | 20 | Organ. & Capitalization |
| 61 | | Rec. Fee (Arts. of Inc.) |
| 62 | 20 | Rec. Fee (Amendment) |
| 63 | | Rec. Fee (Merger or Consolidation) |
| 64 | | Rec. Fee (Transfer) |
| 65 | | Rec. Fee (Dissolution) |
| 66 | | Rec. Fee (Revival) |
| 52 | | Foreign Qualification |
| 50 | | Cert. of Qual. or Reg. |
| 51 | | Foreign Name Registration |
| 13 | | ____ Certified Copy ____ |
| 56 | | 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 Corp. 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 70

Name Change (New Name) _____

- ____ Change of Name
- X Change of Principal Office
- ____ Change of Resident Agent
- X Change of Resident Agent Address
- ____ Resignation of Resident Agent
- ____ Designation of Resident Agent and Resident Agent's Address
- ____ Other Change ____

Code 078

ATTENTION: _____

MAIL TO ADDRESS: _____

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: PCM

THE ARTICLES OF AMENDMENT AND RESTATEMENT
OF
A, C & T CO., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 23, 1990 AT 12:57 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 | $ 20.00 | $ |

D0251694

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 14 1990

RETURN TO:
OBER, KALER, GRIMES AND SHRIVER
120 EAST BALTIMORE ST.
BALTIMORE MD 21202 1643

206C3032053

A 327008

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

Received for Record July 18, 1990, at 9:30 a.m.
Corporation Record Liber 42



ARTICLES OF INCORPORATION

JO FINCH COMPANIES, INC.

4-25-90 9:32A

THIS IS TO CERTIFY:

FIRST: That the subscriber, Holly J. Finch, does hereby declare intention of forming a close corporation under Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended. Said incorporator being an adult over eighteen (18) years of age.

SECOND: The corporation name is JO FINCH COMPANIES, INC., (hereinafter referred to as the "Corporation").

THIRD: The purpose or purposes for which the Corporation is organized are:

(a) To carry on and conduct a business specializing in comercial and residential excavating and hauling, truck and heavy equipment brokering and other related matters.

(b) To engage in any business, allied or kindred or associated with any of the principal objects of the Corporation.

(c) To acquire, by purchase, lease or otherwise, own, hold, use, alter, repair, lease or mortgage, sell or otherwise dispose of, real property or any interest or right therein, wherever situated, within or without the State of Maryland.

(d) To manufacture, purchase or otherwise acquire and to hold, own, mortgage or otherwise lien, pledge, lease, sell, assign, deal and trade in and with goods, wares, merchandise and personal property of any and every class and description, within or without the State of Maryland.

(e) To adopt, apply for, obtain, register, purchase, lease or otherwise acquire and to maintain, protect, hold, use, own, exercise, develop, manufacture under, operate, and introduce, and to sell and grant licenses or other rights in respect of, assign, or otherwise dispose of, or in any manner dealing with and contract with reference to, any trademarks, trade names, patents, patent rights, patents pending, concessions, franchises, designs, copyrights, and improvements, processes, recipes, formulas, and the like, including, but not limited to, such thereof as may be covered by, used in connection with, or secured or received under, letters patent of the United States of America or elsewhere, and any licenses in respect thereof and any or all rights connected therewith or appertaining thereto.

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

Law Offices of
THOMAS, PEARLSTEIN & ESSEX, P.C.
10762 Baltimore Avenue
Beltsville, Maryland 20705
(301) 937-4250

(g) To guarantee, purchase, or otherwise acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock, bonds, or other such evidences of indebtedness created by other corporations and while the holder of such stock, to exercise all the rights and privileges of ownership, including the right to vote thereon, and to the same extent as a natural person might or could do.

(h) To enter into, make and perform contracts of every kind for any lawful purpose, with any person, firm, association or corporation, town, city, county, body politic, state, territory, government or colony or dependency thereof.

(i) To borrow money for any of the purposes of the Corporation and to draw, make, accept, endorse, discount, execute, issue, sell, pledge, or otherwise dispose of promissory notes, drafts, bills of exchange, warrants, bonds, debentures or other negotiable or non-negotiable instruments, and evidences of indebtedness and to secure the payment thereof and the interest thereon by mortgage or pledge, conveyance or assignment in trust of the whole or part of the property of the Corporation at this time owned or thereafter acquired.

(j) To conduct business in any of the states, territories, colonies or dependencies of the United States, in the District of Columbia, or in any and all foreign countries, to have one or more offices therein, and therein to hold, purchase, mortgage, and convey real and personal property without limit as to amount.

(k) 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, trustees, or otherwise, and either alone or in company with others.

(l) To purchase, hold and reissue any of the shares of its capital stock pursuant to the provisions of the General Laws of the State of Maryland.

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

(n) The foregoing enumeration of the purposes, powers, object and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by the laws of the State of Maryland and the mention of any particular purpose, power, object or business is not intended in any manner to limit or restrict any of the purposes, powers, objects or business 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

THOMAS, PEARLSTEIN & ESSEX, P.C.
10762 Baltimore Avenue
Beltsville, Maryland 20705
(301) 937-4250

the General Laws of the State of Maryland.

FOURTH: The Post Office address at which the principal office of the Corporation in this State shall be located will be 2337 Marsh Pike, Hagerstown, Washington County, Maryland 21740. The resident agent of the Corporation is Holly J. Finch, whose Post Office address is 2337 Marsh Pike, Hagerstown, Maryland 21740, said resident being a citizen of the State of Maryland who actually resides therein.

FIFTH: The total amount of the authorized capital stock of the Corporation is Five Thousand (5,000) shares of common stock having a par value of Ten Cents ($.10) each.

SIXTH: The number of officers of the Corporation shall be four (4): They shall be the President, the Vice President, the Secretary and the Treasurer.

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, but shall not be less than one (1) if there is no capital stock outstanding; or if there is capital stock outstanding, all of which is owned by less than two (2) stockholders, the number of directors may be less than two (2) but not less than the number of such stockholders; and following is the name of the director who shall act until the first annual meeting and her successor is duly elected and qualified or until her earlier resignation, removal from office or death:

Holly J. Finch

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I, as Subscriber to these Articles of Incorporation, acknowledge, on the [illegible] day of April, 1990, under the penalty of perjury, that the matters and facts contained in these Articles of Incorporation are true and correct in all material respects to the best of my knowledge, information and belief, and that the execution of these Articles of Incorporation is my act and deed.

Holly J. Finch
Incorporator

Prepared by:

Paul B. Essex
Attorney At Law

Law Offices of
THOMAS, PEARLSTEIN & ESSEX, P.C.
10762 Baltimore Avenue
Beltsville, Maryland 20705
(301) 937-4250

948 M.A.

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 20 | 22 | 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 Corp. 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 _____

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 Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: Douglas R. Thomas, ESQ.

MAIL TO ADDRESS: Thomas, Pearlstein & Essex
10762 Baltimore Ave.
Beltsville, Md. 20705

42 Check ___ Cash

NOTE:

___ Documents on _____ checks

APPROVED BY: A

ARTICLES OF INCORPORATION
OF
JO FINCH COMPANIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 25, 1990 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: |
|---|---|---|
| $ 22.00 | $ 20.00 | $ |

D3001625

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
THOMAS, PEARLSTEIN & ESSEX
ATTN: DOUGLAS R. THOMAS, ESQ.
10762 BALTIMORE AVE.
BELTSVILLE MD 20705

206C3031981

A 326952

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for Record July 18, 1990, at 9:30 a.m.
Corporation Record Liber 42



A CLOSE CORPORATION UNDER TITLE 4

ARTICLES OF INCORPORATION

RICHLOR LTD.

4/25/90 10:14

FIRST. The undersigned, Jane S. Krayer, whose post office address is 1013 centre Road, Wilmington, Delaware 19805, being at least eighteen years of age, does hereby form a corporation under the General Laws of the State of Maryland.

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

RICHLOR LTD.

THIRD. The corporation shall be a closed corporation as authorized by Title 4.

FOURTH. The purpose for which the Corporation is formed are to engage in any lawful act or activity for which corporations may be formed under the General Corporation Law of the State of Maryland.

FIFTH. The post office address of the principal office of the Corporation in Maryland is 1640 Fountainhead Rd.,in the City of Hagerstown, in the County of Washington, MD 21740. The name and post office address of the resident agent is Richard W. Lauricella, 498 North Potomac Street, in the city of Hagerstown, County of Washington, MD 21740.

Said resident agent is an individual 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 of Class A Common Voting Stock with a par value of One Dollar ($1.00) each, Nine Hundred (900) shares of Class B Common Voting Stock with a par value of One Dollar ($1.00) each, and Ninety Nine Thousand (99,000) shares of Class C Common Non-Voting Stock with a par value of One Dollar ($1.00) each.

SEVENTH. After the completion of the organization meeting of the directors and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no board of directors. Until such time, the Corporation shall have one (1) director, whose name is Richard L. Harrison.

EIGHTH. The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on April 24, 1990 and severally acknowledged the same to be my act.

Jane S. Krayer

Jane S. Krayer

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

DOCUMENT CODE 802 BUSINESS CODE 03 COUNTY 71

# _____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | 50 | Expedited Fee |
| 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 | 7 | 1 Certified Copy 1 |
| 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 Corp. 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 _____

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 Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Hylind Infoquest
307 Dolphin St.
Balto., Md. 21217

97 Check ___ Cash

NOTE:

Documents on _____ checks

APPROVED BY: A

CERTIFIED COPY MADE

ARTICLES OF INCORPORATION
OF
RICHLOR LTD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 25, 1990 AT 10:14 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 | $ 20.00 | $ |

D3002052

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 14 1990

RETURN TO:
HYLIND INFOQUEST
307 DOLPHIN ST.
BALTIMORE MD 21217

206C3032024

A 326988

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for REcord August 27, 1990 at 10:30 a.m.
Corporation Record Liber 42



# ARTICLES OF AMENDMENT

# THE HANCOCK DEVELOPMENT CORPORATION

THIS IS TO CERTIFY: 4/23/90 8:38

FIRST: that The Board of Directors of The Hancock Development Corporation, a Maryland Corporation, having a principal office at 35 West Main Street, Hancock, Maryland, 21750, at a meeting duly convened and held on 2/27, 1990, pursuant to sections 2, 602, 603, and 607 of the Corporations and Associations Article of the Annotated Code of Maryland adopted the following resolutions:

RESOLVED, FIRST: that it is advisable to amend the Articles of Incorporation of the Corporation by amending and adding to the THIRD ARTICLE as paragraph 11, the following addition:

"11. In addition to and assist in the aforesaid economic development of such purposes, the corporation is further organized for the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent Federal tax laws), and more specifically, to receive and administer funds for such economic development 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 limitations as to amount or 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 foregoing 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 "economic development purpose" within the meaning of such terms as defined in ARTICLE THIRD 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 (or corresponding provisions of any subsequent Federal tax laws); 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 any 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 laws of the State of Maryland for economic development purposes, all for the public welfare, can

be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this ARTICLE THIRD. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent Federal tax laws) or by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent Federal tax laws).

Including among and added to the economic development purposes referred to in ARTICLE THIRD, for which the Corporation is organized as qualified and limited by the above paragraphs of this Article THIRD, is the following:

(a) To do any and all acts permitted of a Maryland non-stock corporation by Maryland laws, as amended from time to time.

(b) In seeking to obtain its stated purposes, the Corporation may elect

to solicit, contract for, and receive public and private contributions in the form of financial, personal, and other types of assistance; and to apply the grants, loans, gifts, resources, and other funds and items of value committed to the Corporation toward the operation and programs of the Corporation or toward such other projects and organizations as may be directed by the contributors in keeping with the purposes for which the Corporation is organized."

SECOND: That ARTICLE FIFTH is hereby struck in its entirety and in its place the following is inserted:

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

THIRD: That ARTICLE SEVENTH is hereby struck in its entirety and the following two (2) Articles are added to the said Articles following ARTICLE EIGHT:

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

"TENTH: The Corporation may, at its discretion, indemnify all of its present and former directors and officers in connection with any proceedings (such as term is defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, or in any successor provisions of the laws of the State of Maryland) to the fullest extent

permitted by and in accordance with the laws of the State of Maryland, as amended from time to time."

FOURTH: That a proper notice was duly given to all members of The Board of Directors of record, entitled to vote hereon, setting forth the proposed amendments upon which action would be taken at a Special Meeting of Board of Directors held on 2/27, 1990. at 9 A.m.

FIFTH: That said Meeting of The Board of Directors was held as aforesaid and said amendments were unanimously approved by all Directors entitled to vote thereon.

All members of the Board of Directors of this Corporation state that no stock has ever been issued by this Corporation.

IN WITNESS WHEREOF, The Hancock Development Corporation, these presents to be signed in its name and on its behalf by its President's signature witnessed by its Secretary this 16 day of April 1990.

Attest

Donald F. Corbett, Secretary

The Hancock Development Corporation

By Daniel R. Fleming
Daniel R. Fleming, President

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 16 day of April 1990 before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Washington, personally appeared Daniel R. Fleming, President of The Hancock Development Corporation, a Maryland Corporation, and on behalf of the Corporation acknowledged the aforegoing Articles of Amendment to be the corporate act of the Corporation, and at the same time personally appeared Donald F. Corbett, Secretary of said Corporation, acknowledging as

Secretary that meetings of The Board of Directors were held and action taken as presented in the Articles of Amendment, the same being true to the best of his information, knowledge and belief.

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

Notary Public

My Commission Expires:
July 1, 1990

M.A.

959

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 09 BUSINESS CODE 04 COUNTY 71

#D008 2883 ___ P.A. ___ Religious ___ Close ___ Stock ✓ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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

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 Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

~~MAIL~~ TO ADDRESS: Mc Gory + Schaefer
152 W. Washington St
Hagerstown, Md 21740

20 Check ___ Cash

___ Documents on ___ checks

APPROVED BY: A

NOTE:

change to NON Stock!

Business Type 04

960

ARTICLES OF AMENDMENT
OF
THE HANCOCK DEVELOPMENT CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 23, 1990 AT 8:38 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 | $ |

D0082883

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 1 1990

RETURN TO:
MCGRORY AND SCHAEFER
152 W. WASHINGTON STREET
HAGERSTOWN MD 21740

213C3030755

A 327815

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3237 3621
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received for Record August 27, 1990 at 10:30 a.m.
Corporation Record Liber 42



STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

REFINISHING UNLIMITED, INC.

FILED FOR PAYMENT
4-25-90 at 8:54 A.m.

ARTICLES OF INCORPORATION

FIRST: I, William A. Capezuto, Jr., whose post office address is 13134 National Pike, Clear Spring, Maryland, 21722, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

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

1990 APR 25 A 8:54

(1) Restoration, preservation, and servicing of antique and classic motor vehicles; 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 13134 National Pike, Clear Spring, Maryland 21722. The name and post office address of the Resident Agent of the Corporation in this State are William A. Capezuto, Jr., 13134 National Pike, Clear

01158220

Spring, Maryland 21722. Said Resident Agent is an individual actually residing in this State.

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

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

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

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

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: William A. Capezuto, Jr.

Nancy A. Capezuto

William A. Capezuto, 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 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: No director or officer of the Corporation shall be liable to the Corporation or to its stockholders for money damages except (1) to the extent that it is proved that such director or officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received, or (2) to the extent that a judgment or other final adjudication adverse to such director or officer is entered in a proceeding based on a finding in the proceeding that such director's or officer's action, or failure to act, was (a) the result of active and deliberate dishonesty, or (b) intentionally wrongful, willful or malicious and, in each such case, was material to the cause of action adjudicated in the proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 24th day of April, 1990, and I acknowledge the same to be my act.

William A. Capezuto Jr.
William A. Capezuto, Jr.
Incorporator

3334 0475

M.A

965

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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 40

✓ Check ____ Cash

_____ Documents on _____ checks

APPROVED BY: JMT

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 Resident Agent's Address
____ Other Change _____

Code _____

ATTENTION: Thomas A. Wade, Esq.

MAIL TO ADDRESS: Salvatore + Wade
44 N. Potomac St
Suite 204
Hagerstown, Md 21740

NOTE:

ARTICLES OF INCORPORATION
OF
REFINISHING UNLIMITED, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 25, 1990 AT 8:54 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 | $ |

D3002300

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 1 1990

RETURN TO:
SALVATORE & WADE
ATTN: THOMAS A. WADE, ESQ.
44 N. POTOMAC ST., STE. 204
HAGERSTOWN MD 21740

207C3032096

A 327048

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

3274 0471

Received for Record August 27, 1990 at 10:30 a.m.
Corporation Record Liber 42

Fee $5



STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD

04-26-90 10:07

RECEIVED
'90 APR 26 AM 10 07
STATE DEPT. OF ASSESSMENTS & TAXATION

ARTICLES OF REVIVAL

FOR

RANRO ENTERPRISES, INC

(Insert exact name of corporation as it appears on records of the State Department of Assessments and Taxation)

FIRST: The name of the corporation at the time the charter was forfeited was

RANRO ENTERPRISES, INC.

SECOND: The name which the corporation will use after revival is

RANRO ENTERPRISES, INC

THIRD: The address of the principal office in this state is

1301 MARSHALL STREET
HAGERSTOWN, MD 21740

FOURTH: The name and address of the resident agent is

JOHN ROWE
1301 MARSHALL STREET APT 1
HAGERSTOWN, MD 21740

FIFTH: These Articles of Revival are for the purpose of reviving the charter of the corporation.

SIXTH: At or prior to the filing of these Articles of Revival, the corporation has (a) Paid all fees required by law; (b) Filed all annual reports which should have been filed by the corporation if its charter had not been forfeited; (c) Paid all state and local taxes, 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.

01178077

(Use A for signatures. If that procedure is unavailable, use B. If A & B are not available, use C. ONLY SIGN UNDER ONE SECTION.)

A. The undersigned who were respectively the last acting president (or vice president) and secretary (or treasurer) of the corporation severally acknowledge the Articles to be their act.

Randy Rowe
Last Acting President/Vice President

John Rowe
Last Acting Secretary/Treasurer

(Use if A cannot be signed/acknowledged)

B. The last acting president, vice president, secretary, and treasurer are unwilling or unable to sign and acknowledge these Articles; therefore, the undersigned who represent the lessor of a majority or 3 of the last acting directors of the corporation severally acknowledge the Articles to be their act.

Last Acting Director

Last Acting Director

Last Acting Director

(Use if A and B cannot be signed/acknowledged)

C. The last acting president, vice president, secretary, and treasurer of the corporation are unable or unwilling to sign the Articles. There are less than the required number of directors able and willing to sign the Articles, therefore, the undersigned who were elected as directors for the purpose of reviving the charter of the corporation severally acknowledge the Articles to be their act.

Director

Director

Director

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, RANDY ROWE, PRES. of RANRO ENTERPRISES 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.

Randy Rowe
(print name beneath signature)
RANDY ROWE

I hereby certify that on APRIL 25, 1990 before me, the
(insert date)

subscriber, a notary public of the State of Maryland, in and for
WASHINGTON COUNTY personally appeared
(insert name of county for which notary is appointed)

RANDY ROWE 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

Margaret H. Dibert
(Signature of notary public)

My Commission expires JULY 1st 1990

970

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 818 BUSINESS CODE 03 COUNTY 71

#D1709195 ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | 30 | Expedited Fee |
| 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 |
| 85 | | Termination of Limited Partnership |
| 21 | | Recordation Tax |
| 22 | | State Transfer Tax |
| 23 | | Local Transfer Tax |
| 31 | | ____ Corp. Good Standing |
| NA | | Foreign Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change ____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Tim Davis
1023 A Maryland Ave.
Hagerstown, Md 21740

TOTAL FEES 80

✓ Check ___ Cash

NOTE: Filed the 1990 Return on 4-17-90

___ Documents on ___ checks

APPROVED BY: J.M.T.

THE ARTICLES OF REVIVAL
OF
RANRO ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 26, 1990 AT 10:07 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 | $ 30.00 |

D1709195

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 1 1990

RETURN TO:
TIM DAVIS
1023 A MARYLAND AVENUE
HAGERSTOWN MD 21740

210C3030228

A 327561

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

Received for Record August 27, 1990 at 10:30 a.m.
Corporation Record Liber 42

-972

# AMENDED ARTICLES OF INCORPORATION
# OF
# J & R ELEVATORS, INC.

4-30-90 2:17p

(a Maryland Close Corporation)

FIRST: The Amended Articles of Incorporation as set forth hereinbelow are made prior to the first meeting of the Board of Directors.

SECOND: I, Seymour B. Stern, whose post office address is 1003 West Seventh Street, Suite 300, Frederick, Maryland 21701, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

THIRD: The name of the corporation (the "Corporation") is

J & R Elevator, Inc.

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

(a) To purchase, install and service elevator equipment.

(b) To carry on the business described above and any other related or unrelated business and activity in the State of Maryland, in any state, territory, district, or dependency of the United States, or in any foreign country.

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

FIFTH: The post office address of the principal office of the Corporation in this State is 113 Belview Avenue, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in this State are Jerry Orie Reid, 113 Belview Avenue, Hagerstown, Maryland 21740. This resident agent is an individual actually residing in this State.

SIXTH: The total authorized capital stock of the Corporation is One Hundred Thousand (100,000) shares with a par value of One Dollars ($1.00) per share, and having an aggregate par value of One Hundred Thousand Dollars ($100,000.00).

SEVENTH: The number of directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation. 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: Jerry Orie Reid and Richard J. Pastor.

01218033

EIGHTH: The Corporation shall have the power to indemnify, by express provision in its By-Laws, by Agreement, or by majority vote of either its stockholders or disinterested directors, any one or more of the following classes of individuals: (1) present or former directors of the Corporation, (2) present or former officers of the Corporation, (3) present or former agents and/or employees of the Corporation, (4) present or former administrators, trustees or other fiduciaries under any pension, profit-sharing, deferred compensation, or other employee benefit plan maintained by the Corporation, and (5) persons serving or who have served at the request of the Corporation in any of these capacities for any other corporation, partnership, joint venture, trust, or other enterprises. However, the Corporation shall not have the power to indemnify any person to the extent such indemnification would be contrary to Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, or any statute, rule, or regulation of similar import.

IN WITNESS WHEREOF, I do hereby acknowledge these Amended Articles of Incorporation to be my act this 20th day of April, 1990.

_____ (SEAL)
Seymour B. Stern



3237 2578

M.A.
974

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 10 BUSINESS CODE 03 COUNTY 71

# D2988566 ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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) J & R Elevator, Inc.

✓ 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 Resident Agent's Address
✓ Other Change add close

Code 059

ATTENTION: Seymour Stern

MAIL TO ADDRESS:

TOTAL FEES 20

✓ Check ___ Cash

NOTE: add close

Documents on ___ checks

3317 2579

APPROVED BY: JW

AMENDED ARTICLES OF INCORPORATION
OF
J & R ELEVATORS, INC.
CHANGING ITS NAME TO:
J & R ELEVATOR, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 30, 1990 AT 2:17 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 | $ |

D2988566

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 1 1990

RETURN TO:
FRANK, BERNSTEIN, CONAWAY &
GOLDMAN-SEYMOUR STERN
118 W. CHURCH STREET
P.O. BOX 703
FREDERICK MD 21701

213C3030745

A 327809

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for Record August 27, 1990 at 10:30 a.m.
Corporation Record Liber 42

5-1-90 5:59a

ARTICLES OF INCORPORATION
A CLOSE CORPORATION UNDER TITLE FOUR
ANTIETAM HOME INSPECTION SERVICE, INC.

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Charles F. Wagaman, Jr., whose Post Office address is 16 East Antietam Street, Hagerstown, Maryland, who is at least eighteen (18) years of age, does hereby, under and by virtue of the General Laws of the State of Maryland authorizing the information of corporations, associate ourselves for the purpose and with the intention of forming a Close Corporation pursuant to the provisions of the Corporations and Associations Article, Title Four of the Annotated Code of Maryland as amended.

SECOND: That the name of the Corporation is:

ANTIETAM HOME INSPECTION SERVICE, INC.

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

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

To establish and maintain a building and home inspection business, with the authority to own and operate such equipment and machinery, tools or apparatus necessary to make such inspections of buildings and homes; to engage in the business of and to act as building and home inspectors and to engage in all other activities, render all other services and handle and deal in all other materials, supplies, and

01218078

1990 MAY -1 A 8:59

products incidential or related to or connected with any and every stage of the building and home inspection business or trade; to purchase, lease or otherwise acquire and to erect, construct, build, establish and improve and to raise, tear down, rebuild, repair, restore, remodel, alter, fireproof, waterproof, insulate, and to 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, homes and buildings of every kind and description and parts thereof, and to otherwise transact, promote or carry on by the Corporation any activities for which is a lawful act or activity which a corporation may be organized for under the statutes of the State of Maryland.

FIFTH: The Post Office address of the principal office of this Corporation is 926 Oak Hill Avenue, Hagerstown, Maryland, 21740.

The resident Agent of this Corporation is Robert Powell, 926 Oak Hill Avenue, Hagerstown, Maryland, 21740. Said resident Agent is a citizen of the State of Maryland and actually resides therein.

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

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

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

NINTH: The number of Directors of the corporation shall be one (1) which number may be increased or decreased pursuant to the By-laws of the corporation. Provided, however, that after July 31, 1990 , the Corporation hereby elects to have no Board of Directors. The names of the Directors who shall act as such until the first annual meeting or until their successors are duly chosed and qualified is: Robert H. Powell.

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

A. The Board of Directors of the Corporation is hereby authorized and empowered to authorize the issuance

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

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

C. Stockholders shall have preemptive rights.

ELEVENTH: The Charter of this Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledge the same to be our act on this 30th day of April, A.D., 1990.

Charles F. Wagaman, Jr.

980

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

WCS

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

# ____ P.A. ____ Religious ✓ Close ✓ Stock ____ Nonstock

Merging (Transferor) ____ Surviving (Transferee) ____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | 30 | Expedited Fee |
| 20 | 20 | Organ. & Capitalization |
| 61 | 20 | Rec. Fee (Arts. of Inc.) |
| 62 | | Rec. Fee (Amendment) |
| 63 | | Rec. Fee (Merger or Consolidation) |
| 64 | | Rec. Fee (Transfer) |
| 65 | | Rec. Fee (Dissolution) |
| 66 | | Rec. Fee (Revival) |
| 52 | | Foreign Qualification |
| 50 | | Cert. of Qual. or Reg. |
| 51 | | Foreign Name Registration |
| 13 | 10 | 1 Certified Copy 4p |
| 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 Corp. 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 80

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 Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: ____

MAIL TO ADDRESS: Charles Wagaman Jr
16 E. Antietam St.
Hagerstown Md 21740

✓ Check ____ Cash

NOTE:

Documents on ____ checks

3335 1990

APPROVED BY: GW

ARTICLES OF INCORPORATION
OF
ANTIETAM HOME INSPECTION SERVICE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 1, 1990 AT 8:59 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 | $ 20.00 | $ |

D3004256

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 1 1990

RETURN TO:
CHARLES WAGAMAN JR
16 E. ANTIETAM ST.
HAGERSTOWN MD 21740

209C3030064

A 327444

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

3235 0975

Received for Record August 27, 1990 at 10:30 a.m.
Corporation Record Liber 42



8

5-1-90 12:24 P

ARTICLES OF INCORPORATION

MAXWELL RECYCLING, INC.

FIRST: I, STANLEY A. SNYDER, whose post office address is 200 Court Square Building, Lexington and Calvert Streets, Baltimore, Maryland 21202, 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 (hereinafter called "Corporation") is:

MAXWELL RECYCLING, INC.

THIRD: The purposes for which the Corporation is formed and the business or objectives to be carried on or promoted by it are as follows: To operate a business for the purpose of recycling metals, plastics, and other materials; to do any and all things necessary and appropriate to conduct said business and to engage in such other lawful businesses or activities as the Board of Directors may from time to time determine; in general, to carry on any lawful business and to have and exercise all powers conferred by 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 by the general laws of the State of Maryland now or hereafter in force; the enumeration of said

RECEIVED
'90 MAY 1 PM 12 24
STATE DEPT. OF
ASSESSMENTS & TAXATION

powers as herein specified not being intended to exclude any such general powers, rights and privileges.

FOURTH: The post office address of the principal office of the Corporation is Maryland Route 65, Earley's Industrial Park, Sharpsburg Pike, Hagerstown, Maryland 21740. The name and address of the Resident Agent of the Corporation is Sidney S. Metzner, Earley's Industrial Park, Maryland Route 65, Hagerstown, Maryland 21740; said 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 6,000 shares of no par value, all of one class.

SIXTH: The number of Directors of the Corporation shall be five (5) which number may be increased or, after such an increase, decreased pursuant to the By-Laws of the Corporation; and when 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:

Sidney Metzner
Raymond Yin
John Ching Yun Chang
Mark Sellers
Jack Metzner



00023042

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: 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 this 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 the benefits provided to the directors and officers under this provision, with respect to any act or omission which occurred prior to such amendment or repeal.

NINTH: The Board of Directors shall have the power to adopt by-laws or resolutions for the indemnification of the Corporation's directors, officers, employees and agents, provided that any such by-law or resolution shall be consistent with applicable law.

IN WITNESS WHEREOF, I hereby acknowledge these Articles of Incorporation to be my act this 1st day of May, 1990.

WITNESS:

Karen Lu Partners

Stanley A. Snyder (SEAL)
STANLEY A. SNYDER

MAXWELL.ART

M.A

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

985

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

# ____ ____ P.A. ____ Religious ____ Close ✓ Stock ____ Nonstock

Merging (Transferor) ____

Surviving (Transferee) ____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 20 | 25 | Organ. & Capitalization |
| 61 | 20 | Rec. Fee (Arts. of Inc.) |
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| 64 | | Rec. Fee (Transfer) |
| 65 | | Rec. Fee (Dissolution) |
| 66 | | Rec. Fee (Revival) |
| 52 | | Foreign Qualification |
| 50 | | Cert. of Qual. or Reg. |
| 51 | | Foreign Name Registration |
| 13 | 9 | 1 Certified Copy 3 |
| 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 |
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| 22 | | State Transfer Tax |
| 23 | | Local Transfer Tax |
| 31 | | ____ Corp. Good Standing |
| NA | | Foreign Corp. 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

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 Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: Stanley A. Snyder, Esq

MAIL TO ADDRESS: Horn + Bennett
200 Court Square Bldg
Lexington + Calvert Sts.
Baltimore, Md. 21202

✓ Check ____ Cash

NOTE: Copy made

____ Documents on ____ checks

APPROVED BY: PCM

ARTICLES OF INCORPORATION
OF
MAXWELL RECYCLING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 1, 1990 AT 12:24 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

| ORGANIZATION AND CAPITALIZATION FEE PAID: | RECORDING FEE PAID: | SPECIAL FEE PAID: |
|---|---|---|
| $ 24.00 | $ 20.00 | $ |

D3008232

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 1 1990

RETURN TO:
HORN & BENNETT
ATTN: STANLEY A. SNYDER, ESQUIRE
200 COURT SQUARE BUILDING
LEXINGTON & CALVERT STREETS
BALTIMORE MD 21202

214C3030816

A 327884

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

7278 0449

Received for REcord August 27, 1990 at 10:30 a.m.
Corporation Record Liber 42



5-2-90 9:08a

1990 APR 23 P 12: 19

ARTICLES OF AMENDMENT

OF

WESTERN MARYLAND TROOPERS ASSOCIATION, INC.

Western Maryland Troopers Association, Inc., a Maryland Corporation, having its principal office at Route 1, Box 290A, Clear Spring, Maryland 21722, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland, (hereinafter referred to as the "Department"), that:

FIRST: The Charter of the Corporation is hereby amended by striking Article THIRD and substituting in lieu thereof the following:

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

(a) The Corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public welfare, and for no other purposes, and to that end to take and hold by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such

1990 MAY 2 9:08

SNYDER & POOLE, P.A. ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND
FREDERICK, MARYLAND

01228152

[redacted]

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 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: Sponsor events for children and youth causes.

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 and the members of the Corporation duly advised the foregoing amendments and by written informal action unanimously taken by the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the members of the Corporation duly approved said amendments.

IN WITNESS WHEREOF, Western Maryland Troopers Association, 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 18th day of April, 1990, and its President acknowledges that these Articles of Amendment are the act and deed of Western Maryland

Troopers Association, Inc., and under penalties of perjury, the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of their knowledge, information and belief.

ATTEST:

WESTERN MARYLAND TROOPERS ASSOCIATION, INC.

Donald Stottenyer
Secretary

BY: _____
President

CORPORATE SEAL:

992

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 09 BUSINESS CODE _____ COUNTY 71

# W2890457 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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 20

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 Resident Agent's Address
____ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Snyder + Poole
28 Jonathan St
Hagerstown Md
21740

✓ Check ____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: NO

3237 2577

ARTICLES OF AMENDMENT
OF
WESTERN MARYLAND TROOPERS ASSOCIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 2, 1990 AT 9:08 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 | $ |

D2890457

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 1 1990

RETURN TO:
SNYDER & POOLE
28 JONATHAN STREET
HAGERSTOWN MD 21740

213C3030766

A 327825

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

3337 3571

Received for Record August 27, 1990 at 10:30 a.m.
Corporation Record Liber 42

994

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR PAYMENT
5-3-90 at 9:01 A.m.

ARTICLES OF INCORPORATION

OF

PAUL DAVIS SYSTEMS - TRI STATE REGION, INC.

A MARYLAND CLOSE CORPORATION

FIRST: I, Raymond E. White, whose post office address is 738 Robinwood Drive, Suite 206, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, am hereby forming a Close Corporation, pursuant to Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland, and 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 Paul Davis Systems - Tri State Region, Inc.

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

General contracting and insurance restoration.

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

1990 MAY -3 10:04

DER & POOLE, P.A. ATTORNEYS AT LAW
STOWN, MARYLAND
RICK, MARYLAND

0123891

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.

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.

FOURTH: The post office address of the principal office of the Corporation in this State is 738 Robinwood Drive, Suite 206, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Raymond E. White, 738 Robinwood Drive, Suite 206, 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 their successors are duly chosen and qualified are: Raymond E. White and Deborah J. White.

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 30th day of April, 1990.

Kristi L. Miles

Raymond E. White
Raymond E. White

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

I HEREBY CERTIFY, that on this 30th day of April, 1990, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Raymond E. White, and acknowledged the execution of the aforegoing Articles of Incorporation to be his voluntary act and deed.

3339 0926

WITNESS my hand and Official Notarial Seal.

Kristi L. Miles
Notary Public

My Commission Expires:
July 1, 1990

N.A

997

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 20 | 20 | Organ. & Capitalization |
| 61 | 20 | Rec. Fee (Arts. of Inc.) |
| 62 | | Rec. Fee (Amendment) |
| 63 | | Rec. Fee (Merger or Consolidation) |
| 64 | | Rec. Fee (Transfer) |
| 65 | | Rec. Fee (Dissolution) |
| 66 | | Rec. Fee (Revival) |
| 52 | | Foreign Qualification |
| 50 | | Cert. of Qual. or Reg. |
| 51 | | Foreign Name Registration |
| 13 | 10 | 1 Certified Copy 4 |
| 56 | | 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 |
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| 21 | | Recordation Tax |
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| 23 | | Local Transfer Tax |
| 31 | | Corp. Good Standing |
| NA | | Foreign Corp. 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 50

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 Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: G.E. "Chips" Snyder, Jr., Esq.

MAIL TO ADDRESS: Snyder + Poole
28 Jonathan St.
Hagerstown, Md. 21740

✓ Check ____ Cash

NOTE: copy made

Documents on ____ checks

APPROVED BY: JMT

ARTICLES OF INCORPORATION
OF
PAUL DAVIS SYSTEMS - TRI STATE REGION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 3, 1990 AT 9:01 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 | $ |

D3008356

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
SNYDER & POOLE
ATTN: G. E. "CHIPS" SNYDER, JR.
28 JONATHAN STREET
HAGERSTOWN MD 21740

214C3030828

A 327896

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for Record August 27, 1990 at 10:30 a.m.
Corporation Record Liber 42

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR FILING
5-8-90 at 9:26 A.M.



# ARTICLES OF INCORPORATION

# OF

# HADES ENTERPRISES, INC.

THIS IS TO CERTIFY:

FIRST: I, the undersigned, Richard F. McGrory, whose post office address is 152 West Washington Street, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, submit these Articles with the intention of forming a corporation by the execution and filing thereof.

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

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

A. To erect, construct, establish, purchase, lease and otherwise acquire, and to hold, use, equip, outfit, supply, service, maintain, operate, sell, and otherwise dispose of, restaurants, inns, taverns, cafes, cafeterias, grills, automats, buffets, dinners, delicatessens, lunch rooms, coffee shops, luncheonettes, ice cream parlors, milk bars, candy stores, soda fountains, bakeries, kitchens, bars, saloons, cocktail lounges, banquet halls, catering establishments, concessions, and other eating and drinking places, and establishments of every kind and description; and 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.

1990 MAY -8 A 9:26

B. To manufacture, produce, treat, purchase, and otherwise acquire, cook, bake, and otherwise prepare, can, bottle, and otherwise package, and exchange, distribute, sell, and otherwise dispose of, handle, market, store, import, export, deal and trade in food products of every kind of description, coffee, tea, cocoa, wines, liquors, ale, beer, sodas, and other drinks and beverages of every kind and description.

C. 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

01288250

improvements that may or will be used to assist, aid and benefit the aforementioned commercial/retail business.

D. To purchase, lease or otherwise acquire, all or any part of the property, real or personal, rights, business contracts, goodwill, franchises, licenses and assets of every kind, of any corporation, partnership or individual, including the estate of a decedent, carrying on or having carried on in whole or in part any of the aforesaid business or any other business that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, 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.

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

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

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

or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

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

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 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 limitation 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 Maryland is 409 Kingswood Terrace, Hagerstown, Washington County, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is Mark C. Russell, 409 Kingswood Terrace, Hagerstown, Maryland 21740. Said Resident Agent in an individual actually residing in and a citizen of the State of Maryland.

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 names of the three (3) Directors are Richard E. Leonard, Jr., Linn S. Davison, and Mark C. Russell.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is One Hundred Thousand (100,000) shares of Common Stock with a par value of One Dollar ($1.00) each, having an aggregate par value of One Hundred Thousand Dollars ($100,000.00). Each share of Common Stock shall be entitled to one (1) vote.

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

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 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 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, any 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, the undersigned has executed these Articles of Incorporation and acknowledges the same to be his act, and further acknowledges, under the penalties of perjury, that, to the best of his knowledge, information and belief, the matters and facts contained herein are true in all material respects on this 4th day of May, 1990.

WITNESS:

Diane L. Pigleman

Richard F. McGrory

Richard F. McGrory

7379 2024

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

I HEREBY CERTIFY that on May 4th, 1990, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard F. McGrory known to me to be the person whose name is subscribed to the aforegoing Articles of Incorporation, and who acknowledged that he executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

Michelle D. Mercer
Notary Public

My Commission Expires:
July 1, 1990

M.A.

1005

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 |
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| 64 | | Rec. Fee (Transfer) |
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| 22 | | State Transfer Tax |
| 23 | | Local Transfer Tax |
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| NA | | Foreign Corp. 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 | | |

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 Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: Richard F. McGrory, Esq.

MAIL TO ADDRESS: McGrory + Schaefer
152 W. Washington St.
Hagerstown, Md. 21740

40 Check ____ Cash

NOTE:

Documents on ____ checks

APPROVED BY: A

ARTICLES OF INCORPORATION
OF
HADES ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 8, 1990 AT 9:26 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 | $ |

D3010030

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 1 1990

RETURN TO:
MC GARY & SCHAEFER
ATTN: RICHARD F. MC GARY ESQ.
152 W. WASHINGTON ST.
HAGERSTOWN MD 21740

215C3031020

A 328062

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

Received for Record August 27, 1990 at 10:30 a.m.
Corporation Record Liber 42



CREATIVE ENTERPRISES, INC.

5-09-90 8:08A

ARTICLES OF INCORPORATION

Including election to be a Close Corporation

FIRST: I, Charles L. Tusing, whose post office address is 104 Birch Knoll Road, Hagerstown, MD 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

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

(a) The selling and marketing of perfumes, colognes, cosmetics, and personal care items.

(b) The purchase, holding and sale of real estate, and building construction.

FIFTH: The post office address of the principal office of the Corporation in this State is 104 Birch Knoll Road, Hagerstown, MD 21740. The name and post office address of the Resident Agent of the Corporation in this State is Charles L. Tusing, 104 Birch Knoll Road, 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 the authority to issue is ten thousand (10,000) shares of a par value of Ten Dollars ($10.00), all of

1990 MAY -9 A 8:08

01298163

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: 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). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Charles L. Tusing (President), Charles L. Tusing (Secretary/Treasurer).

The Board of Directors has determined that in order to attract investment in the Corporation, the Corporation shall be organized and managed so that it is a "Small Business Corporation" as defined in IRC Sec. 1244(c)(1), as amended, and so that the shares issued by the Corporation are "Section 1244 Stock" as defined in IRC Sec. 1244(c)(1), as amended. Compliance with this section will enable shareholders to treat the loss on the sale or exchange of their shares as an "ordinary loss" on their personal income tax returns.

IT IS HEREBY RESOLVED, that the proper officers of the Corporation are authorized to sell and issue common shares in an aggregate amount of money and other property (as a contribution to capital and as paid in surplus), which together with the aggregate amount of common shares outstanding at the time of issuance, does not exceed $100,000.00, and

RESOLVED, that the sale and issuance of shares shall be conducted in compliance with IRC Sec. 1244, so that the Corporation and its shareholders may obtain the benefits of IRC Sec. 1244, and further

RESOLVED, that the proper officers of the Corporation are directed to maintain such accounting records as are necessary so that any shareholder that experiences a loss on the transfer of common shares of the Corporation may determine whether they qualify for "ordinary loss" deduction treatment on their personal income tax returns.

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 in accordance with the Laws of the State of Maryland.

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 3 day of May, 1990, and I acknowledge the same to be my act.

WITNESS:

Karen M. Foot

Charles L. Tusing (SEAL)
Charles L. Tusing

STATE OF MARYLAND, WASHINGTON COUNTY, To-wit:

I HEREBY CERTIFY, that on the 3rd day of May, 1990, before me, a Notary Public in and for the State and County aforesaid, personally appeared Charles L. Tusing, known to me to be the person whose name is subscribed to the within instrument, who acknowledged that he subscribed to the within instrument, and who acknowledged that he executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

My Commission Expires:
7/1/90

Karen M. Foot
Notary Public

Mitt.

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

1011

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

# ____ ____ P.A. ____ Religious ✓ Close ✓ Stock ____ Nonstock

Merging (Transferor) ____

Surviving (Transferee) ____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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 ____

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 Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: Osmer T. Kaylor, Jr., Esq.

MAIL TO ADDRESS: Kaylor + Wantz
123 W. Washington St.
Hagerstown, Md. 21740

40 Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: A

1012

ARTICLES OF INCORPORATION
OF
CREATIVE ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 9, 1990 AT 8:08 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 | $ |

D3012242

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 1 1990

RETURN TO:
ATTEN: OMER T. KAYLOR, JR., ESQ.
KAYLOR & WANTZ
123 W. WASHINGTON STREET
HAGERSTOWN MD 21740

218C3031360

A 328349

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for Record August 27, 1990 at 10:30 a.m.
Corporation Record Liber 42



THE BUILDING & REMODELING COMPANY

ARTICLES OF INCORPORATION

5/9/90 8:09

FIRST: The undersigned, Terry E. Karn, whose Post Office address is 1830 Dual Highway, Hagerstown, Maryland 21740, being at least eighteen (18) years of age does hereby form a corporation under the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is The Building & Remodeling Company.

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

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

(1) To conduct a general contracting business, performing building and remodeling work for customers, clients or other contractors, receiving compensation therefor on a time and material basis; on a fixed bid basis; pursuant to the terms of any contract negotiated with such customers, clients or other contractors; or in any other manner permitted by law.

(2) To engage in all lawful activities incident to the purpose set forth above, including, but not limited to: designing, constructing, enlarging, repairing, renovating, or otherwise engaging in any work upon buildings and/or other improvements to real property; manufacturing and/or furnishing materials and supplies necessary for any such work; and executing, assigning and receiving assignments of contracts for the performance of such work or work relating thereto.

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

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

(5) To apply for, obtain, purchase or otherwise

1990 MAY 17 A 8:23

01378061

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

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

FIFTH: The post office address of the principal office of the Corporation in Maryland is 1830 Dual Highway, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland are Terry Ellis Karn, 4105 Mills Road, Sharpsburg, Maryland 21782. Said resident agent is a citizen of Maryland and actually resides therein.

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

SEVENTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3); and the names of the Directors who shall act until the first annual meeting or until his or their successor(s) is (are) duly chosen and qualified are: Douglas L. Karn, Terry E. Karn and Douglass C. Reed.

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

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

(b) No contract or other transaction between the Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the

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

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

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

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

NINTH: The shares of stock shall be non-assessable and shall be entitled to one (1) vote per share at all meetings of

Stockholders of the Corporation. Dividends may be declared thereon in such amounts and at such times as the Directors may determine, subject to the provisions of law. In the event of liquidation or winding up of the Corporation, whether voluntary or involuntary, the assets remaining after the payment of all debts, taxes, costs and expenses shall be distributed to the holders of said stock in proportion to their respective holdings thereof.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and severally acknowledge same to be my act this 4th day of May, A.D., 1990.

Witness:

Andrew J. Morris

Terry E. Karn

Terry E. Karn

1017

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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 _____

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 Resident Agent's Address
___ Other Change _____

Code 75

ATTENTION: _____

MAIL TO ADDRESS: _____

___ Check ___ Cash

NOTE: 14 days

3 Documents on 1 checks

APPROVED BY: A

1018

ARTICLES OF INCORPORATION
OF
THE BUILDING & REMODELING COMPANY

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 9, 1990 AT 8:09 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 | $ |

D3019437

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 1 1990

RETURN TO:
MEYERS, YOUNG & GROVE, P.A.
P O BOX 1267
HAGERSTOWN MD 21741 1267

225C3032470

A 329322

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

3242 0206

Received for Record August 27, 1990 at 10:30 a.m.
Corporation Record Liber 42



# REAL ESTATE INSPECTION SERVICES, INC.

## ARTICLES OF INCORPORATION

5/9/90 8:09

FIRST: The undersigned, Douglass C. Reed, whose Post Office address is 207 South Potomac Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age does hereby form a corporation under the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is Real Estate Inspection Services, Inc.

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

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

(1) To conduct a business rendering real estate inspection services for or on behalf of owners or potential purchasers, lessees or tenants of real estate and improvements thereto in order to apprise such clients of the structural and/or infrastructural condition of such properties, receiving as compensation therefor a fixed fee or other lawful remuneration.

(2) To engage in all lawful activities incident to the purpose set forth above, including, but not limited to: performing physical inspections of such properties, including, as deemed necessary, examination of structural, mechanical, electrical and aesthetic components of the improvements thereto; performing testing of such components for the purpose of evaluating their general condition, age, safety, history, efficiency or durability; retaining the services of other professionals or experts for the performance of particular portions of such inspections; and rendering to clients oral and/or written reports or opinions summarizing the results of such inspections.

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

(4) To purchase, acquire, dispose of, lease and sell all or any part of the property, rights, business, contracts, goodwill, franchise and assets of every kind of any corporation,

1990 MAY -9 A 8:09

partnership or individual engaged in, carrying on or having carried on in whole or in part any business that the Corporation may be authorized to carry on and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof.

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

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

FIFTH: The post office address of the principal office of the Corporation in Maryland is 207 South Potomac Street, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland are Terry Ellis Karn, 4105 Mills Road, Sharpsburg, Maryland 21782. Said resident agent is a citizen of Maryland and actually resides therein.

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

SEVENTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3); and the names of the Directors who shall act until the first annual meeting or until his or their successor(s) is (are) duly chosen and qualified are: Douglas L. Karn, Terry E. Karn and Douglass C. Reed.

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

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

subscribe for or purchase any of its stock which are other than non-transferable.

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

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

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

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

holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

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

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and severally acknowledge same to be my act this 4th day of May, A.D., 1990.

Witness:

Linda L. Punt

Douglass C. Reed

Douglass C. Reed

1023

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 402 BUSINESS CODE 03 COUNTY 71

# _____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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 _____

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 Resident Agent's Address
_____ Other Change _____

Code 075

ATTENTION: _____

MAIL TO ADDRESS: _____

40 Check _____ Cash

3 Documents on 1 checks

APPROVED BY: A

NOTE: 14 days

1024

ARTICLES OF INCORPORATION
OF
REAL ESTATE INSPECTION SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 9, 1990 AT 8:09 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 | $ |

D3019445

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
MEYERS, YOUNG & GROVE, P.A.
P O BOX 1267
HAGERSTOWN MD 21741 1267

225C3032471

A 329323

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received for Record August 27, 1990 at 10:30 a.m.
Corporation Record Liber 42



H U S OF WASHINGTON COUNTY, INC.

ARTICLES OF INCORPORATION

5/9/90 8:09

FIRST: The undersigned, Douglas L. Karn, whose Post Office address is 1830 Dual Highway, Hagerstown, Maryland 21740, being at least eighteen (18) years of age does hereby form a corporation under the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is H U S of Washington County, Inc.

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

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

(1) To conduct a professional brokerage business, representing and acting as agent for either buyers or sellers of commercial, residential, agricultural or other real estate and receiving compensation by commission or other lawful form of remuneration upon the execution by buyers and sellers of contracts for the sale of such real estate.

(2) To engage in all lawful activities incident to the purpose set forth above, including, but not limited to: professionally listing such real estate for sale; showing, marketing and/or advertising such real estate; appraising such real estate; otherwise assisting sellers in procuring ready, willing and able buyers; and otherwise assisting buyers in locating available real property comensurate with their needs.

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

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

(5) To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, trade

1990 MAY -9 A 8:09

names, rights, processes, formulae and the like which may be used for or be incidental to any of the purposes of the Corporation and to use, exercise, develop and grant licenses in respect of, sell, or otherwise dispose of and deal in the same.

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

FIFTH: The post office address of the principal office of the Corporation in Maryland is 1830 Dual Highway, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland are Terry Ellis Karn, 4105 Mills Road, Sharpsburg, Maryland 21782. Said resident agent is a citizen of Maryland and actually resides therein.

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

SEVENTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3); and the names of the Directors who shall act until the first annual meeting or until his or their successor(s) is (are) duly chosen and qualified are: Douglas L. Karn, Terry E. Karn and Douglass C. Reed.

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

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

(b) No contract or other transaction between the Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are

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

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

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

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

NINTH: The shares of stock shall be non-assessable and shall be entitled to one (1) vote per share at all meetings of Stockholders of the Corporation. Dividends may be declared

thereon in such amounts and at such times as the Directors may determine, subject to the provisions of law. In the event of liquidation or winding up of the Corporation, whether voluntary or involuntary, the assets remaining after the payment of all debts, taxes, costs and expenses shall be distributed to the holders of said stock in proportion to their respective holdings thereof.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and severally acknowledge same to be my act this 4th day of May, A.D., 1990.

Witness:

Douglas L. Karn

№ 1029

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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 | | |

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 Resident Agent's Address
_____ Other Change _____

Code 075

ATTENTION: _____

MAIL TO ADDRESS: _____

40 Check _____ Cash

NOTE:

3 Documents on 1 checks

APPROVED BY: A

14 days

ARTICLES OF INCORPORATION
OF
H U S OF WASHINGTON COUNTY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 9, 1990 AT 8:09 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 | $ |

D3019452

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 1 1990

RETURN TO:
MEYERS, YOUNG & GROVE, P.A.
P O BOX 1267
HAGERSTOWN MD 21741 1267

225C3032472

A 329324

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3242 221

Received for REcord August 27, 1990 at 10:30 a.m.
Corporation Record Liber 42



5-9-90 9:03a

ARS CONTRACTORS, INC.

ARTICLES OF AMENDMENT

ARS CONTRACTORS, INC., a Maryland Corporation, having its principal office at 17226 Taylors Landing Road, Sharpsburg, Maryland 21782, (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 add the following Article to the Charter:

TENTH: 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.

SECOND: By written informal action, unanimously taken by the Board of Directors of the Corporation and the Stockholders, pursuant to and in accordance with the Corporations and Associations Article of the Annotated Code of Maryland, the Stockholders and Directors of the Corporation duly approved the herein described amendments.

1990 MAY -9 A 9:03

IN WITNESS WHEREOF, ARS CONTRACTORS, INC., has caused these

01298060

presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 3rd day of May, 1990, and its President acknowledges that these Articles of Amendment are the act and deed of ARS CONTRACTORS, 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:

Rosie Singer, Secretary

ARS CONTRACTORS, INC.

BY

Andrew Singer, President

M.A.

1033

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 09 BUSINESS CODE 03 COUNTY 71

#D 2787505 ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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 20

✓ Check ___ Cash

Documents on _____ checks

APPROVED BY: [illegible]

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 Resident Agent's Address
✓ Other Change add close

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Edward Kuczynski
55 N. Jonathan St
Hagerstown Md
21740

NOTE: add close

ARTICLES OF AMENDMENT
OF
ARS CONTRACTORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 9, 1990 AT 9:03 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 | $ |

D2787505

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 1 1990

RETURN TO:
EDWARD KUCZYNSKI
55 N. JONATHAN STREET
HAGERSTOWN MD 21740

22103031838

A 328794

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

Received for REcord August 27, 1990 at 10:30 a.m.
Corporation Record Liber 42



*Law Offices*
**CREAGER & NEWHOUSE, P. A.**
SUITE 200
BRYAN CENTRE
82 WEST WASHINGTON STREET
**HAGERSTOWN, MARYLAND 21740-4804**
TELEPHONE 301-797-6060
FAX 301-797-6065

CHARLES E. CREAGER*
DIXIE C. NEWHOUSE
ALEX BOGNAR
*ADMITTED TO PRACTICE
MD, PA & DC

REPLY TO:
P. O. BOX 1417
HAGERSTOWN, MD 21741-1417

May 9, 1990

FILE NO.

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

Re: D & H Transportation Co., Inc.

To Whom It May Concern:

Effective today, Dixie C. Newhouse and the firm of Creager & Newhouse, P.A. resigns as resident agent for the above-referenced corporation. Please remove our name from your file.

We have enclosed a check for $10.00 to cover the required fee.

Very truly yours,

CREAGER & NEWHOUSE, P.A.

Dixie C. Newhouse (JB)

Dixie C. Newhouse

DCN/jb
cc: Elmer Hull
D & H Transportation

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
5-10-90 at 8:46 p.m.

01308105

1990 MAY 10 A 8:46

1036

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 21

# D2223667 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 |
| 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 Corp. Registration |
| 87 | | _____ Limited Part. Good Standing |
| 71 | | Financial |
| 600 | | Personal |
| | | Property Reports and late filing penalties |
| 70 | 10.00 | Change of P.O., R.A. or R.A.A. |
| 91 | | Amend/Cancellation, For. Limited Part. |
| | | Other |
| | | Other |

TOTAL FEES $10.00

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 Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Creager & Newhouse, P.A.
82 W. Washington St
Hagerstown, MD 21740

___1___ Check ___ Cash

NOTE:

___1___ Documents on ___1___ checks

APPROVED BY: RMC

RESIGNATION OF RESIDENT AGENT
OF
D & H TRANSPORTATION CO., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 10, 1990 AT 8:46 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 | $ |

D2223667

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

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

MAILED OCT 1 1990

RETURN TO:
CREAGER & NEWHOUSE, P.A.
82 W. WASHINGTON ST.
HAGERSTOWN MD 21740

219C3031552

A 328520

RECORDED IN THE RECORDS OF THE 3240 1154
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received for REcord August 27, 1990 at 10:30 a.m.
Corporation Record Liber 42

1038

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
5/10/90 at 1:15 p.m.

RECEIVED
'90 MAY 10 PM 1 04
STATE DEPT. OF ASSESSMENTS & TAXATION

ARTICLES OF INCORPORATION

OF

RIDE WITH THE TIDE CORPORATION

THIS IS TO CERTIFY THAT:

FIRST: I the undersigned, Ellen H. Holden, whose post office address is 6637 Grason Lane, Hancock, Maryland, 21750, being at least eighteen (18) years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, submit these Articles with the intention of forming a corporation by the execution and filing thereof.

SECOND: The name of the corporation (which is hereinafter referred to as the "Corporation"), is: RIDE WITH THE TIDE CORPORATION

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

(a) To engage in the business of selling bedding, furniture and accessories generally, to acquire, lease, license, hold, and dispose of real or personal property, tangible or intangible, and to enter into any and all agreements necessary, desirable, or appropriate to the aforementioned businesses and to engage in any other activity which may be associated with the aforementioned businesses, or any aspect thereof, without limitation, both within and without this State.

(b) To purchase, develop, own, lease, or otherwise acquire, hold, sell, assign, transfer, mortgage, or in any manner encumber or dispose of interests in real property wherever situated.

(c) To purchase, lease, or otherwise acquire, all or any part of the property, rights, business, contracts, goodwill, franchise, and assets of every kind, of any

01318080

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 amy be authorized to carry on, and to undertake, guarantee, assume, and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, goodwill, franchise, or assets by the issuance in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(d) To purchase or otherwise acquire, hold, and reissue shares of its capital stock of any class for any purpose whatsoever; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge, or otherwise dispose of, any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association; and while the owner or holder of any such shares of stock, bonds, or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock, so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting certificates, bonds, or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

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

The foregoing enumerated purposes and objects shall be in no way limited or restricted by reference to, or inference from, the terms of any other clause 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.

3240 0372

FOURTH: The post office address of the principal office of the Corporation in Maryland is 136 W. Main St., Hancock, Maryland, 21750. The name and post office address of the resident agent of the Corporation in Maryland is Ellen H. Holden, 5637 Grason Lane, Hancock, Maryland, 21750, said resident agent being a citizen of the State of Maryland and Actually residing therein.

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

SIXTH: The number of Directors of the Corporation shall be as set forth in the By-Laws of the Corporation but shall never be less than the number required by the General Laws of the State of Maryland. The name of the directors who shall act until the first annual meeting of stockholders or until their respective successors shall have been duly chosen and shall qualify is:

Ellen H. Holden

Charles H. Plunkett

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

(1) The Board of Directors shall have the power from time to time and in its sole discretion to determine, in accordance with sound accounting practice, what consti-

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

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

(3) The 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, in-

7240 0274

cluding Section 2-405.2(A) of the Maryland General Corporation Law, or any successor provision of law of similar import. Any amendment, modification or repeal of the immediately preceding sentence by the stockholders of the Corporation shall be prospective in operation and effect only and shall not affect any right or protection of a director or officer of the Corporation in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

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

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

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

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



3240 0275

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

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation and acknowledges the same to be his act, and further acknowledges, under the penalties of perjury, that, to the best of his knowledge, information and belief, the matters and facts contained herein are true in all material respects on this 10 day of May, 1990.

WITNESS:

_____ Ellen H. Holden

1044

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 5102 BUSINESS CODE 03 COUNTY 71

# _____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | 30 | Expedited Fee |
| 20 | 80 | 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 6 |
| 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 Corp. 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 82

✓ Check ___ Cash

___ Documents on _____ checks

APPROVED BY: JMH

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 Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Ellen H. Holden
6637 Grason Lane
Hancock, MD
21750

NOTE:

ARTICLES OF INCORPORATION
OF
RIDE WITH THE TIDE CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 10, 1990 AT 1:15 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 | $ 20.00 | $ |

D3012424

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 1 1990

RETURN TO:
ELLEN H. HOLDEN
6637 GRASON LANE
HANCOCK MD 21750

218C3031378

A 328365

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

Received for REcord August 27, 1990 at 10:30 a.m.
Corporation Record Liber 42



5-11-90 8:43A

ARTICLES OF INCORPORATION

FOR

ANTIETAM SURGEONS, CHARLES R. CHANEY, M.D., P.A.
(A Close Corporation)

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Russell R. Marks, who is eighteen (18) years of age or older, and 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, 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 ANTIETAM SURGEONS, CHARLES R. CHANEY, M.D., P.A.

THIRD: The Corporation shall be a close Corporation under Title 4 of the Corporations and Association Article of the Maryland Code.

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

To engage in the practice of medicine and to invest its funds in real estate, mortgages stocks, bonds, or any other type of investment, and to own real and personal property necessary for the performance of its professional service.

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

FIFTH: The post office address for the principal office of the Corporation in this State is 363 South Cleveland Avenue, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are Charles R. Chaney, M.D., 363 South Cleveland Avenue, Hagerstown, Maryland, 21740. Said resident agent is a citizen actually residing in this State.

1990 MAY 11 A 8:43

01318111

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. Charles R. Chaney will serve as director until the election to have no board of directors becomes effective.

EIGHTH: The Corporation shall elect to be taxed as a Subchapter S Corporation under the Internal Revenue Code.

The Corporation shall only authorize and issue one class of stock (voting or non-voting common).

No stockholder shall do any act (including the sale or transfer of such stockholder's stock) which shall contravene or revoke the Corporation's election to be taxed as a Subchapter S Corporation.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 9th day of May, 1990.

WITNESS:

Susan E. Becker

Russell R. Marks (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit

I HEREBY CERTIFY, that on this 9th day of May, 1990, 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

SUSAN E. BECKER NOTARY PUBLIC WASHINGTON COUNTY, MD.

MA

1048

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 20 | 221 | 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 | 8 | 1 Certified Copy 2 |
| 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 Corp. 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 49

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 Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: Russell R. Marks, Esq

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

✓ Check ____ Cash

NOTE:

Documents on ____ checks

APPROVED BY: PCM

ARTICLES OF INCORPORATION
OF
ANTIETAM SURGEONS, CHARLES R. CHANEY, M.D., P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 11, 1990 AT 8:43 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

| ORGANIZATION AND CAPITALIZATION FEE PAID: | RECORDING FEE PAID: | SPECIAL FEE PAID: |
|---|---|---|
| $ 21.00 | $ 20.00 | $ |

D3014487

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
ATTN:RUSSELL R. MARKS, ESQ.
MACKLEY, GILBERT & MARKS
35 E. WASHINGTON STREET
HAGERSTOWN MD 21740

220C3031617

A 328587

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

1050 Received for REcord August 27, 1990 at 10:30 a.m.
Corporation Record Liber 42

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
5/11/90 at 10:36

NATIONAL
PROPERTY
CONSULTANTS, INC

765 Preston Road
Hagerstown, Maryland 21740
(301)790-1372

Dub

# ARTICLES OF INCORPORATION

This is to certify:

The undersigned Neal C. Nicastro and Robert K. Holt, whose post office addresses are 765 Preston Avenue, Hagerstown, Maryland 21740 and 1038-302 Brinker Drive, Hagerstown, Maryland 21740, respectively, being at least twenty-one (21) years of age, do hereby form a corporation under the general laws of the State of Maryland, and for such purposes do hereby make, execute and adopt the following Articles of Incorporation:

ARTICLE I. The name of the corporation shall be:

NATIONAL PROPERTY CONSULTANTS, INC.

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

(a) to organize and operate a corporation for a profit;

(b) to conduct inspections and appraisals, in a professional manner, of residential and commercial real estate primarily for home buyers, realtors and mortgage companies;

(d) to estimate costs and conduct repairs on properties inspected.

(c) to consult with clients on possible methods of interest savings through mortgage reduction;

(e) to consult and aid clients in appealing the assessed value of property for possible reduction in property taxes.

ARTICLE III. The principal office for the transaction of business of the corporation shall be located in the county of Washington, State of Maryland, at 765 Preston Road, Hagerstown, Maryland 21740. The resident agent of the Corporation in Maryland shall be Neal C. Nicastro whose address is 765 Preston Avenue, Hagerstown, Maryland 21740.

ARTICLE IV. 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) a share, all of one class, and having an aggregate par value of ten thousand dollars ($10,000).

01358058

ARTICLE V. 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 and post office addresses of the Directors who shall act as such until the first annual meeting, or until such time as their successors are duly chosen and qualified are:

| Name | Address |
|---|---|
| Robert K. Holt | 1038-302 Brinker Drive<br>Hagerstown, Maryland 21740 |
| Neal C. Nicastro | 765 Preston Avenue<br>Hagerstown, Maryland 21740 |

ARTICLE VI. The corporation shall indemnify every officer and Director of the Corporation against any and all expenses which are incurred during performance of their duties. The Directors of the Corporation shall not be liable for any mistake in judgement, negligence, or otherwise, except for their own individual misconduct or bad faith, in performance of their duties. The Directors shall exercise their powers and duties in good faith and with a view to the interests of the Corporation.

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

ARTICLE VIII. The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on this 9th day of May, A.D., 1990 and severally acknowledge the same to be our act.

WITNESS:

Robert K. Holt (seal)
Robert K. Holt

Neal C. Nicastro (seal)
Neal C. Nicastro

1052

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 102 BUSINESS CODE 03 COUNTY 71

# _____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 Corp. 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 _____

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 Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: Neal C. Nicastro

MAIL TO ADDRESS: 165 Preston Road Hagerstown, MD 21740

40 Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: A

ARTICLES OF INCORPORATION
OF
NATIONAL PROPERTY CONSULTANTS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 11, 1990 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: |
|---|---|---|
| $ 20.00 | $ 20.00 | $ |

D3015336

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
NEAL C. NICASTRO
765 PRESTON ROAD
HAGERSTOWN MD 21740

221C3031724

A 328686

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for Record August 27, 1990 at 10:30 a.m.
Corporation Record Liber 42



ARTICLES OF INCORPORATION
OF
GREENCASTLE GREENS, INC.

FILED 5-11-90 3:23 P.m.
90 MAY 11 PM 3 23
STATE DEPT. OF
ASSESSMENTS & TAXATION

THIS IS TO CERTIFY: rec'd

FIRST: I, the undersigned, Robert L. Elder, whose post office address is Route 2, Box 438, Durberry Road, Smithsburg, Maryland 21783, being at least eighteen (18) years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, submit these Articles with the intention of forming a corporation by the execution and filing thereof.

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

GREENCASTLE GREENS, INC.

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

(a) To engage in the business of owning and operating golf courses and other businesses relating to the sport of golf generally, to acquire, lease, license, hold, and dispose of real or personal property, tangible or intangible, and to enter into any and all agreements necessary, desirable, or appropriate to the aforementioned businesses and to engage in any other activity which may be associated with the aforementioned businesses, or any aspect thereof, without limitation, both within and without this State.

(b) To purchase, develop, own, lease, or otherwise acquire, hold, sell, assign, transfer, mortgage, or in any manner encumber or dispose of interests in real property wherever situated.

(c) To purchase, lease, or otherwise acquire, all or any part of the property, rights, business, contracts, goodwill, franchise, and assets of every kind, of any corporation, co-partnership, or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to

01358125

carry on, and to undertake, guarantee, assume, and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, goodwill, franchise, or assets by the issuance in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(d) To purchase or otherwise acquire, hold, and reissue shares of its capital stock of any class for any purpose whatsoever; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge, or otherwise dispose of, any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association; and while the owner or holder of any such shares of stock, bonds, or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock, so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting certificates, bonds, or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

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

The foregoing enumerated purposes and objects shall be in no way limited or restricted by reference to, or inference from, the terms of any other clause 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 post office address of the principal office of the Corporation in Maryland is Route 2, Box 438, Durberry Road,

Smithsburg, Maryland 21783. The name and post office address of the resident agent of the Corporation in Maryland is Robert L. Elder, Route 2, Box 438, Durberry Road, Smithsburg, Maryland 21783, said resident agent being a citizen of the State of Maryland and actually residing therein.

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

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

Robert L. Elder
Diane S. Elder

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

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

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

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

(3) The 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. Any amendment, modification or repeal of the immediately preceding sentence by the stockholders of the Corporation shall be prospective in operation and effect only and shall not affect any right or protection of a director or officer of the Corporation in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

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

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

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

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

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

The enumeration and definition of particular powers of the Board of Directors included in the foregoing shall in no way be

limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation and acknowledges the same to be his act, and further acknowledges, under the penalties of perjury, that, to the best of his knowledge, information and belief, the matters and facts contained herein are true in all material respects on this 1st day of ~~March~~ May, 1990.

WITNESS:

Diane S. Elder

Robert L. Elder

Robert L. Elder

1060

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 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 |
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| 75 | | Special Fee |
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| 31 | | ____ Corp. Good Standing |
| NA | | Foreign Corp. 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 40

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 Resident Agent's Address
____ Other Change ____

Code 054

ATTENTION: Douglas M. Fox

MAIL TO ADDRESS: ____

____ Check ✓ Cash NOTE:

Documents on ____ checks

APPROVED BY: JMT

ARTICLES OF INCORPORATION
OF
GREENCASTLE GREENS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 11, 1990 AT 3:23 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 | $ 20.00 | $ |

D3013703

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 1 1990

RETURN TO:
SEMMES, BOWEN & SEMMES
ATTN:DOUGLAS M. FOX
250 WEST PRATT STREET
BALTIMORE MD 21201

219C3031477

A 328464

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

Received for Record August 27, 1990 at 10:30 a.m.
Corporation Record Liber 42



STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR PAYMENT
05-14-90 at 8:28 am

**LOCAL UNION NO. 171**
**U.A.W. BUILDING 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 hereinafter referred to as the "Corporation") is Local Union No. 171, U.A.W. Building Corporation.

THIRD: (a) The Corporation is organized for the exclusive purpose of holding title to property, collecting the income therefrom, and turning the entire amount thereof, less expenses, Local Union 171 U.A.W., International Union, U.A.W. of the State of Maryland, in accordance with Section 501(c)(2) of the Internal Revenue Code of 1986.

(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

1990 MAY 14 A 9:27
FILE COPY
0135813

(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)(2) of the International Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

FOURTH: The post office address of the principal office of the Corporation in this State is Route 6, Box 239-B, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this state are James F. Williams, Jr., 102 Cool Hollow Road, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this state.

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

SIXTH: The number of Directors of the Corporation shall be nine (9), which may increase or decrease 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 anuual meeting or until their successors are duly elected

and qualify are:

James F. Williams, Jr.
James E. Stewart, Jr.
Peter Lazich, Jr.
Lester J. Mazur
James E. Grimes
Donald E. Evans
Robert L. Banzhoff
Rolland E. Gladhill
Donald S. Hartman

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

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

NINTH: In these Articles of Incorporation,

(a) References to "charitable organization" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized

and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the 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 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 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, 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 imposes 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.

ELEVENTH: No director or officer of the Corporation shall be liable to the Corporation or to its stockholders for money damages except (1) to the extent that it is proved that such director or officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received, or (2) to the extent that a judgment or other final adjudication adverse to such director or officer is entered in a proceeding based on a finding in the proceeding that such director's or officer's action, or failure to act, was (a) the result of active and deliberate dishonesty, or (b) intentionally, wrongful, willful or malicious and, in each such

case, was material to the cause of action adjudicated in the proceeding.

**IN WITNESS WHEREOF,** I have signed these Articles of Incorporation this 8th day of May, 1990, and I acknowledge same to be my act.

Scott L. Schubel
Incorporator

STATE OF MARYLAND, COUNTY OF WASHINGTON, TO-WIT:

I HEREBY CERTIFY that on this 8th day of April, 1990, 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.

Betty L. Carter
Notary Public

My Commission Expires:
7-1-90

1068

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 77

# ____ ____ P.A. ____ Religious ____ Close ____ Stock ✓ Nonstock

Merging (Transferor) ____

Surviving (Transferee) ____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 6 |
| 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 Corp. 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 52

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 Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: Scott L. Schubel, Esq.

MAIL TO ADDRESS: Wachs, Boone, Bannon + Schubel
138 W. Washington St.
Hagerstown, Md. 21740-4769

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: JMT

ARTICLES OF INCORPORATION
OF
LOCAL UNION NO. 171, U.A.W. BUILDING CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 14, 1990 AT 8:28 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 | $ 20.00 | $ |

D3016409

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
WACHS, BOONE, BANNON & SCHUBEL
ATTN:SCOTT L. SCHUBEL
138 W. WASHINGTON ST.
HAGERSTOWN MD 21740 4769

222C3031871

A 328830

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

P. 1070 Received for REcord August 27, 1990 at 10:30 a.m.
Corporation Record Liber 42

5-14-90 8:57A

THE PINEAPPLE PLANTATION, INC.

A CLOSE CORPORATION UNDER TITLE 4

ARTICLES OF INCORPORATION

FIRST: The undersigned, namely,

CHRISTOPHER YEAGER, residing at No. 138 West Main Street, Sharpsburg, Maryland, 21782;

DENISE YEAGER, residing at No. 138 West Main Street, Sharpsburg, Maryland, 21782; and

RALPH PYOTT JORDAN, III, residing at No. 5523 Red Hill Road, Keedysville, Maryland, 21756

being at least eighteen years of age, do hereby form a corporation under the general laws of the State of Maryland.

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

THE PINEAPPLE PLANTATION INC.

THIRD: The Corporation shall be a close corporation as authorized by Title 4.

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

to engage in the business of maintaining a retail commercial restaurant establishment, through which various and sundry food products will be sold to the public, for on and off premises consumption. Although primarily retail ice cream business. The business will involve the public sale of various fast food products including but not limited to the sale of tobacco, candies and sundry items related to the ice cream fast food restaurant business.

FIFTH: The post office address of the principal office of the of Corporation is No. 138 West Main Street, Sharpsburg, Washington County, Maryland, 21782.

The name and post office address of the resident agent of the Corporation in Maryland is Denise Yeager, No. 138 West Main Street, Sharpsburg, Washington County, Maryland, 21782.

1990 MAY 14 A 8:57

01358170

SIXTH: The total number of shares of stock which the Corporation has outstanding to issue is 100 shares, all of one class, and having an aggregate value of $1,000.00.

SEVENTH: The number of directors of the Corporation shall be three which number may be increased or deceased 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 qualified are Christopher Yeager, Denise Yeager and Ralph Pyott Jordon, III.

EIGHT: The Corporation shall have all the reasonable and necessary authority and power to enter into contracts for the purchase, lease and rental of real property from which to engage in the aforementioned business, as well as to buy, lease or rent the various equipment, furnishings and stock necessary to engage in the said commercial business enterprize and in a general sense the power and authority to do everything reasonably related to carrying on such a business venture including but not limited to borrowing investment capital necessary to finance the operation of said business as well as pledging corporate property and assets when necessary to secure such financing.

NINTH: The duration of the Corporation shall be perpetual.

IN THE WITNESS WHEREOF, We have signed these Articles of Incorporation on May 1, 1990 and personally acknowledge the same to be our true deed.

CHRISTOPHER YEAGER

DENISE YEAGER

RALPH PYOTT JORDAN, III

1072 MA

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 |
|---|---|---|
| 10 | | Expedited Fee |
| 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 | /_ Certified Copy 2 |
| 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 Corp. 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
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: ____

MAIL TO ADDRESS: Chris Yaeger
138 W Main St
Schapsburg, Md 21788

TOTAL FEES 48

/_ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: PCM

ARTICLES OF INCORPORATION
OF
THE PINEAPPLE PLANTATION INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 14, 1990 AT 8:57 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 | $ |

D3014818

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
CHRIS YAEGER
138 W. MAIN ST.
SHARPSBURG MD 21782

220C3031650

A 328620

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

Received for REcord August 27, 1990 at 10:30 a.m.
Corporation Record Liber 42

1074

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
5/14/90 at 9:19 .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 Ace of Blades, Inc.

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

1. To own and operate a business and an enterprise involving cosmetology, hair styling, grooming products as well as all related sales and service aspects.

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 2530 Pennsylvania Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is Linda M. Colella, 210 Gaywood Drive, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in Maryland.

01358005

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, 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 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:

Massimo Colella and Linda M. Colella

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

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

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

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

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



IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged same to be my act this tenth day of May, 1990.

WITNESS:

Linda L. Punt

E. Kenneth Grove

E. Kenneth Grove, Jr.

1076

STATE OF MARYLAND

# State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 102 BUSINESS CODE 03 COUNTY 71

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

| CODE | AMOUNT | FEE REMITTED |
|---|---|---|
| 10 | | Expedited Fee |
| 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 |
| 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 Corp. 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 _____

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 Resident Agent's Address
___ Other Change _____

Code 075

ATTENTION: Linda L. Punt

MAIL TO ADDRESS: _____

60 Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: A

ARTICLES OF INCORPORATION
OF
ACE OF BLADES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 14, 1990 AT 9:19 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDFD.

| ORGANIZATION AND CAPITALIZATION FEE PAID: | RECORDING FEE PAID: | SPECIAL FEE PAID: |
|---|---|---|
| $ 40.00 | $ 20.00 | $ |

D3016094

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 1 1990

RETURN TO:
MEYERS, YOUNG & GROVE, P.A.
LINDA L. PANT
P O BOX 1267
HAGERSTOWN MD 21741 1267

221C3031800

A 328762

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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