



instruments evidencing rights or options to subscribe for purchase or otherwise acquire such shares.

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the power of the Corporation and of the director and stockholder:

(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, 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) The Board of Directors of this Corporation is hereby empowered to authorize the purchase or purchases of shares of its own capital stock and the making of such contract therefor when and in the manner that the Board, in its discretion, may deem right and proper.

(3) 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 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.

(4) The Corporation reserves the right to make, from time to time, any amendments to 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.

(5) To the maximum extent permitted by the Maryland General Corporation Law as from time to time amended, the Corporation shall indemnify its currently acting and its former directors, officers, agents, and employees and those persons who, at the request of the Corporation,

serve or have served another corporation, partnership, joint venture, trust or other enterprise in one or more of such capacities.

NINTH: The duration of the Corporation shall be perpetual.

TENTH: The Corporation shall be a Close Corporation as authorized by Section 4-201(a) of the Corporations and Associations Article of the Annotated Code of Maryland.

IN WITNESS WHEREOF, I have signed these Amended Articles of Incorporation this 22nd day of October, 1991, and I acknowledge the same to be my act.

WITNESS:

Elena A. Butler

Michael C. Hodes

corp\anwar2.aoi

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

BUSINESS CODE

COUNTY

N 329760.3

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	<u>20</u> _____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance

76 Certificate of Merger/Transfer

75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign 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:

Name Change
(New Name)

Rehabilitation Center,
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:

Michael Hodges
22 W. Allegheny Ave
3rd fl
Towson Md 21204

NOTE:

2269 1125

AMENDED ARTICLES OF INCORPORATION
OF

~~M. ANWAR MODIUDDIN, M.D., P.A.~~
CHANGING ITS NAME TO:
HAGERSTOWN REHABILITATION CENTER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 23, 1991 AT 8:44 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

\$ _____

D3297603

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
MICHAEL HODES
22 W. ALLEGHENY AVENUE 3RD FLOOR
TOWSON MD 21204

MAILED MAR 2 1992

086C3052980

A 371496



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO 3769 1181

ARTICLES OF INCORPORATION

L & L CONCEPTS, INC.

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

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
10/23/91 at 10:00

FIRST: I, David A. Lushbaugh, whose post office address is 12202 Brookfield Avenue, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is L & L Concepts, 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 manufacture and sell at wholesale and retail replacement hardware to retailers and the general public.

(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 952 Willow Circle, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is David A. Lushbaugh, 12202 Brookfield Avenue, Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 10,000 shares of stock with a par value of \$10.00 per share.

SEVENTH: The Corporation elects to have a Board of Directors.

Until the election to have a Board of Directors becomes effective, there shall be two (2) directors, whose names are David A. Lushbaugh and Michael S. Lushbaugh.

EIGHTH: The duration of the Corporation shall be perpetual.

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 meaning as provided in the Indemnification Section.

3369 0878

12978054

7

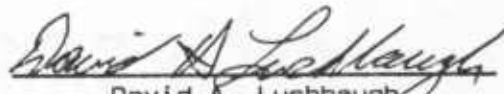
(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 21st day of October, 1991, and I acknowledge the same to be my act.

WITNESS:



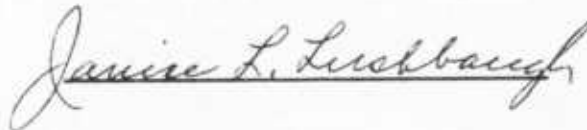

David A. Lushbaugh

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

I HEREBY CERTIFY, That on this 21st day of October, 1991, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared David A. Lushbaugh and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.





STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 023.8 BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Religious ☒ Close ☒ Stock _____ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

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

Name Change
(New Name) _____

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

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

Code _____

ATTENTION: L + LConcepts, Inc.MAIL TO ADDRESS: 952Willow circle
Hagerstown, MD21740TOTAL
FEES 40☒ Check☐ Cash

NOTE:

Documents on _____ checks

APPROVED BY: Hw

3369 0880

ARTICLES OF INCORPORATION
OF
L & L CONCEPTS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 23, 1991 AT 10:00 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3309218

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
L & L CONCEPTS, INC.
952 WILLOW CIRCLE
HAGERSTOWN

MAILED MAR 2 1992

MD 21740

086C3052915

A 371440



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3369 0877

APPROVED FOR RECORD

10/24/91 8:58a

ARTICLES OF AMENDMENT AND RESTATEMENT
OF THE CHARTER OF
THE BOYS' CLUBS OF WASHINGTON COUNTY, INC.

Hereinafter renamed
THE BOYS & GIRLS CLUB OF WASHINGTON COUNTY, INC.

A Maryland Non-Stock Corporation
Organized For Scientific, Educational and Charitable Purposes
Pursuant to Title Five, Subtitle Two
Of The Corporations and Associations Article
Of The Annotated Code of Maryland

The Boys' Clubs of Washington County, Inc., a corporation organized under the laws of the State of Maryland, with principal place of business located at 805 Pennsylvania Avenue, Hagerstown, Maryland 21742 (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 to change the name of the Corporation to The Boys & Girls Club of Washington County, Inc.

THIRD: The Charter of the Corporation is hereby amended by deleting in their entirety Articles First through Eighth inclusive, and by substituting in lieu thereof the following:

"FIRST: The name of the Corporation (which is hereafter referred to as the "Corporation") is The Boys & Girls Club of Washington County, Inc..

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

(1) To establish, maintain and operate a scientific, educational and charitable organization:

(a) To promote, encourage and foster the health, social, educational, vocational and character development and guidance of underprivileged boys and girls between the ages of six (6) and twenty (20) years, without regard to race, color, religion, creed or national origin,

(b) To provide such means of work, education, sports, recreation, other programs, activities and

12978344

guidance to such boys and girls as may be desirable and appropriate to accomplish these purposes,

(c) To acquire, own or lease, maintain, and operate one (1) or more Boys & Girls Club facilities to provide such programs, activities and guidance,

(d) To affiliate as a member organization with The Boys & Girls Clubs of America or its successor, and

(e) To establish, receive, maintain, administer and distribute endowment funds and other property for these purposes.

(2) To receive, administer and distribute funds and other property solely for religious, charitable, scientific, literary and educational purposes within the meaning of Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended from time to time.

(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, in order to carry out the purposes set forth hereinabove, provided that such activity is permitted by: (a) a corporation exempt from Federal income tax under 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, and (b) a corporation, contributions to which are deductible under Section 170(c)(2) 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.

THIRD: The Corporation shall have no Members.

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

(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 distributions in furtherance of the purposes set forth in Article Second 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) No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda

7369 2891

or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(3) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended from time to time, or the corresponding provision of any future United States Internal Revenue Law.

(4) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) 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.

(5) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) 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.

(6) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended from time to time, or the corresponding provision of any future United States Internal Revenue Law.

(7) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) 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.

(8) Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be carried on by: (a) a corporation exempt from Federal income tax under 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, or (b) a corporation, contributions to which are deductible under Section 170(c)(2) 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.

(9) 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 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 805 Pennsylvania Avenue, Hagerstown, Maryland 21742. The name and post office address of the Resident Agent of the Corporation in this State is James W. Stone, 28 W. Washington St., Hagerstown, Maryland 21741. Said Resident Agent is an individual actually residing in this State.

SIXTH: The Corporation shall have no authority to issue capital stock.

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 one (1).

The names of the Directors who shall act until the next annual meeting and until their successors are duly elected and have qualified are: Gilbert Anderson, Jefry Bohn, Joseph Chukla, Jr., Jay Crouse, David Elliott, Charles Fickes, Richard Funkhouser, Jr., Andrew Hoffman, Robert Jeffers, Albert Miller, Merle Saville, James Stone, Robert Stone, Kevin Tyler, Charles Waltemire, and Samuel Young.

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) No present or former Director or Officer of the Corporation shall be liable to the Corporation or its Members for monetary damages except to the extent that either: (a) it is proved that such Director or Officer actually received improper benefit or profit in money, property or services, or (b) a judgment or other final adjudication adverse to such Director or Officer is entered in a proceeding based upon a finding in such proceeding that such Director's or Officer's action or failure to act was the result of active and deliberate dishonesty or was intentionally wrongful, willful, or malicious, and such finding, in either case, was material to the cause of action adjudicated in such proceeding.

(3) 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.

7769 2007

(4) 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."

FOURTH: At a duly constituted meeting held on the 17th day of October, 1991, the Board of Directors of the Corporation, by a two-thirds (2/3) majority vote, adopted a resolution approving and adopting the foregoing Articles of Amendment and Restatement. At the time of the adoption of the foregoing Articles of Amendment and Restatement, there were no Members of the Corporation or shares of capital stock entitled to vote thereon.

IN WITNESS WHEREOF, the Corporation 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 17th day of October, 1991. The undersigned President of the Corporation hereby acknowledges that these Articles of Amendment and Restatement are the act and deed of the Corporation, 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:

THE BOYS' CLUBS OF WASHINGTON
COUNTY, INC.
(Hereinabove renamed THE BOYS
& GIRLS CLUB OF WASHINGTON
COUNTY, INC.)

Robert B. Stone
Secretary

By: James W. Stone
James W. Stone
President

Mail to: James W. Stone
P. O. Box 1269
Hagerstown, MD 21741

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

13A3.2

BUSINESS CODE

04

COUNTY

71

0332106

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
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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

Name Change
(New Name)The Boy & Girls
Club of Washington
County, 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:

James Stone

PO Box 1269

Hagerstown Md

21741-1269

TOTAL
FEES

20

☒ Check

Cash

NOTE:

Documents on checks

APPROVED BY:

3369 2895

THE ARTICLES OF AMENDMENT AND RESTATEMENT
OF
THE BOYS' CLUBS OF WASHINGTON COUNTY, INC.
CHANGING ITS NAME TO:
THE BOYS & GIRLS CLUB OF WASHINGTON COUNTY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **OCTOBER 24, 1991** 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**

\$ _____

D0332106

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE 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 2 1992

RETURN TO:
JAMES STONE
P.O. BOX 1269
HAGERSTOWN

MD 21741 1269

087C3053259

A 371390



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3369 28

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

10-28-91 at 9:09 a.m.

1991 OCT 10 AM 8:58

1991 OCT 28 A 9:09

17

Articles of Incorporation of

RHP Construction Inc.

WE, THE UNDERSIGNED, natural persons of legal age, acting as incorporators of a corporation under the General laws of the State of Maryland, adopt the following articles of incorporation for such corporation:

- FIRST: The name of the corporation is RHP Construction Inc.
- SECOND: The period of its duration is Perpetual
- THIRD: The purpose(s) for which the corporation is organized are: To operate as a construction company and tranact any other lawful business activity for which this corporation may be incorporated
- FOURTH: The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1000) of (no par value) common stock, one class no series, , for a total authorized capital of 0
- FIFTH: The corporation will not commence business until at least One Thousand Dollars (1000) have been received by it as consideration for the issuance of shares.
- SIXTH: Cumulative voting of shares of stock is not authorized.
- SEVENTH: Provisions limiting or denying to shareholders the preemptive right to acquire additional or treasury shares of the corporation are: None
- EIGHTH: Provisions for the regulation of the internal affairs of the corporation are: governed by the bylaws which shall be adopted by the majority of the directors
- NINTH: The address of the initial registered office of the corporation is: Rt. 4 Box 9M Hagerstown, Md. 21740 and the name of its initial registered agent at such address is Robert Miley
- TENTH: Address of the principal place of business is Rt. 4 Box 9 M Hagerstown, Md. 21740
- ELEVENTH: The number of directors constituting the initial board of directors of the corporation is 3 and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall are:

Name	Address
Robert Miley	Rt. 4 Box 9M Hagerstown, Md.
Patricia Miley	Rt. 4 Box 9M Hagerstown, Md
Henry Bywater	256 Belview Ave. Hagerstown, Md.
Natalie Newcomer	117 W. 3rd St. Waynesboro, Pa 17248

13018335

The name and address of each incorporator is:

Name	Address
Natalie Newcomer	117 West Third Street
	Waynesboro, PA. 17268

In witness whereof, the incorporator(s) have hereunto set their hands this 23 day of September, 19 91.

Natalie Newcomer

OCT 24 1991

Kathleen A. Washburn

NOTARIAL SEAL
KATHLEEN A. WASHBURN, Notary Public
Waynesboro, Franklin County, Pa.
My Commission Expires October 25, 1993

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 02WBS BUSINESS CODE 03 COUNTY 71# _____ P.A. _____ Religious _____ Close ☒ Stock _____ Nonstock _____Merging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

10	<u>30</u>	Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance

Name Change
(New Name) _____

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

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Financial Services
Unlimited Inc.
117 West Third St.
Waynesburg PA 17268

70	_____	Property Reports and late filing penalties
91	_____	Change of P.O., R.A. or R.A.A.
_____	<u>2</u>	Amend/Cancellation, For. Limited Part.
_____	_____	Other <u>Xerox copy</u>
_____	_____	Other _____

TOTAL FEES 72☒ Check _____ Cash

Documents on _____ checks

APPROVED BY: JmTNOTE: Copy made

3370 1036

ARTICLES OF INCORPORATION
OF
RHP CONSTRUCTION INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 28, 1991 AT 9:09 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3311784

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE 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 2 1992

RETURN TO:
FINCNAICL SERVIES UNLIMITED INC.
117 WEST THIRD ST.
WAYNESBORO PA 17268

091C3050005

A 371584



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO 371584 1033

ARTICLES OF INCORPORATION 1991 OCT 30 A 8:27
OF

ARYEH L. HERRERA, M.D., P.A. DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

THIS IS TO CERTIFY:

10-30-91 at 8:27 a.m.

FIRST: That I, Aryeh L. Herrera, the incorporator, whose post office address is 1001 Lindsay Lane, Hagerstown, Maryland 21740, being at least eighteen (18) years of age and licensed to practice medicine in the State of Maryland, do, under and by virtue of Sections 5-101 et seq. of the Maryland Professional Service Corporation Act of the General Laws of the State of Maryland authorizing the formation of Professional Corporations, form a Professional Corporation by the execution and filing of these Articles.

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

Aryeh L. Herrera, M.D., P.A.

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

(a) To engage in the profession of practicing medicine in the State of Maryland, in conformity with the principles and ethics of the American Medical Association, through its employees and agents who are duly licensed or otherwise legally authorized to render such professional services within the State of Maryland; provided, however, that the term "employees" as used herein, shall not include clerks, secretaries, bookkeepers, technicians and other assistants who are not usually or ordinarily considered by custom and practice to be rendering professional services to the public for which a license or other legal authorization is required.

(b) To enter into and perform contracts and agreements for the purpose of rendering medical services, with any person, firm, association, corporation, hospital, municipality, county, state, nation, or other body politic, or with any colony, dependency, or agency of any of the foregoing.

(c) To purchase, lease or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or

13038196 3370 1065

dispose of personal property or equipment of every kind, necessary for the rendering of its professional services.

(d) To purchase, lease, or otherwise acquire, hold, maintain, develop, improve, let, convey, mortgage, sell, transfer, exchange, or in any manner encumber or dispose of real property, wherever situate, necessary for the rendering of its professional services.

(e) To invest its funds in real estate, mortgages, stocks, bonds, and other types of investments.

(f) To purchase or otherwise acquire, hold and reissue, as permitted by law, shares of its capital stock of any class.

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

(h) To consolidate or merge with another domestic professional corporation organized under the Professional Service Corporation Act of this State to render the same specific professional services.

(i) To carry on the purposes, objectives and services of the Corporation through others for its own account, or for the account of others, or through others for its own account, or with others in a partnership or joint venture or other entity, whether as a limited or general partner, or otherwise; provided, however, that the professional services of the Corporation may only be carried on through, for or with others authorized to render the same professional services as that of the Corporation.

The foregoing enumeration of the purposes, objects and services of the Corporation is not intended, by mention of any particular purpose, object or service, in any manner to limit or restrict the powers conferred upon the Corporation by the general

laws of the State of Maryland. The Corporation is formed upon these articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relating to corporations formed under the Maryland Professional Service Corporation Act of the General Laws of this State; provided, however, that if the Corporation, at any time and for any reason, ceases to be, or is disqualified from operating as a Professional Service Corporation under and by virtue of the Maryland Professional Service Corporation Act it shall thereupon be converted into, and shall operate thereafter solely as a corporation under the General Laws of the State of Maryland, exclusive of the Maryland Professional Service Corporation Act.

FOURTH: That the post office address of the principal office of the Corporation in the State of Maryland is 324 East Antietam Street, Hagerstown, Maryland 21740. The resident agent of the Corporation is Aryeh L. Herrera whose post office address as resident agent is 1001 Lindsay Lane, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

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

SIXTH: The Corporation shall have three (3) Directors (which number may be increased or decreased, but not to be less than two (2), pursuant to the By-Laws of the Corporation) and the following named person shall act as such until the first annual meeting or until a successor or successors are duly chosen and qualify:

Aryeh L. Herrera
Tarcisio J. Herrera
Ernesto A. Herrera

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

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

of such consideration but subject to such limitations and restrictions, if any, provided by law or as may be set forth in the By-Laws of the Corporation.

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

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

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

(e) The Board of Directors shall have the power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering

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

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

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

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

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

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

or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm, association or corporation is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof.

EIGHTH: This Corporation shall have perpetual existence.

IN WITNESS WHEREOF, I have signed the Articles of Incorporation and acknowledge same to be my act on the 24th day of *October*, A.D., 1991.

WITNESS:

Cynthia J. Cudde

Aryeh L. Herrera
Aryeh L. Herrera

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

0238

BUSINESS CODE

06

COUNTY

71

#

☒ P.A.☐ Religious☐ Close☒ Stock☐ NonstockMerging
(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)
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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
73		Certificate of Conveyance

Name Change
(New Name)

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

NOTE:

Documents on checks

APPROVED BY:

3370 1071

ARTICLES OF INCORPORATION
OF
ARYEH L. HERRERA, M.D., P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 30, 1991 AT 8:27 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3311842

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

DELIVERED MAR 2 1992

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

MD 21741 1267

091C3050011

A 371590



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3370 104

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

ARTICLES OF REVIVAL

FOR

APPROVED FOR RECORD

10/31/91 at 8:30 a.m.

S. A. Associates, 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

S. A. Associates, Inc.

SECOND: The name which the corporation will use after revival is

S. A. Associates, Inc.

THIRD: The address of the principal office in this state is

730 Virginia Avenue
Hagerstown, Md 21740

FOURTH: The name and address of the resident agent is

Allen H. Kennedy V.P.
2546 Jefferson Boulevard
Hagerstown, Md 21740

~~12100000~~
13048553

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.

(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.

Steven H. Kennedy Pres.
Last Acting President/Vice President

Allen Kennedy
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, Allen G. Kennedy Vice President of S + A Associates, 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.

Allen Kennedy
 (print name beneath signature)
 Allen Kennedy

I hereby certify that on August 30, 1991 before me the
 (insert date)
 subscriber, a notary public of the State of Maryland, in and for _____
 (insert name)

Washington County personally appeared Allen
 of county for which notary is appointed) (insert name)

Kennedy and made oath under the penalties of perjury that
 of person swearing)

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

Timothy P. Johnston
 (signature of notary public)
 Timothy P. Johnston

My Commission expires 05/01/93.



STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

D1796531

BUSINESS CODE

03

COUNTY

7

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	<u>20</u>	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance

Name Change
(New Name)

_____	Change of Name
<input checked="" type="checkbox"/>	Change of Principal Office
_____	Change of Resident Agent
<input checked="" type="checkbox"/>	Change of Resident Agent Address
_____	Resignation of Resident Agent
_____	Designation of Resident Agent and Resident Agent's Address
_____	Other Change

76 _____ Certificate of Merger/Transfer

75	<u>30</u>	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
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31	_____	Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	Limited Part. Good Standing
71	_____	Financial
600	_____	Personal
70	_____	Property Reports and late filing penalties
91	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Amend/Cancellation, For. Limited Part.
_____	_____	Other
_____	_____	Other

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

S + A Associates, Inc.
730 Virginia Avenue
Hagerstown, Md.
21740

TOTAL
FEES50☒ Check

_____ Cash

NOTE: _____

Documents on _____ checks

APPROVED BY: Jm T

3371 1591

THE ARTICLES OF REVIVAL
OF
S & A ASSOCIATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 31, 1991 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

D1796531

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
S & A ASSOCIATES, INC.
730 VIRGINIA AVENUE
HAGERSTOWN

MAILED MAR 2 1992

MD 21740

093C3050467

A 372000



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3371 1587

34

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

ARTICLES OF AMENDMENT

APPROVED FOR RECORD

PARK, KLINE AND COMPANY, P.A.

at 8:38 p.m.

A Maryland Professional Service Corporation
Organized Pursuant To Title Five, Subtitle One
Of The Corporations And Associations Article
Of The Annotated Code Of Maryland

CHANGE OF NAME

CHANGE OF ADDRESS OF PRINCIPAL OFFICE

CHANGE OF ADDRESS OF RESIDENT AGENT

Park, Kline and Company, P.A., a Maryland professional service corporation organized under the laws of the State of Maryland, with principal place of business located at 28 West Washington Street, Hagerstown, Maryland 21740 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") as follows:

FIRST: The Corporation desires to amend its Charter as currently in effect, as hereinafter provided.

SECOND: The Charter of the Corporation is hereby amended by deleting in their entirety Articles I and IX and by substituting in lieu thereof the following Articles I and IX:

"Article I:

The name of the corporation (which is hereafter referred to as the "Corporation") is W. F. PARK AND COMPANY, P.A."

"Article IX:

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 W. Frank Park, 28 West Washington Street, Hagerstown, Maryland 21740. Said resident agent is an individual actually residing in this State."

THIRD: On November 1, 1991, by written informal action taken pursuant to Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation unanimously adopted a resolution advising the foregoing Articles of Amendment.

FOURTH: On November 1, 1991, by written informal action taken pursuant to Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the Stockholders of the Corporation unanimously approved the foregoing Articles of Amendment.

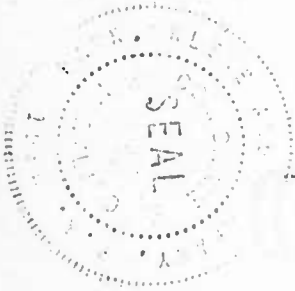
13118109 2245

1991 NOV - 7 A 8:38

IN WITNESS WHEREOF, Park, Kline and Company, P.A. has caused these Articles of Amendment to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested to by its Secretary on this 1st day of November, 1991. The undersigned President of the Corporation hereby acknowledges that these Articles of Amendment are the act and deed of Park, Kline and Company, P.A., 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:

PARK, KLINE AND COMPANY, P.A.
(Hereinabove renamed
W. F. PARK AND COMPANY, P.A.)



William F. Park
Secretary

BY: William F. Park
William F. Park, President

Mail to: William F. Park
W. F. Park and Company, P.A.
28 West Washington Street
Hagerstown, Maryland 21740

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 09A38 BUSINESS CODE _____ COUNTY 71# D1183011 P.A. _____ Religious _____ Close _____ Stock _____ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

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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 _____

TOTAL FEES 20
☒ Check
 ☐ Cash

Documents on _____ checks

APPROVED BY: HWName Change
(New Name) W.F. Park and Company, 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: _____

James W. Stone

MAIL TO ADDRESS: _____

Miller, Oliver,
Beachley & Stone
28 West Washington
P.O. Box 1269
Hagerstown, Md. 21741
1269

NOTE:

3373 2247

ARTICLES OF AMENDMENT
OF
PARK, KLINE AND COMPANY, P.A.
CHANGING ITS NAME TO:
W. F. PARK AND COMPANY, P. A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **NOVEMBER 4, 1991** 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**

\$ _____

D1183011

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 W. STONE
MILLER, OLIVER, BEACHLEY & STONE
28 WEST WASHINGTON ST.
P. O. BOX 1269
HAGERSTOWN

MAILED MAR 2 1992

MD 21741 1269

098C3051187

A 372606



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3373 2244

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

ADMORE, INC. 11-4-91 at 11:30a.m

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

First: The undersigned, Daniel S. Chang, whose post office address is 9601 Falls Bridge lane, Potomac, md. 20854, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of General Law of the State of Maryland authorizing the formation of corporation.

Second: The name of the corporation (which is hereafter called the "Corporation") is: ADMORE, INC.

Third: The purposes for which the Corporation is formed and the business or objects to be carried on and promoted by it, within the State of Maryland or within any other State or States of the United States or any territory or possession thereof, whether presently or hereafter annexed, are as follows:

a. To engage in import and export business, in wholesale or retail business, including maintenance, repair, after sales service and etc.

b. To purchase, lease or otherwise acquire, all or any other personal properties, trademarks, trade names, rights businesses, contracts, goodwill and franchises.

c. To apply for obtain, register, purchase, lease or otherwise acquire, and to sell, assign, or otherwise dispose of any trademarks, trade names, copyrights, patents, inventories, improvements and processess used in connection with or secured under Letters Patent of the United States or elsewhere or otherwise, and to use, exercise, develop, grant licenses in respect of, or otherwise to account for any such trademarks, patents, copyrights, license, processess and the like.

d. To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchnage, 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 asocation organized under the laws of the State of Maryland, or any other State, territory, district, colony or dependency of the United States of Amercia, or any foreign country, and while the owner or holder of any such shares of stock, voting trust certificates, bond or other obligations, to possess and exercise in respect thereof any and all of the rights, powers and privilege of ownership, including the right to vote on any shares of stock so held or owned; and upon distribution of the assets or a division of the profits of this

1991 NOV - 4 A 11-30

Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the shareholders of this Corporation.

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

The foregoing enumeration of the purposes objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and its not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed and subject in all particulars to the limitations relative to corporations which are contained in the General Laws of the State of Maryland.

Fourth: The business address of the principal office of the Corporation in this State is at 1042 Carroll Height Blvd., Hagerstown, Md. 21742. The resident agent of the corporation is ALo Mui Yu, whose post office address is 1042 Carroll Height Blvd., Hagerstown, Md. 21742. Said resident agent is a citizen of the State of Maryland and resides therein.

Fifth: The numbers of directors of the Corporation shall be two (2), which numbers may be increased or decreased pursuant to the By-laws of the Corporation. The names of the directors who shall act until the first annual meeting or until their successor are duly chosen and qualified are:

Chung Teh Hu	1042 Carroll Height Blvd. Hagerstown, Md. 21742
--------------	--

Lo Mui Yu	1042 Carroll Height Blvd. Hagerstown, Md. 21742
-----------	--

Sixth: The total amount of authorized capital stock of the Corporation is one hundred (100) without par value, all of one class.

Seventh: The Board of Directors of this 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, for such consideration as said Board of Directors may deem advisable, subject such restrictions or limitations, if any, as may be set forth in the By-laws of the Corporation.

Eighth: No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any director of this corporation is interested in, or is a director or officer of, such other corporation, and any director, individually or jointly, any be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested; and no contract or other transaction of this corporation with any person, firm, or corporation shall be affected by the fact that any director of this corporation is in any way connected with such person, firm, or corporation, and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm, association, or corporation in which he may be interested, provided that such director complies with the prerequisites of Section 2-419 of the Annotated Code of Maryland.

Nineth: Each director and officer or former director or officer of the corporation, or any person who may have served at the request of the Corporation as a director or officer of another corporation in which this Corporation owns shares of capital stock or of which it is a creditor, including in each case their respective executors and administrators, shall be indemnified by the Corporation against liabilities, fines, penalties and claims imposed upon or asserted against him (including amounts paid in settlement) by reason of having been such a director or officer, whether or not then continuing so to be, and against all expenses (including counsel fees) reasonably incurred by him in connection therewith, except in relation to matters as to which he shall have been finally adjudged by a court of competent jurisdiction to be liable by reason of having been guilty of gross negligence or willful misconduct in the performance of his duty as such director or officer.

Tenth: The duration of this Corporation shall be perpetual.

IN WITNESS WHEREOF, Daniel S. Chang have signed these Articles of Incorporation and acknowledged the same to be his act on the 1st day of November, 1991.


Daniel S. Chang

3371 1345

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

BUSINESS CODE

COUNTY

☐ P.A. ☐ Religious ☐ Close ☒ Stock ☐ Nonstock

☒ Merging
(Transferor)

☐ Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

10		Expedited Fee
20	<u>30</u>	Organ. & Capitalization
61	<u>30</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or 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:

Daniel S. Chang, Esq.
1101 14th St. N.W., Suite 1010
Wash, D.C. 20005

TOTAL
FEES

Check

Cash

NOTE:

Documents on checks

APPROVED BY:

3371 1346

ARTICLES OF INCORPORATION
OF
ADMORE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 4, 1991 AT 11:30 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 22.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3314259

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE 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 2 1992

RETURN TO:
DANIEL S. CHANG, ESQUIRE
1101 14TH STREET, N.W., STE. 1010
WASHINGTON DC 20005

093C3050306

A 371872



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3371 1342

ARTICLES OF INCORPORATION FOR A STOCK CORPORATION

43

FIRST: We the undersigned, David D. Muffley and Theresa L. Muffley, whose address is 11897 Mountain Ash Rd., Clear Spring, MD 21722, being at least eighteen years of age, do hereby form a corporation under the laws of the State of Maryland. STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

SECOND: The name of the corporation is: *Financial Innovations, Inc.* FOR Filing

THIRD: The purposes for which the corporation is formed are as follows: 11-5-91 at 8:48 A

To engage in any activity as permitted by the laws and regulations of the State of Maryland.

FOURTH: The post office address of the principal office of the corporation in Maryland is 11897 Mountain Ash Rd., Clear Spring, MD 21722

FIFTH: The name and post office address of the resident agent of the corporation in Maryland is as follows:

David D. Muffley
11897 Mountain Ash Rd.
Clear Spring, MD 21722

SIXTH: The corporation has authority to issue 1000 shares at NO par value (\$0.00) per share. 1991 NOV - 5 A 8:48

SEVENTH: The number of directors of the corporation shall be two which number may be increased or decreased pursuant to the bylaws of the corporation, and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders, and the names of the directors who shall act until the first meeting or until their successors are duly chosen and qualified are:

David D. Muffley
Theresa L. Muffley

13098134

EIGHTH: IN WITNESS WHEREOF, we have signed these Articles and acknowledge the same to be our act.

RETURN TO:

David D. Muffley
11897 Mountain Ash Rd.
Clear Spring, MD 21722

SIGNATURES

David D. Muffley
David D. Muffley

Theresa L. Muffley
Theresa L. Muffley

3371 1296

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 0238 BUSINESS CODE Q3 COUNTY 71# _____ P.A. _____ Religious _____ Close ☒ Stock _____ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

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

Name Change
(New Name) _____

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

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

David D. Muffley
Theresa L. Muffley
11897 Mountain Ash Rd
Clear Spring, Md
21722

TOTAL FEES 40☒ Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: JmT

3371 1297

ARTICLES OF INCORPORATION
OF
FINANCIAL INNOVATIONS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 5, 1991 AT 8:48 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:

\$

D3314184

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE 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 2 1992

RETURN TO:
DAVID D. & THERESA L. MUFFLEY
11897 MOUNTAIN ASH ROAD
CLEAR SPRING MD 21722

093C3050299

A 371865



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3371 1295

ARTICLES OF AMENDMENT

THE HANCOCK FIRE COMPANY, INCORPORATED

THIS IS TO CERTIFY:

11-5-91 at 900a

FIRST: that The Board of Directors of The Hancock Fire Company Incorporated, a Maryland Corporation, having a principal office at Fulton & High Street, Hancock, Maryland, 21750, at a meeting duly convened and held on September 9, 1991, 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 the following paragraph:

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).

Added to the business objective 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 SIXTH is hereby struck in its entirety and in its place the following is inserted:

"SIXTH: 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. All members in good standing, as described in Article I of the By-Laws, are eligible to vote at regular, annual, or special meetings as described in Article III of the By-Laws."

THIRD: That the following three (2) Articles are added to the said Articles following ARTICLE SIX:

"SEVENTH: 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 Article of Incorporation not contrary to the laws of the State of Maryland or of the United States."

EIGHTH: The Corporations 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."

NINTH: Upon dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all 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) if the Internal Revenue Code of 1954 (or the correspond-

ing provisions of any future United State Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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 September 9, 1991.

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 the Corporation state that no stock has ever been issued by the Corporation.

All members attending the regular monthly meeting held September 9, 1990, voted unanimously for the purposed amendments.

IN WITNESS WHEREOF, The Hancock Fire Company Inc, there presents to be signed in its name and on its behalf by its President's signature witnessed by its Secretary this 9 day of September, 1991.

Attest

William E. Willison Secretary
William Willison, Secretary

The Hancock Fire Company Inc

By Terry Appel President
Terry Appel, President



3371 2381

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 9 day of September, 1991, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Washington, personally appeared President of The Hancock Fire Company Inc., a Maryland Corporation, and on behalf of the Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of the Corporation, and at the same time personally appeared, Secretary of said Corporation, acknowledging as Secretary that meeting 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:

NOTARIAL SEAL

**GERALD WILBUR SHAW, NOTARY PUBLIC
HANCOCK, WASHINGTON COUNTY, MD
MY COMMISSION EXPIRES OCT. 1, 1994**

Resident Agent: Willis Plotner
P.O. Box 294
Hancock, Md. 21750

CHRA/RRA
✓

The Hancock Fire Company Inc.

ACTION OF BOARD OF DIRECTORS

The Undersigned constituting all of the members of the Board of Directors of the Hancock Fire Company Inc, a Maryland Corporation (hereinafter referred to as the "Corporation"), in accordance with Section 2-506(a) of the Corporations and Associations Article of the Annotated Code of Maryland, do hereby take the actions below set forth, and to evidence their waiver of any right to dissent from such actions, do hereby consent as follows:

RESOLVED: That the amendment to the Articles of Incorporation as set forth in the form of the Articles of Amendment of the Corporation, attached hereto and incorporated by reference herein, be and the same is hereby approved.

RESOLVED: That the Articles of Amendment have been submitted for consideration and approval by the members of The Board of Directors thereon at a meeting of The Board of Directors.

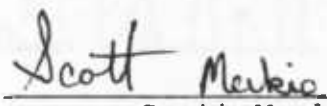
RESOLVED: That the proper officers of the Corporation be, and they are hereby authorized and directed in the name and on behalf of the Corporation at a meeting convened on September 9, 1991, and to take any and all other actions, and to execute, acknowledge, seal and file any and all instruments and documents deemed necessary or proper in connection therewith.

This Action of the members of The Board of Directors may be executed in counterparts.

WITNESS the execution hereof this 9 day of September 1991.


Willis Plotner


Robert Barnhart


Scott Merkie

Directors



STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

0938

BUSINESS CODE

COUNTY

71

0082909

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 NA Rec. Fee (Amendment)
63 Rec. Fee (Merger or Consolidation)
64 Rec. Fee (Transfer)
65 Rec. Fee (Dissolution)
66 Rec. Fee (Revival)
52 Foreign Qualification
50 Cert. of Qual. or Reg.
51 Foreign Name Registration
13 Certified Copy
56 Penalty
54 For. Supplemental Cert.
53 Foreign Resolution
73 Certificate of Conveyance

Name Change
(New Name)

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

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

Code

ATTENTION:

MAIL TO ADDRESS:

Thomas Close
PO Box 636
Berkeley Springs, WV
WV 25411

TOTAL
FEES

NA

check

cash

NOTE:

Documents on checks

APPROVED BY:

AS

3371 2386

ARTICLES OF AMENDMENT
OF
THE HANCOCK FIRE COMPANY, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **NOVEMBER 5, 1991** 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:

\$ _____

D0082909

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 CLOSE
P.O. BOX 636
BERKELEY SPRINGS

MAILED MAR 2 1992

VA 25411

094C3050632

A 372146



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3371 2379

54

11-07-91 at 8:45A
H
VISUAL EFFECTS, INC.

ARTICLES OF INCORPORATION

FIRST: I, Lynn W. Dick, whose post office address is 1633 Woodlands Run, Hagerstown, Maryland 21742, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the general laws of the State of Maryland.

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

VISUAL EFFECTS, INC.

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

1. To own and carry on the business of sales and developing of photographs and related equipment.
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 1633 Woodlands Run, Hagerstown, Maryland 21742. The name and post office address of the Resident Agent of the Corporation is Lynn W. Dick, 1633 Woodlands Run, Hagerstown, Maryland 21742. Said Resident Agent is an individual actually residing in this State.

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

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

13118111

1372 2757

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

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

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

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

Lynn W. Dick

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

3372 275

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.

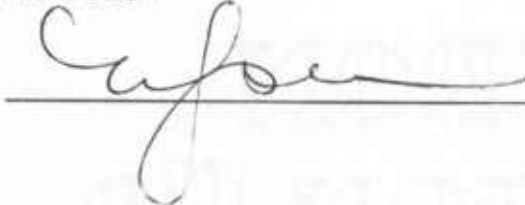
2. The Corporation shall indemnify a present or former Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

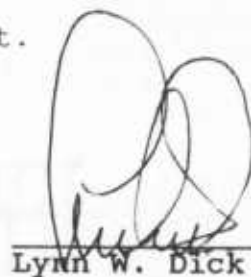
7372 2759

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 15th day of October, 1991, and I acknowledge the same to be my act.

WITNESS:





Lynn W. Dick

(SEAL)

3372 276

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

02^{MA}

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

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

76 Certificate of Merger/Transfer

Code

75 Special Fee
 80 For. Limited Partnership
 83 Cert. Limited Partnership
 84 Amendment to 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

ATTENTION:

MAIL TO ADDRESS:

Darg & Schneider, P.A.
 120 West Washington St.
 Suite 30

Hagerstown, MD 21740

TOTAL
FEES

70

Check

Cash

NOTE:

Documents on

checks

APPROVED BY:

3372 2761

ARTICLES OF INCORPORATION
OF
VISUAL EFFECTS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **NOVEMBER 7, 1991** AT **8:45** O'CLOCK **A.M.** AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

D3316585

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE 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 2 1992

RETURN TO:
DAY & SCHEIDER, P.A.
120 WEST WASHINGTON ST., STE. 300
HAGERSTOWN MD 21740

095C3050705

A 372206



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

3372 2756

APPROVED FOR RECORD

J PAM'S GAS N GO, INC. 11-02-91 at 9:25A.m.

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 PAM'S GAS N GO, 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 buying and selling gasoline, kerosene, lubricating oils and greases, anti-freezes, tires, and other supplies for automobiles and tractors. To establish, maintain, and operate a gasoline filling station; to repair tires and lubricate and wash cars; and to do everything ordinarily done by those engaged in that line of business. To operate, manage, and generally to conduct the business of merchandising and selling goods, wares, and merchandise of any and every description; and generally to engage in the business commonly known as a convenience store.

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 437A Route 1 Leitersburg Pike, 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 Street, 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 Five Thousand (5,000) shares of common stock, without par value.

SEVENTH: The corporation elects to have no Board of Directors. Until the election to have no Board of Directors

13118350 2372 2915

becomes effective, there shall be one (1) director, whose name is Pamela Hinkle.

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

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 16th day of October, 1991 and I acknowledge the same to be my act.

Jodi Wrights
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

3372 2816

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02^{mn} 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 25 Rec. Fee (Arts. of Inc.)
62 _____ Rec. Fee (Amendment)
63 _____ Rec. Fee (Merger or
Consolidation)
64 _____ Rec. Fee (Transfer)
65 _____ 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

NOTE:

Documents on _____ checks

APPROVED BY: pmName 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. Buttolph Esq.
44 N. Patomac St.
Ste. 104
Hagerstown, Md. 21790

ARTICLES OF INCORPORATION
OF
PAM'S GAS N GO, INC.

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

OF MARYLAND **NOVEMBER 7, 1991** AT **9:25** 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:

\$ _____

D3316676

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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
44 N. POTOMAC ST., STE. 104
HAGERSTOWN MD 21740

MAILED MAR 2 1992

095C3050714

A 372215



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. **3372 2814**

CHFD. RAA

STAMP

ARTICLES OF REVIVAL

FOR

11-12-91 at 902A

Tri-State Termite & Pest Control Co.. 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

Tri-State Termite & Pest Control Co.. Inc.

SECOND: The name which the corporation will use after revival is

Tri-State Termite & Pest Control Co. Inc.

THIRD: The address of the principal office in this state is

Route 8, Box 46 - Hagerstown, MD 21742

FOURTH: The name and address of the resident agent is

Ann J. Grasham

Route 8, Box 46 - Hagerstown, MD 21742

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.

3373 2271

(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.

Ann Grasham
Last Acting President/Vice President

William Grasham
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.

William H. Grackan
Director

Director

Director

AFFIDAVIT FOR REVIVAL OF A CHARTER

William Grasham
 I, Secretary/Treasurer of Tri-State Termite & Pest Control Co., 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.

William H. Grasham
 (print name beneath signature)
 William Grasham

I hereby certify that on 8/15/91 before me the
 (insert date)

subscriber, a notary public of the State of Maryland, in and for _____
 (insert name)

Washington County personally appeared William
 of county for which notary is appointed) (insert name)

H. Grasham and made oath under the penalties of perjury that
 of person swearing)

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

Betty M. Shiffal
 (signature of notary public)

My Commission expires 11/1/92

THE ARTICLES OF REVIVAL
OF
TRI-STATE TERMITE & PEST CONTROL CO., INC.

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

OF MARYLAND **NOVEMBER 12, 1991** 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**

D1731710

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE 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 2 1997

RETURN TO:
ANN GRASHAM
RT. 8, BOX 46
HAGERSTOWN

MD 21742

098C3051194

A 372610



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3373 2270

APPROVED FOR RECORD 69

11/15/91 at 8:20 a.m.

ARTICLES OF INCORPORATION
OF

1991 NOV 15 P 8:27

A.C.M. ENTERPRISES, INC.
A Maryland Close Corporation,
Organized Pursuant to Title Four of the
Corporations and Associations Article of the
Annotated Code of Maryland

THIS IS TO CERTIFY:

FIRST: That Albert C. Middleton, whose address is 33 East Avenue, Hagerstown, Maryland 21740, the Subscriber, being at least twenty-one years of age, does under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate themselves with the intent of forming a corporation by the execution and filing of these Articles.

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

A.C.M. ENTERPRISES, INC.

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

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

(a) To engage in the presentation of bids and proposals based upon customer specifications for various services and products.

(b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.

(c) To purchase, lease or otherwise acquire, hold, develop,

13198180

improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.

(d) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description.

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

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

(g) To purchase or otherwise acquire, hold and reissue shares 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 share of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all 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.

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

(i) To loan or advance money with or without security, without

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

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

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

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

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. 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 33 East Avenue, Hagerstown, Maryland 21740. The resident agent of the Corporation is Albert C. Middleton, whose post office address is 33 East 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 capital stock which the Corporation has authority to issue is fifteen hundred (1500) shares of class "A" 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, but shall never be less than one (1).

The name of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Albert C. Middleton.

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

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

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

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

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 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 12th day of November, 1991, and I acknowledge the same to be my act.

WITNESS:

Suzanne M. Moffitt

Albert C. Middleton
ALBERT C. MIDDLETON

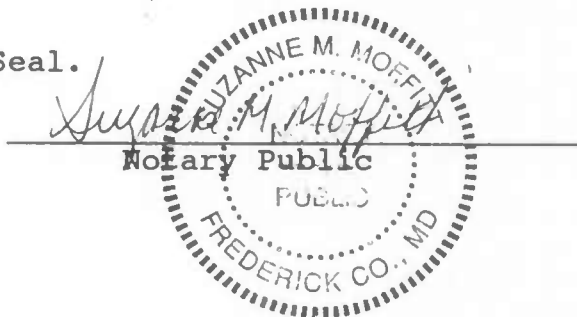
STATE OF MARYLAND, COUNTY OF FREDERICK, TO WIT:

I HEREBY CERTIFY that on this 12th day of November, 1991, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared ALBERT C. MIDDLETON, and acknowledged the foregoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Notarial Seal.

My Commission Expires:

8-6-95



STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 023.8 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: _____

MAIL TO ADDRESS: Law Offices
of Stephen A. Blessner
Attorney at Law
224 East Patrick
Street
Frederick, Md.
21701

NOTE:

3374 1793

ARTICLES OF INCORPORATION
OF
A.C.M. ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 15, 1991 AT 8:20 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3320447

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE 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 2 1992

RETURN TO:
LAW OFFICE OF STEPHEN A. GLESSNER
ATTORNEY AT LAW
224 E. PATRICK ST.
FREDERICK MD 21701

100C3051352

A 372756



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3374 1784

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

11-15-91 at 8 28 a.m.

ARTICLES OF INCORPORATION
OF

Wilfong & Sons, Inc.

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

FIRST: The undersigned, Robert E. Ward, whose post office address is 4550 Montgomery Avenue, Suite 775N, Bethesda, Maryland, being over eighteen (18) years of age and acting as incorporator, hereby forms a corporation under the general laws of the state of Maryland.

SECOND: The name of the corporation (the "Corporation") is: Wilfong & Sons, Inc.

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

(a) To own, operate, and maintain trucks and any other means of transportation now or hereafter in use for the transportation of freight, mail, express, baggage, goods, wares, merchandise, and other property of every kind and nature, and to conduct, engage in, and carry on the business of transportation of property of every class and description; and to own, operate, maintain, hold and use, purchase, construct, establish, lease, or

28 8 28 NOV 1991

otherwise acquire, mortgage, create security interests in, and sell, or otherwise dispose of or deal with terminal properties, trucks, and other vehicles for purposes of hauling and storing or contracting to haul and store freight, mail, express, baggage, goods, wares, merchandise, and other property of every kind and nature.

(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 address of the principal office of the Corporation in the State of Maryland is 32 Avalon Avenue, Hagerstown, Maryland 21740. The resident agent of the Corporation is James W. Wilfong, whose office address is 32 Avalon Avenue, Hagerstown, Maryland 21740. Said resident agent is an individual, residing in the state of Maryland.

FIFTH: The Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, the initial director of the Corporation shall be James W. Wilfong, who shall serve in such capacity until the first Annual Meeting of Stockholders or until the election to have no Board of Directors, whichever first occurs.

SIXTH: The total number of shares of stock of all classes which the Corporation has authority to issue shall be One Thousand (1,000) shares of Class A Voting Common Stock without par value and One Thousand (1,000) shares of Class B Non-Voting Common Stock without par value.

SEVENTH: 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.

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 empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized for such consideration as the Board of Directors may deem advisable.

(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 which alter the contract rights of any class of outstanding stock as expressly set forth in the charter.

(c) 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, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of such stock.

(d) 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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 30th day of October, 1991, and have acknowledged such Articles to be my act.

WITNESS:

Eleonor J Thomas Robert E. Ward
 Witness Robert E. Ward, Incorporator

2934I

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 0238 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	Name Change
20	<u>20</u>	Organ. & Capitalization	(New Name) _____
61		Rec. Fee (Arts. of Inc.)	_____
62		Rec. Fee (Amendment)	_____
63		Rec. Fee (Merger or Consolidation)	_____
64		Rec. Fee (Transfer)	_____ Change of Name
65		Rec. Fee (Dissolution)	_____ Change of Principal Office
66		Rec. Fee (Revival)	_____ Change of Resident Agent
52		Foreign Qualification	_____ Change of Resident Agent Address
50		Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51		Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	<u>10</u>	<u>1</u> Certified Copy <u>7</u>	_____ Other Change _____
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: _____
84		Amendment to Limited Partnership	_____
85		Termination of Limited Partnership	_____
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31		_____ Corp. Good Standing	
NA		Foreign Corp. Registration	MAIL TO ADDRESS: _____
87		_____ Limited Part. Good Standing	<u>Robert E. Ward</u>
71		Financial	<u>Attorney at Law</u>
600		_____ Personal	<u>Suite 775 N.</u>
		Property Reports and late filing penalties	<u>4550 Montgomery Ave.</u>
70		Change of P.O., R.A. or R.A.A.	<u>Bethesda, Md. 20814</u>
91		Amend/Cancellation, For. Limited Part.	
		Other _____	
		Other _____	

TOTAL FEES 50

☒ Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: J.M.T.

ARTICLES OF INCORPORATION
OF
WILFONG & SONS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 15, 1991 AT 8:28 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3324019

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE 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 2 1991

RETURN TO:
ROBERT E. WARD ATTORNEY A LAW
4550 MONTGOMERY AVE., STE. 775N
BETHESDA MD 20814

103C3051896

A 373129



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3375 1576

11-15-91

830a

THE PATTERSON AGENCY, INCORPORATED

ARTICLES OF VOLUNTARY DISSOLUTION

THE PATTERSON AGENCY, INCORPORATED, a Maryland Corporation, having its principal office in Hagerstown, Washington County, Maryland, (hereinafter referred to as the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth and the post office address of the principal office of the Corporation in the State of Maryland is c/o Raymond C. Patterson, 1307 Oak Hill Avenue, Hagerstown, Maryland, 21740.

THIRD: The name and address of a resident agent of the Corporation who shall serve for one (1) year after dissolution and until the affairs are wound up are Raymond C. Patterson, 1307 Oak Hill Avenue, Hagerstown, Maryland, 21740.

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

Raymond C. Patterson
1307 Oak Hill Avenue
Hagerstown, Maryland 21740

Norma J. Patterson
1307 Oak Hill Avenue
Hagerstown, Maryland 21740

John C. Patterson, Jr.
1742 Gordon Road
Hagerstown, Maryland 21740

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

Raymond C. Patterson, President
1307 Oak Hill Avenue
Hagerstown, Maryland 21740

Norma J. Patterson, Vice President
1307 Oak Hill Avenue
Hagerstown, Maryland 21740

John C. Patterson, Jr., Secretary/Treasurer
1742 Gordon Road
Hagerstown, Maryland 21740

13198157

1991 NOV - 6 A 8:36

3375 1113

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

SEVENTH: The Corporation has no known creditors.

EIGHTH: These Articles of Voluntary Dissolution are accompanied by Certificates provided by Section 3-407(c)(2) of the Corporations and Associations Article of the Annotated Code of Maryland, stating that all taxes not barred by limitations which are levied on assessments made by the State Department of Assessments and Taxation of Maryland and billed by and payable to the issuer of each of said Certificates by the Corporation, including taxes for the current year, have been paid or provided for in a manner satisfactory to the issuer of each of said Certificates. In addition, the Certificate of the Secretary of Economic and Employment Development stating that all unemployment insurance contributions, reimbursement payments, and interest not barred by limitations and payable to the Secretary are paid.

IN WITNESS WHEREOF, The Patterson Agency, Incorporated, has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 14 day of Oct, 1991, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of The Patterson Agency, Incorporated, 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.

THE PATTERSON AGENCY, INCORPORATED

BY: Raymond C. Patterson
Raymond C. Patterson, President

ATTEST:

John C. Patterson, Jr.
Secretary

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

October 9, 1991

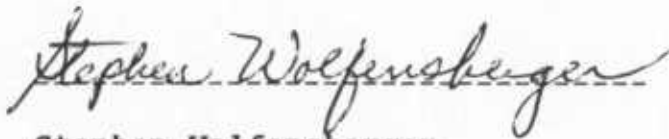
Mackley, Gilbert & Marks
ATTN: H . W. Gilbert
35 E Washington St
Hagerstown, MD 21740

RE: Tax Clearance - The Patterson Agency - ID #D-0169755

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:

The Patterson Agency, Inc. - #D0169755

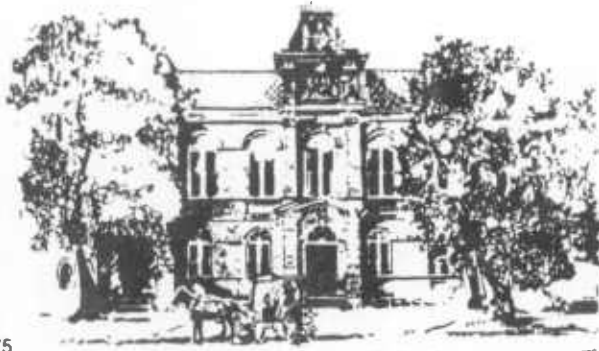
have been paid to and including fiscal year July 1, 1991 to June 30, 1992.



Stephen Wolfensberger,
Treasurer

OFFICE OF
TODD L. HERSHEY
COUNTY TREASURER
COURT HOUSE ANNEX
HAGERSTOWN, MARYLAND 21740

TELEPHONE/MARCOM: (301) 791-3173
TDD/HEARING IMPAIRED: (301) 791-3175



The Court House

SERVING WASHINGTON COUNTY SINCE 1873

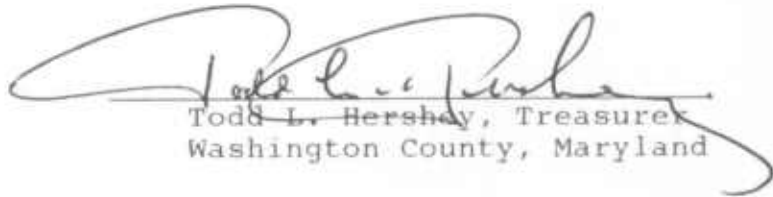
October 10, 1991

THE PATTERSON AGENCY, INCORPORATED
D-0169755

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

THE PATTERSON AGENCY, INCORPORATED

have been paid to and including the fiscal year July 1, 1991 through June 30, 1992.


Todd L. Hershey, Treasurer
Washington County, Maryland

3375 1116

OCT 11 1991



STATE OF MARYLAND

COMPTROLLER OF THE TREASURY

LOUIS L. GOLDSTEIN, COMPTROLLER

J. BASIL WISNER, CHIEF DEPUTY COMPTROLLER

GENERAL ACCOUNTING DIVISION

LOUIS L. GOLDSTEIN TREASURY BUILDING, P.O. BOX 746,
ANNAPOLIS, MARYLAND 21404-0746

ARNOLD G. HOLZ, CPA,
DIRECTOR

89

Dear Sir/Madam:

The following tax clearance certificate is being issued by the
Maryland State Comptroller's Office as requested:

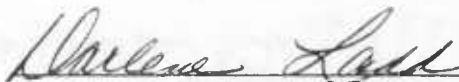
THIS IS TO CERTIFY, That the books of the State Comptroller's
Office and of the Department of Employment Security, as reflected in
their certification to the state comptroller, show that all taxes and
charges due the state of Maryland, payable through the said offices as
of the date hereof by

PATTERSON AGENCY, INC.

have been paid.

WITNESS my hand and official seal this

30TH day of OCTOBER A.D. 19 91.



DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

3375 1117

MY TELEPHONE NUMBER IS:

TTY FOR THE DEAF: ANNAPOLIS AREA 974-2609
BALTIMORE AREA 383-7555

PS-409

AN EQUAL OPPORTUNITY EMPLOYER

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 1938 BUSINESS CODE _____ COUNTY 71
 # 22 0169755 P.A. _____ Reliquious _____ 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 11 1 _____ Certified Copy JP
 56 _____ Penalty
 54 _____ For. Supplemental Cert.
 53 _____ Foreign Resolution
 73 _____ Certificate of Conveyance

Name Change
(New Name) _____

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

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 _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

H. W. Gilbert
35 E. Wash. St
Hagerstown Md
21740

TOTAL FEES 61☒ Check _____ Cash

NOTE: _____

Documents on _____ checks

APPROVED BY: JP

3375 1118

THE ARTICLES OF DISSOLUTION
OF
THE PATTERSON AGENCY, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 15, 1991 AT 8:30 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ 30.00

D0169755

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO:
H. W. GILBERT
35 E. WASHINGTON STREET
HAGERSTOWN

MAILED MAR 2 1992
MD 21740

102C3051688

A 373049



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

3375 1112

92

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

ARTICLES OF REVIVAL APPROVED FOR RECORD

FOR 11-15-91 at 907a M.

LITTLE LEAGUE BASEBALL OF HALFWAY, INC.

FIRST: The name of the corporation at the time the charter was forfeited was _____

LITTLE LEAGUE BASEBALL OF HALFWAY, INC.

SECOND: The name which the corporation will use after revival is _____

LITTLE LEAGUE BASEBALL OF HALFWAY, INC.

THIRD: The address of the principal office in this state is _____

10908 BAYBERRY COURT

HAGERSTOWN, MD 21740

FOURTH: The name and address of the resident agent is _____

KATHY GALE

10908 BAYBERRY COURT

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 forfeited whether or not barred by limitations.

The undersigned who were respectively the last acting president and treasurer of the corporation severally acknowledge the Articles to be their act.

Donald W. Banton
Last Acting President

Kathy Gale
Last Acting Treasurer

3376 1510

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, KATHY GALE, TREASURER of LITTLE LEAGUE BASEBALL OF
HALFWAY, INC., hereby declare that the previously mentioned corporation
 has paid all State and local taxes except taxes on real estate, and
 all interest and penalties due by the corporation or which would
 have become due if the charter had not been forfeited whether or
 not barred by limitations.

Kathy Gale
 KATHY GALE

I, hereby certify that on Nov. 6, 1991 before me, the
 subscriber, a notary public of the State of Maryland, in and for
WASHINGTON COUNTY personally appeared KATHY GALE and made
 oath under the penalties of perjury that the matters and facts set
 forth in this affidavit are true to the best of his knowledge,
 information and belief.

As witness my hand and notarial seal

Kathleen A. Stevens
 My Commission expires July 1, 1995

13198564

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 1838 BUSINESS CODE 04 COUNTY 71
00133975 P.A. _____ Religious _____ Close _____ Stock ☒ NonstockMerging
(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	<u>20</u>	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	<u>10</u>	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign 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: _____

Kathy Gale
16908 Bayberry Ct
Hagerstown, Md 21740
TOTAL FEES 30☒ Check _____ CashNOTE: Inc.

Documents on _____ checks

APPROVED BY: Jo

3376 1513

THE ARTICLES OF REVIVAL
OF
THE LITTLE LEAGUE OF HALFWAY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **NOVEMBER 15, 1991** AT **9:00** O'CLOCK **A.** M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ 10.00

D0133975

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
KATHY GALE
10908 BAYBERRY COURT
HAGERSTOWN

MAILED MAR 2 1992

MD 21740

106C3052318

A 373514



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3376 1509

STATE DEPARTMENT OF ASSESSMENTS
GEORGIAN SHELL FARM, INC. AND TAXATION

ARTICLES OF INCORPORATION APPROVED FOR RECORD

J 11-15-91 at 9 02 a.m.

FIRST: The undersigned, E. William Autry, Jr., whose post office address is 13625 Barnhart Road, Clear Spring, Maryland 21722, 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 Georgian Shell Farm, Inc.

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

1. To engage in the antique business and restoration of furniture,

2. To carry on any lawful operation of business and to have and exercise all the powers conferred by the laws of the state of Maryland upon corporations formed thereunder, and to do any all of the things herein before set forth to the same extent as natural persons might or could do.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 13625 Barnhart Road, Clear Spring, Maryland 21722. The name and post office address of the resident agent of the Corporation in Maryland is E. William Autry, Jr. at 13625 Barnhart Road, Clear Spring, Maryland 21722. ✓

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 1000 shares of the par value of ten cents (\$0.10) a share, all of one class, and having an aggregate par value of One Hundred Dollars (\$100.00).

SIXTH: The number of directors of the Corporation shall be two, which number may be increased or decreased pursuant to the by-laws of the Corporation, and so long as there are less than three (3) stockholders, the number of the directors may be less than three (3) but not less than the number of the stockholders, and the name of the directors who shall act until the first meeting or until their successors are duly chosen and qualified are E. William Autry, Jr. and Robert J. Farrow.

SEVENTH: The concurrence of a majority of all classes, or any class, of stock entitled to be cast on a matter shall be sufficient to take or authorize any action entitled to be taken or authorized by such class or classes of stock, unless the provisions of Maryland General Corporation Law requires a proportion greater than a majority.

EIGHTH: The Board of Directors of the stockholders may adopt,

3374 2902

13198150

alter or repeal the bylaws, but the exercise of the power by the stockholders in adopting, altering or repealing a provision of the bylaws shall take precedence.

NINTH: The Corporation reserves the right to amend, alter, change or repeal any provisions contained in the Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on November 11, 1991, and acknowledge the same to be my act.

INCORPORATOR

E. William Autry, Jr.
E. William Autry, Jr.

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

BUSINESS CODE

COUNTY

#

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	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

48

☒ 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:

Kathleen H. Gallagher

MAIL TO ADDRESS:

Talbot and Gallagher PC
6736 Old McLean Village Dr.
Upper Level
McLean, Va. 22101

NOTE:

3374 2804

ARTICLES OF INCORPORATION
OF
GEORGIAN SHELL FARM, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 15, 1991 AT 9:02 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3321577

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
TALBOTT AND GALLAGHER, PC
ATTN: KATHLEEN G. GALLAGHER
6736 OLD MCLEAN VILLAGE DR.,
UPPER LEVEL
MCLEAN

VA 22101

101C3051503

A 372886



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3374 2801

100

APPROVED FOR RECORD

11/16/91 at 8:47 .m.

ARTICLES OF INCORPORATION

CHARLES J. SUPERNAVAGE, M.D., P.C.

FIRST: I, William McC. Schildt, whose post office address is 138 West Washington Street, Hagerstown, Maryland 21740, being at least 18 years of age, hereby form a corporation under the General Laws of the State of Maryland, including the Maryland Professional Service Corporation Act.

SECOND: The name of the Corporation is Charles J. Supernavage, M.D., P.C. (the "Corporation").

THIRD: The Corporation is formed for the purposes of engaging in the business of rendering service in the practice of medicine and in any and all activities necessary or related thereto. The Corporation shall have all the general powers granted by law to Maryland professional corporations, including the power to invest its funds in real estate, mortgages, stocks, bonds, or any other type of investment and to own real or personal property necessary for the performance of a professional service.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 2257 Canterbury Drive, Hagerstown, Maryland 21742. The name and post office address of the resident agent of the Corporation in Maryland is Charles J. Supernavage, 2257 Canterbury Drive, Hagerstown, Maryland 21742.

RECEIVED

13108083 2743

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

SIXTH: The number of directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than two (2), provided:

1. If there is no stock outstanding, the number of directors may be less than two (2) but not less than one (1); and

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

The names of the directors who shall act until the first annual meeting or until their successor or successors are duly chosen and qualified are Charles J. Supernavage and Agnes M. Supernavage.

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

3372

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

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

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

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

IN WITNESS WHEREOF I acknowledge these Articles of Incorporation to be my act this 4th day of November, 1991.

WITNESS:




William McC. Schildt

3372 2745

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

BUSINESS CODE

COUNTY

#

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

Name Change
(New Name)

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

Check

Cash

Documents on checks

APPROVED BY:

NOTE:

3372 2746

ARTICLES OF INCORPORATION
OF
CHARLES J. SUPERNAVAGE, M.D., P.C.

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

OF MARYLAND **NOVEMBER 16, 1991** AT **8:47** 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:

\$ _____

D3316551

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 M C. SCHILDT, ESQ.
138 WEST WASHINGTON ST.
HAGERSTOWN MD 21740

095C3050702

A 372203



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3372 2742

ARTICLES OF INCORPORATION

OF STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
CREDICO, INC.

APPROVED FOR RECORD

THIS IS TO CERTIFY:

FIRST: I, the undersigned, Ronald E. Hull, 11-19-91 at 8:54 a.m., whose post office address is Route 1, Box 29, Robinwood Drive, 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.

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

THIRD: The purposes for which the Corporation is formed are as follows:
Leasing of automobiles.

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.

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

FOURTH: The post office address of the principal office of the Corporation in this State is Route 1, Box 29, Robinwood Drive, Hagerstown, MD 21740. The name and post office address of the Resident Agent of the Corporation in this State is Ronald E. Hull, Route 1, Box 29, Robinwood Drive, 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.

SNYDER & POOLE
ATTORNEYS AT LAW

13238110

3375 2191

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 qualified are: Ronald E. Hull.

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 13th day of Nov., 1991.

Nancy E. Hull

Ronald E. Hull
Ronald E. Hull

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

I HEREBY CERTIFY, that on this 13th day of November, 1991, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Ronald E. Hull and acknowledged the execution of the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Nancy E. Hull
Notary Public

My Commission Expires: 4-1-93

3375 2192

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT 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	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	<u>8</u>	<u>1</u> Certified Copy <u>2</u>
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance

Name Change
(New Name) _____

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

76 _____ Certificate of Merger/Transfer

Code _____

75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to 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 _____

ATTENTION: G. E. Chip Snyder, JrMAIL TO ADDRESS: Snyder + Poole, P.A.
28 Jonathan Street
Hagerstown, Md. 21740TOTAL FEES 48☒ Check _____ CashNOTE: Copy made

_____ Documents on _____ checks

APPROVED BY: JMT

3375 21

ARTICLES OF INCORPORATION
OF
CREDICO, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 19, 1991 AT 8:54 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3324811

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE 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 2 1992

RETURN TO:
SYNDER & POOLE, P.A.
ATTN: G.E. CHIP SYNDER, JR.
28 JONATHAN ST.
HAGERSTOWN MD 21740

104C3052009

A 373245



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

3375 2190

APPROVED FOR RECORD

11-19-91 at 4:00 p.m.

APPALACHIAN GOOSE SANCTUARY, INC.

ARTICLES OF VOLUNTARY DISSOLUTION

Appalachian Goose Sanctuary, 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 138 West Washington Street, Hagerstown, Washington County, 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 James D. Johnson, Jr., 138 West Washington Street, Hagerstown, Maryland 21740.

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

Daniel L. Hohman
1424 The Terrace
Hagerstown, MD 21740

John A. Moran
1860 Fountainhead Road
Hagerstown, MD 21740

Lem E. Kirk
Kirkland Heights
Hancock, MD 21750

John A. Latimer, III
712 Briarcliff Drive
Hagerstown, MD 21740

Roy E. Pittman
Box 97
Hancock, MD 21750

Paul F. Webster
111 Logan Boulevard
Altoona, PA 16602

13238185 3375 123

Russell McLucas
114 West North Street
McConnellsburg, PA 17233

Russell B. Keener
2121 Fairfax Road
Hagerstown, MD 21740

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

Daniel L. Hohman
President
1424 The Terrace
Hagerstown, MD 21740

John A. Moran
Treasurer
1860 Fountainhead Road
Hagerstown, MD 21740

Lem E. Kirk
Vice President
Kirkland Heights
Hancock, MD 21750

Russell B. Keener
Secretary
2121 Fairfax Road
Hagerstown, MD 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 as follows: (a) a majority of the Board of Directors of the Corporation adopted a resolution declaring that the voluntarily dissolution of the Corporation was advisable and directing that the proposed voluntary dissolution be submitted for consideration to the Stockholders of the Corporation; (b) The voluntary dissolution of the Corporation as so proposed, duly approved by the Stockholders of the Corporation by the affirmative vote two-thirds of all Stockholders of the Corporation.

SEVENTH: The Corporation has no known creditors.

EIGHTH: These Articles of Voluntary Dissolution are accompanied by Certificates provided by Section 3-407(c)(2) of the Corporations and Associations Article of the Annotated Code

of Maryland, stating that all taxes not barred by limitations which are levied on assessments made by the State Department of Assessments and Taxation of Maryland and billed by and payable to the issuer of each 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.

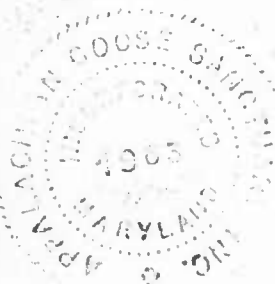
IN WITNESS WHEREOF, Appalachian Goose Sanctuary, Inc. has caused these presents to be signed in its name and on its behalf by its Vice President and its corporate seal to be hereunder affixed and attested by its Secretary on this 12 day of November, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of Appalachian Goose Sanctuary, 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:

APPALACHIAN GOOSE SANCTUARY, INC.

Russell B Keener
Russell B. Keener, Secretary

BY: Lem E. Kirk
Lem E. Kirk, Vice President





STATE OF MARYLAND

COMPTROLLER OF THE TREASURY

LOUIS L. GOLDSTEIN, COMPTROLLER

J. BASIL WISNER, CHIEF DEPUTY COMPTROLLER

GENERAL ACCOUNTING DIVISIONLOUIS L. GOLDSTEIN TREASURY BUILDING, P.O. BOX 746,
ANNAPOLIS, MARYLAND 21404-0746ARNOLD 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

APPALACHIAN GOOSE SANCTURY, INC.

have been paid.

WITNESS my hand and official seal this

30TH day of OCTOBER A.D. 19 91.

Barbara Ladd
DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

RECEIVED NOV 24 1991

MY TELEPHONE NUMBER IS:

TTY FOR THE DEAF: ANNAPOLIS AREA 974-2609
BALTIMORE AREA 383-7555

PS-409

AN EQUAL OPPORTUNITY EMPLOYER

OFFICE OF
TODD L. HERSHEY
COUNTY TREASURER
COURT HOUSE ANNEX
HAGERSTOWN, MARYLAND 21740

TELEPHONE/MARCOM: (301) 791-3173
TDD/HEARING IMPAIRED: (301) 791-3175



The Court House

SERVING WASHINGTON COUNTY SINCE 1873

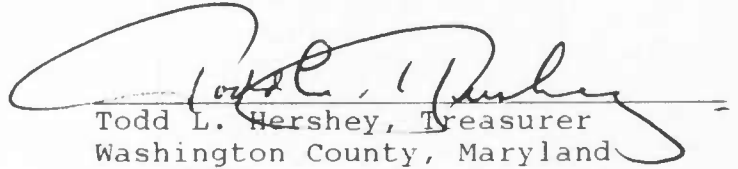
October 28, 1991

APPALACHIAN GOOSE SANCTUARY, INCORPORATED

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 for

APPALACHIAN GOOSE SANCTUARY, INCORPORATED

has never had an assessment figure for Washington County, Maryland. Therefore no taxes are owing.


Todd L. Hershey, Treasurer
Washington County, Maryland

RECEIVED OCT 30 1991

3375 12

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 19 P✓ BUSINESS CODE _____ COUNTY 71
D0047621 _____ P.A. _____ Religious _____ Close _____ Stock _____ NonstockMerging
(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	<u>20</u>	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance

Name Change
(New Name) _____

<input type="checkbox"/>	Change of Name
<input checked="" type="checkbox"/>	Change of Principal Office
<input checked="" type="checkbox"/>	Change of Resident Agent
<input checked="" type="checkbox"/>	Change of Resident Agent Address
_____	Resignation of Resident Agent
_____	Designation of Resident Agent and Resident Agent's Address
_____	Other Change _____

76 _____ Certificate of Merger/Transfer

75	<u>30</u>	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign 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 _____

Code _____

ATTENTION:

James H. Johnson Jr.

MAIL TO ADDRESS:

Strite and Schilott
138 West Washington St.
Hagerstown, Md. 21741

TOTAL
FEES 50☒ Check☐ Cash

Documents on _____ checks

APPROVED BY: *HN*

NOTE:

ack

3375 123

THE ARTICLES OF DISSOLUTION
OF
APPALACHIAN GOOSE SANCTUARY, INC.

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

OF MARYLAND NOVEMBER 19, 1991 AT 4:00 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ 30.00

D0047621

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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
JAMES JOHNSON, JR.
138 W. WASHINGTON STREET
HAGERSTOWN MD 21740

MAILED MAR 2 1992

102C3051723

A 373083



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3375 1231

116

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

ARTICLES OF INCORPORATION

APPROVED FOR RECORD

11-22-91 at 8:55A.m.

OF

ORCINO FARMS, INC.

THIS IS TO CERTIFY:

FIRST: That I, Giovanni P. Orcino, of Rohrersville, Washington County, Maryland, being at least eighteen (18) years of age, do, under and by virtue of the general laws of the State of Maryland authorizing the formation of corporations, associate myself as incorporator with the intention of forming a corporation.

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

ORCINO FARMS, INC.

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

To engage in the business of establishing, maintaining and operating farming operations, including, but not limited to, crop growing, dairy production, livestock sales and any other such similar activities, in all of its phases; and in connection therewith, purchasing, leasing, selling and in any manner dealing with personal property appurtenant or incident to and useful in the farming business, at wholesale, retail or otherwise, together with all rights incident thereto; and to purchase, own, hold, lease, convey and otherwise use and enjoy real and personal property of all kinds for the operation of the aforesaid business; to acquire, construct, maintain and operate

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buildings and equipment deemed necessary or convenient in connection therewith; and to have any and all powers to carry out the purposes above set forth as fully as natural persons, whether as principals, agents, trustees or otherwise.

To acquire by purchase, or in any other manner, to take, receive, own, hold, use, employ, improve and sell or otherwise deal with any property, whether real, personal and/or mixed, or any interest therein wherever situated.

To purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, loan, pledge or otherwise dispose of, and otherwise use and deal in and with shares, or other interests in, or obligations of, other corporations of this State, of foreign corporations, and of associations, partnerships and individuals.

To make contracts, incur liabilities and borrow money; to sell, mortgage, lease, pledge, exchange, convey, transfer and otherwise dispose of all or any part of its property and assets; to issue bonds, notes and other obligations, and secure the same by mortgage or deed of trust of all or any part of its property, franchises and income.

To invest its surplus funds and to lend money from time to time, in any manner, which may be appropriate to enable it to carry on the operations or to fulfill the purposes named in its charter, and to take and hold real and personal property, or any interests therein as security for the payment of funds so invested or loaned.

To acquire shares of its own stock and its own bonds, notes and other obligations subject to the limitations of law.

To elect officers and appoint agents of the Corporation, and to define their duties and determine their compensation, and to adopt and carry into effect employee and officer benefit plans.

To designate, by resolution passed by a majority of the whole board, one or more committees each to consist of two or more directors, which committees, to the extent provided in such resolution or in the By-Laws of the Corporation, shall have and may exercise any or all of the powers of the Board of Directors in the management of the business and affairs of this Corporation, and shall have power to authorize the seal of this Corporation to be affixed to all papers which may require it.

To make reasonable gifts or contributions out of profits when authorized by its Board of Directors to do so.

To make and alter By-Laws not inconsistent with law or with these Articles of Incorporation for regulating the government of the Corporation and for the administration of its affairs.

To transact its business, carry on its operations and exercise the powers granted by law in any state, territory, district or possession of the United States.

To do any or all of the things herein set forth as principal, agent, contractor, trustee or otherwise, alone or in company of others, or by or through a subsidiary corporation or corporations.

Generally to exercise the powers set forth in these Articles of Incorporation and those granted by law and to do every other act or thing not inconsistent with law, which may be appropriate to promote and attain the purposes set forth in these Articles of Incorporation.

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

FOURTH: The address of the principal office of the Corporation in this State will be 4906 Rohrersville Road, Rohrersville, Maryland 21779. The resident agent of the Corporation is Giovanni P. Orcino, whose address is 4906 Rohrersville Road, Rohrersville, Maryland 21779. Said resident agent is a citizen of the State of Maryland and actually resides therein. ✓

FIFTH: The Corporation shall have three (3) Directors and said 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 as such until the organizational meeting of the first annual meeting shall be held, whichever shall first occur, or until their successors are duly chosen and qualified are:

GIOVANNI P. ORCINO

ROSA P. ORCINO

FAYE ORCINO

SIXTH: The total amount of authorized capital stock of the Corporation is 1000 shares of common stock having a \$1.00 per share par value.

SEVENTH: The Board of Directors of the Corporation is hereby empowered to authorize the issuance, from time to time, of shares of its stock of any class, whether now or hereafter authorized; and securities convertible into shares of its stock of any class, whether now or hereafter authorized; and to provide for cumulative voting and/or preemptive rights for such considerations as said Board of Directors may deem advisable; subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporations.

The reasonable charges and expenses of organization or reorganization of this Corporation and reasonable compensation for the sale or underwriting of its stock may be paid or allowed out of the consideration received in payment of the stock of this Corporation without thereby rendering such stock not fully paid and non-assessable or thereby rendering the stated capital impaired.

EIGHTH: No holder of, or subscriber to, the stock of this Corporation shall be liable or responsible for any debts or obligations of this Corporation nor in any event shall such debts or obligations be payable out of any funds or properties other than those of this Corporation.

NINTH: Directors, officers and stockholders shall have the rights to contract with the Corporation in all respects.

TENTH: 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.

ELEVENTH: The duration of this Corporation shall be perpetual.

IN WITNESS WHEREOF, I, Giovanni P. Orcino, the incorporator of Orcino Farms, Inc., have hereunto set my hand and seal to the above instrument this _____ day of _____, 1991, and do hereby acknowledge the same to be my act and deed.

WITNESS:

 (SEAL)
GIOVANNI P. ORCINO

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 02^{MA} BUSINESS CODE 03 COUNTY 21# _____ P.A. _____ Religious _____ Close ☒ Stock _____ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

10		Expedited Fee
20	<u>30</u>	Organ. & Capitalization
61	<u>30</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	<u>12</u>	<u>1</u> Certified Copy <u>6</u>
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign 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: _____

Barton D. Moorstein
ESA

MAIL TO ADDRESS: _____

Blank + Moorstein
22 W. Jefferson St.
Rockville, Md. 20850TOTAL FEES 52☒ Check

_____ Cash

_____ Documents on _____ checks

APPROVED BY: PCMNOTE: Copy made

3375 2972

ARTICLES OF INCORPORATION
OF
ORCINO FARMS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 22, 1991 AT 8:55 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3325727

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:

BLANK & MOORSTEIN

ATTN: BARTON D. MOORSTEIN

22 W. JEFFERSON STREET

ROCKVILLE

MAILED MAR 2 1992

MD 20850

105C3052105

A 373334



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3375 2915

124

APPROVED FOR RECORD

11-22-91 at 9:10 A.m.

ARTICLES OF INCORPORATION
OF

P, C & E CEMETERY SALES AND MANAGEMENT, INC.

FIRST: I, James W. Stone, whose post office address is 28 West Washington Street, Hagerstown, Maryland 21740, being over eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is P, C, & E Cemetery Sales and Management, Inc.

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

(1) To engage in the business of cemetery sales and management; 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 1601 Pennsylvania Avenue, Hagerstown, Maryland 21742. The name and post office address of the Resident Agent of the Corporation in this State is Charles S. Brown, 1601 Pennsylvania Avenue, Hagerstown, Maryland 21742. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 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

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duly elected and have qualified are: Charles S. Brown and Eric L. 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.

3375 2895

(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) No present or former Director or Officer of the Corporation shall be liable to the Corporation or its stockholders for monetary damages except to the extent that either: (a) it is proved that such Director or Officer actually received improper benefit or profit in money, property or services, or (b) a judgment or other final adjudication adverse to such Director or Officer is entered in a proceeding based upon a finding in such proceeding that such Director's or Officer's action or failure to act was the result of active and deliberate dishonesty or was intentionally wrongful, willful, or malicious, and such finding, in either case, was material to the cause of action adjudicated in such proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 21st day of November, 1991, and I acknowledge the same to be my act.

WITNESS:

Debra M. Kline James W. Stone
James W. Stone

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

I HEREBY CERTIFY, That on this 21st day of November, 1991, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared James W. Stone and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Debra McClure Kline
Notary Public

My Commission Expires:
November 1, 1993

Mail to: James W. Stone, Esquire
28 West Washington Street
Hagerstown, MD 21740

3375 2896

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE MA 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	Name Change (New Name) _____
10		Expedited Fee	
20	<u>20</u>	Organ. & Capitalization	
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	
62		Rec. Fee (Amendment)	
63		Rec. Fee (Merger or Consolidation)	
64		Rec. Fee (Transfer)	_____ Change of Name
65		Rec. Fee (Dissolution)	_____ Change of Principal Office
66		Rec. Fee (Revival)	_____ Change of Resident Agent
52		Foreign Qualification	_____ Change of Resident Agent Address
50		Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51		Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13		_____ Certified Copy _____	_____ Other Change _____
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: _____
84		Amendment to Limited Partnership	<u>James W. Stone, ESQ.</u>
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31		_____ Corp. Good Standing	
NA		Foreign Corp. Registration	MAIL TO ADDRESS: <u>Miller, Oliver</u>
87		_____ Limited Part. Good Standing	<u>Beachley & Stone</u>
71		Financial	<u>28 W. Washington St</u>
600		_____ Personal	<u>P O Box 1269</u>
		Property Reports and _____ late filing penalties	<u>Hagerstown, Md. 21741 -</u>
70		Change of P.O., R.A. or R.A.A.	<u>1269</u>
91		Amend/Cancellation, For. Limited Part.	
		Other _____	
		Other _____	

TOTAL FEES 40 ☒ Check _____ Cash

Documents on _____ checks

APPROVED BY: PCM

NOTE:

ARTICLES OF INCORPORATION
OF
P, C & E CEMETERY SALES AND MANAGEMENT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 22, 1991 AT 9:10 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3325677

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE 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 2 1992

RETURN TO:
MILLER, OLIVER, BEACHLEY & STONE
ATTN: JAMES W. STONE, ESQ.
28 W. WASHINGTON ST.
P.O. BOX 1269
HAGERSTOWN MD 21741 1269

105C3052100

A 373329



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

3375 2893

STATE DEPARTMENT OF ASSESSMENT
AND TAXATION

SERVPRO OF WASHINGTON COUNTY APPROVED FOR RECORD

ARTICLES OF INCORPORATION

11-22-91

9:10a

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 **Servpro of Washington County, Inc.**

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

(1) To engage in the business of cleaning and restoration; 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 8014 Mapleville Road, Boonsboro, Maryland 21713. The name and post office address of the Resident Agent of the Corporation in this State is Jeffrey D. Cullison, 8014 Mapleville Road, Boonsboro, Maryland 21713. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares of 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: Jeffrey D. Cullison and Rhonda Y. N. Cullison.

Sept91(b)\SERVPRO.AOI

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Schlossberg & DiGirolamo
Attorneys at Law

134 West Washington Street
Hagerstown, Maryland 21740

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

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or 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 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: (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

Sept91(b)\SERVPRO.AOI

3375 2055

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 21st day of November, 1991, and I acknowledge the same to be my voluntary act and deed.

Ansel L. Burgem
Witness

Thomas M. DiGirolamo (SEAL)
Thomas M. DiGirolamo

Schlossberg & DiGirolamo
Attorneys at Law

134 West Washington Street
Hagerstown, Maryland 21740

Sept91(b)\SERVPRO.AOI

3375 2056

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 02^{mh} BUSINESS CODE 03 COUNTY 71# _____ P.A. _____ Religious _____ Close ☒ Stock _____ Nonstock _____Merging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

10	<u>30</u>	Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance

Name Change
(New Name) _____

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

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 _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Thomas Di Girolamo
PO Box 4227
Hagerstown Md
21741-4227

TOTAL FEES 70☒ Check _____ Cash

NOTE: _____

_____ Documents on _____ checks

APPROVED BY: AS

3375 2057

ARTICLES OF INCORPORATION
OF
SERVPRC OF WASHINGTON CCUNTY, INC.

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

OF MARYLAND NOVEMBER 22, 1991 AT 9:10 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3324522

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE 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 2 1992

RETURN TO:
THOMAS DI GIROLAMO
P. O. BOX 4227
HAGERSTOWN

MD 21741 4227

104C3051980

A 373220



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3375 2053

134

APPROVED BY BOARD

L.A. CAMERA OF MARYLAND, INC.

ARTICLES OF SALE AND TRANSFER

11-27-91

at

8:40 Am.

ARTICLES OF SALE AND TRANSFER, entered into this 27 day of November, 1991, by and between L.A. Camera of Maryland, Inc., (hereinafter sometimes referred to as the "Transferor"), and Visual Effects, Inc., (hereinafter sometimes referred to as the "Transferee").

THIS IS TO CERTIFY:

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

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

Transferor is L.A. Camera of Maryland, Inc., a corporation organized under the laws of the State of Maryland.

Transferee is Visual Effects, Inc., 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 NINTH herein, paid to Transferor, is Five Thousand Dollars (\$5,000.00) for leasehold fixtures, Nine Thousand Dollars (\$9,000.00) for equipment, Fifty Thousand Dollars (\$50,000.00) for inventory and One Thousand Dollars (\$1,000.00) for a covenant not to compete.

FOURTH: The location of the principal office of Transferor in the State of Maryland is 1905 Pennsylvania Avenue, 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 1633 Woodlands Run, Hagerstown, Maryland 21742.

SIXTH: The transfer contemplated by these Articles of Sale and Transfer are being done pursuant to Article 6 of the Maryland Commercial Law Article, Annotated Code of Maryland. The Transferee does not assume the liabilities of the Transferor and the Transferor agrees to hold the Transferee harmless from any claims arising as a result of any liabilities of the 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

3377 1161

13318207

resolution declaring that the sale, assignment and transfer of substantially all the assets of Transferor as herein set forth is advisable and directing that these Articles of Sale and Transfer be submitted for action thereon by the directors of Transferor and by unanimous written informal action, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

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

EIGHTH: 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.

NINTH: In consideration of the payment to Transferor of Sixty Five Thousand Dollars (\$65,000.00) in accordance with the terms and conditions of an Agreement of Sale between the Transferor and Transferee dated November 4, 1991, Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, its successors and assigns:

SEE ATTACHED SCHEDULE OF ASSETS

TENTH: 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.

3377

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

IN WITNESS WHEREOF, L.A. Camera of Maryland, Inc. and Visual Effects, Inc., parties to these Articles of Sale and Transfer, have caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of each party to these Articles of Sale and Transfer and for the Corporation by its president or vice president and attested by the secretary or an assistant secretary, as of this _____ day of November, 1991.

ATTEST:

L.A. CAMERA OF MARYLAND, INC.

BY:

Lawrence R. Rife, III, President

VISUAL EFFECTS, INC.

BY:

Lynn W. Dick, President

THE UNDERSIGNED, President of L.A. Camera of Maryland, 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.

Lawrence R. Rife, III, President

THE UNDERSIGNED, President of Visual Effects, 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.

Lynn W. Dick, President

3377 1163

The following list represents the machinery, furniture, and fixtures which are currently located in L.A. Cameras, Inc. at 1905 Pennsylvania Avenue, **137** ~~Washington~~ ^{Beltsville} ~~MD.~~ ^{MD.} It is understood by both parties involved, by their signatures on this document, that in the event of a default by Lynn Dick, ownership of the following will revert back to Larry Rife:

- (1) Noritsu QSF-450L-EUBNF Film Processor
- (1) Noritsu QSS-1201VU-M Main Body 1201 Component
 - (1) QPFV-46017H-4U- Printer, Paper Processor, Cutter, Sorter
 - (1) Zoom Lens
 - (1) Auto Paper Mask 1001
 - (1) Neg Carrier 135F
 - (1) Neg Carrier 126
 - (1) Neg Carrier 110
 - (1) Paper Magazine
 - (1) Backside Printer QSS
 - (1) IC Card
 - (1) Rack Carry Tank
 - (1) Contam Cover
 - (1) Floor Tray QSS-1001

- (1) Super Scanner 1201

QSS-1201VU-M System Total

- (1) SB-3 Leader Puller
- (1) Lens 6X4.5 3.5X5 BL 1201
- (1) Lens 6X6 BL 1201
- (1) Lens 6X7 3.5X5 BL 1201
- (1) Neg Carrier 6X4.5 1201
- (1) Neg Carrier 6X6 1201
- (1) Neg Carrier 6X7 1201
- (1) Paper Magazine All Sizes 1201
- (1) ENV-M5 Film Enveloper
- (1) Auto Neg Carrier 135 1201
- (1) Neg Carrier Greeting 4" 1201
- (1) Greeting Lamp Box 1201
- (1) Neg Carrier Disc 1201
- (1) Mirror Tunnel Disc 1001
- (1) Mirror Tunnel 120 10/12
- (2) M-301 Tape Dispenser (\$59.00 each)
- (1) Pricing Unit

ach)



3377 1164

(1) Silver Recovery Unit-Omni 16

(2) MX40 Mixers (\$570.00 each)

(1) X-Rite Densitometer-Model 820

(1) Nora Neg Set of 120

(1) Nora Auto-reorder w/BEN

(2) Film Hanger Racks (\$179.00 each)

(1) Noritsu QSS-602-QSS Enlargement System

(1) Enlarger Printer

(1) Neg Carrier 135F

(1) Negative Carrier

(1) Paper Magazine

(1) Dark Bag

(1) Correction Value

(1) Paper Processor

(1) Water Economizer

(2) Tray Rack f/Cleaning

(1) Contam Cover QSP

(1) Floor Tray

(1) Neg Carrier 6X4.5 602/613

(1) Neg Carrier 6X7 602/613

(1) Sanyo ECR-505 Cash Register

(1) Delta Sink w/Stand

(1) Capri Microwave (model 4018901080)

(1) GE Refrigerator (model TBF12DDB)

(1) Water Cooling Unit (Chiller)


(1) Aerione Neg Cleaner

(1) Air Compressor


(1) Film Drop-off Box

(1) Roller Paper Cutter

(1) Blade Paper Cutter

X 
Signature

X 11/8/91
Date

X 
Signature

X 11/8/91
Date

3377 1165

SCHEDULE 2

All inventory at the premises.

All Inventory requirements as stipulated in the Agreement of Sale dated 11/4/91. have been met. The agreed inventory exceeded \$50,000⁰⁰ AT COST as of the close of business on 11/9/91 and ownership was transferred.

Richard, Pres. Visual Effects Inc 11/9/91
 J & R Refr Pres. L.A Camera's 11/9/91

Witness Cary M. [Signature]
 Allins [Signature]

SCHEDULE 3

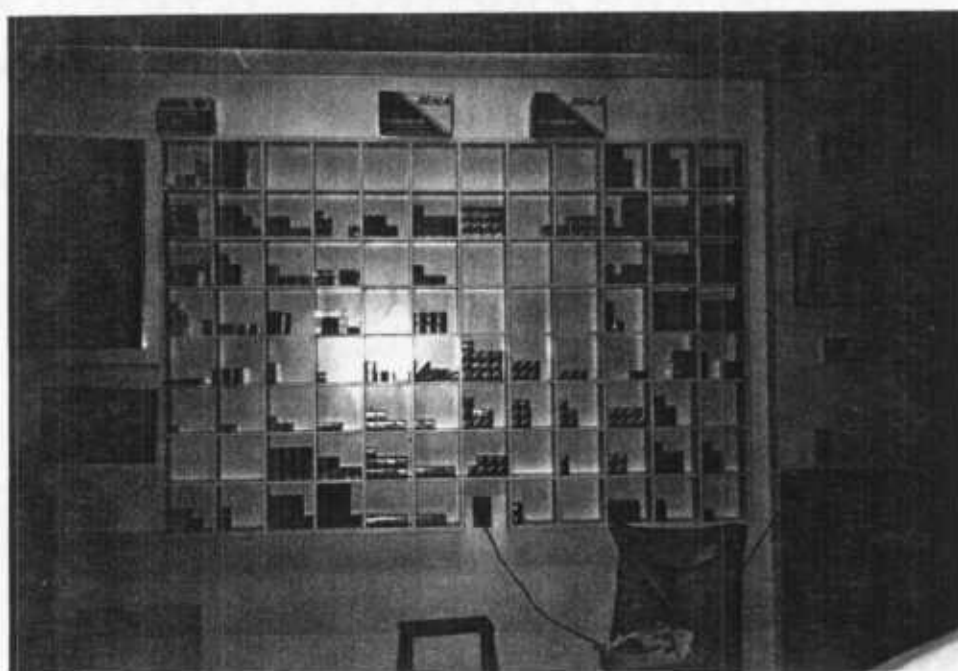
FURNITURE AND FIXTURES

Fixtures and Furniture as per attached photographs
and blueprints dated 11/9/91. This includes all.
Furniture and Fixtures at close of business as of
11/9/91 after change of ownership.

John R. Deane, Pres. Visual Effects Inc. 11/9/91
John R. Deane, Pres. 6. Acameras

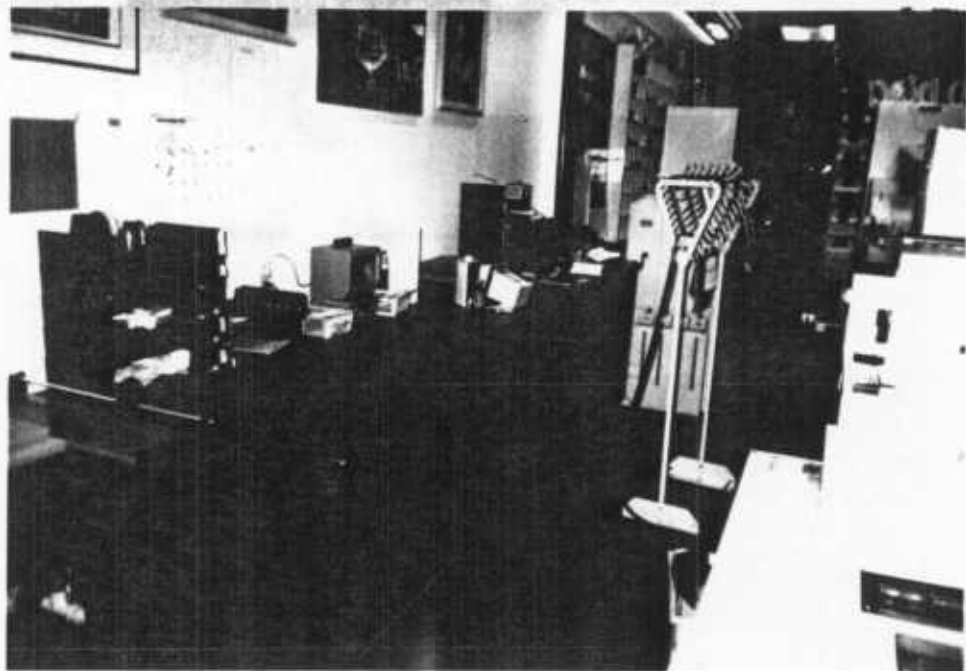
Witness

Witness. Cary M. Dmley





3377 1169

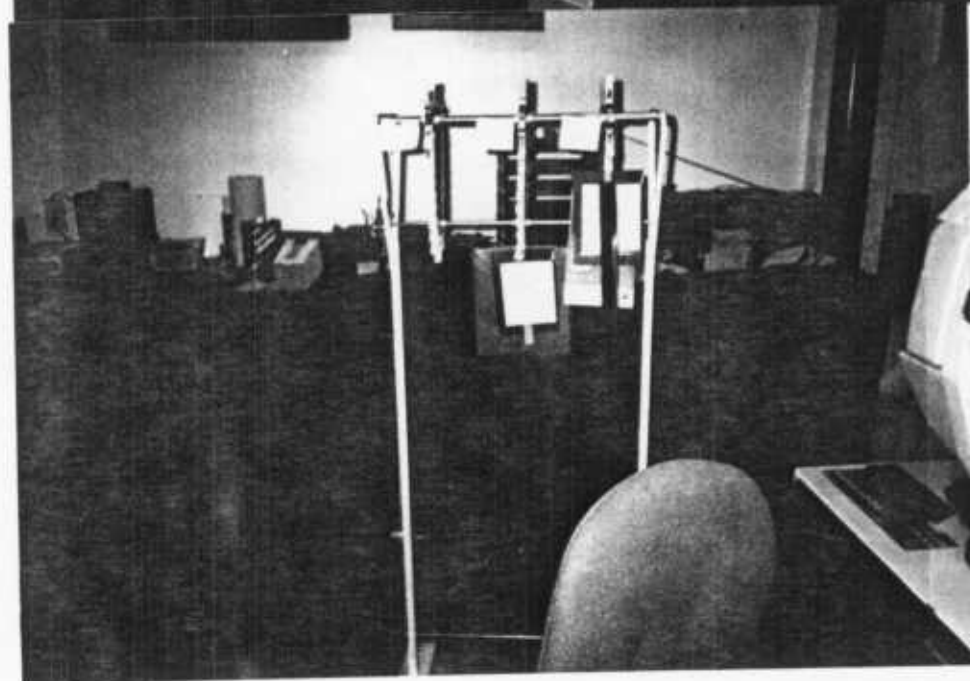




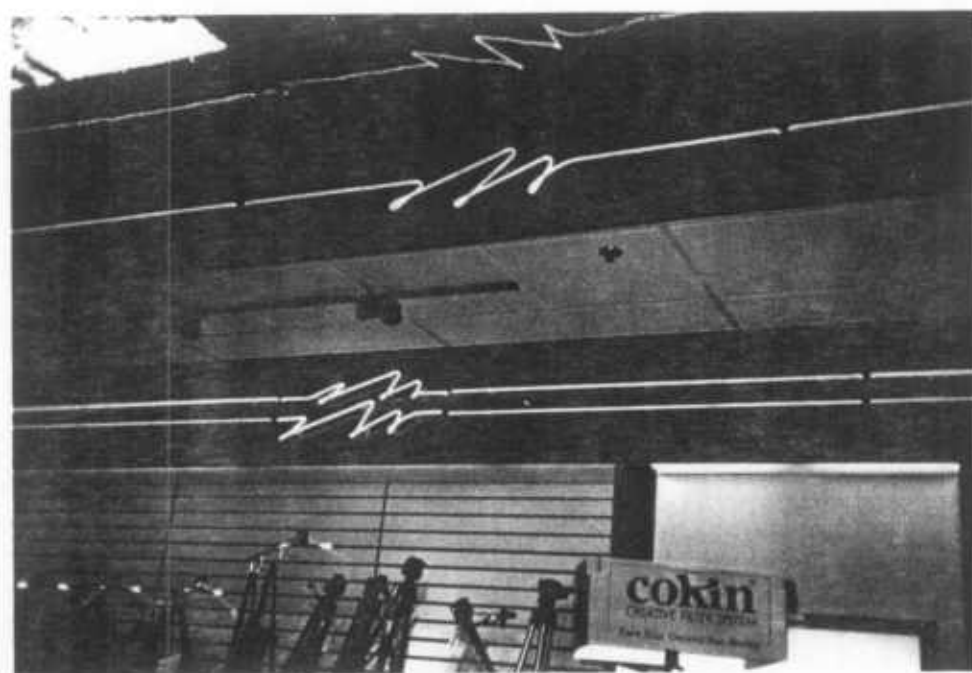
3377 1171

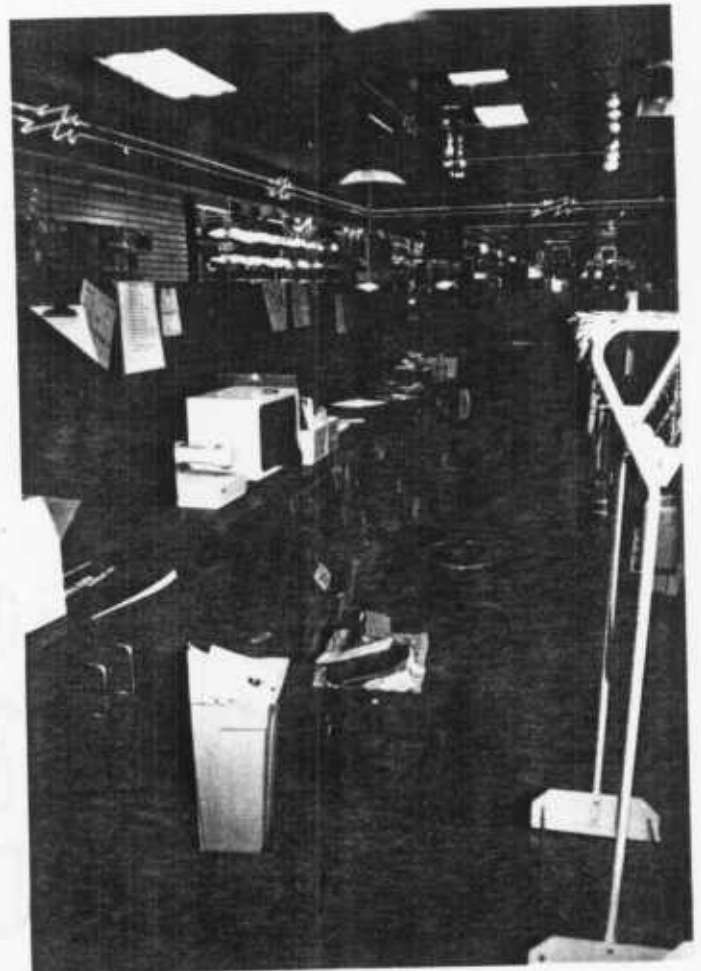
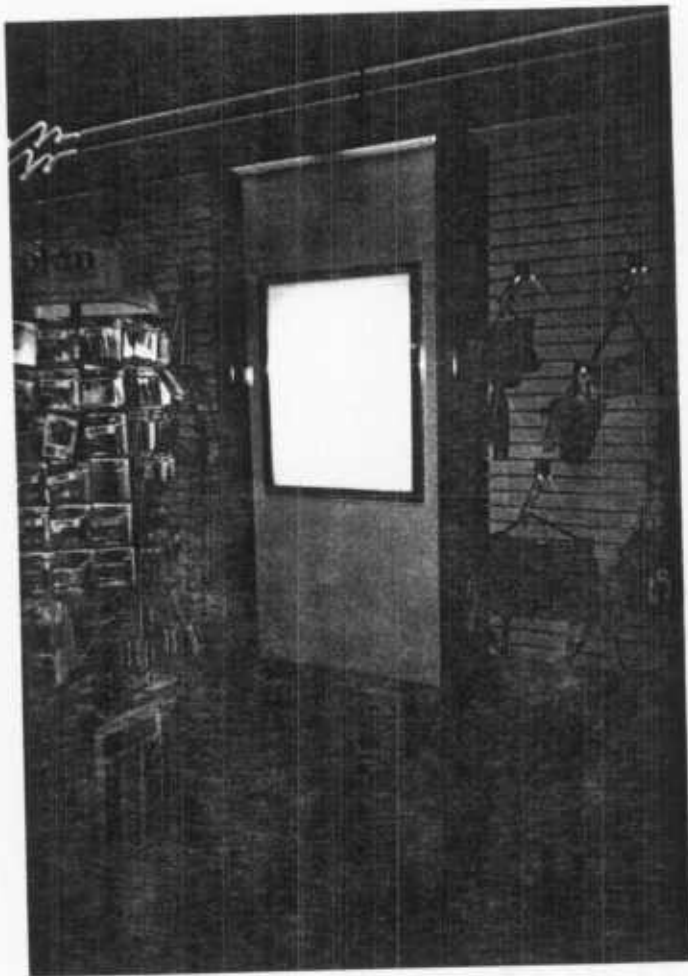
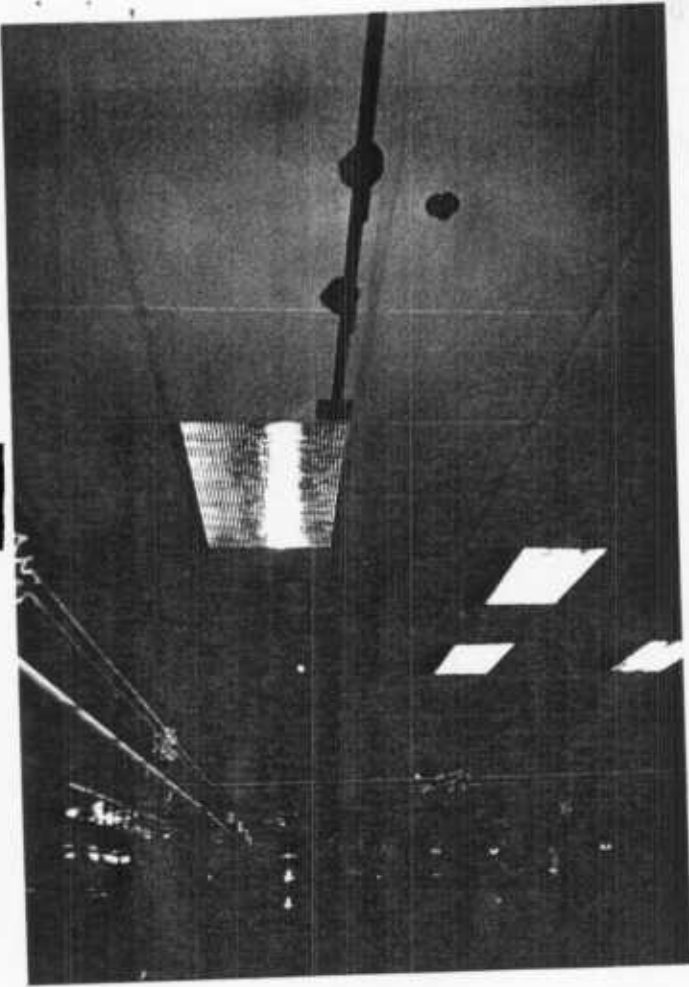


115

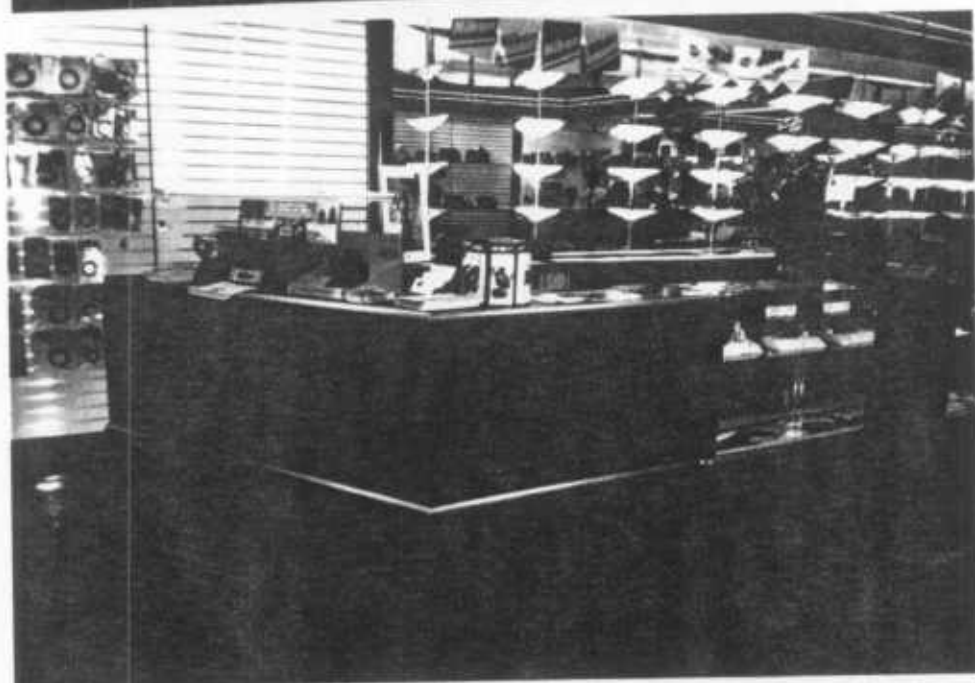


377 117

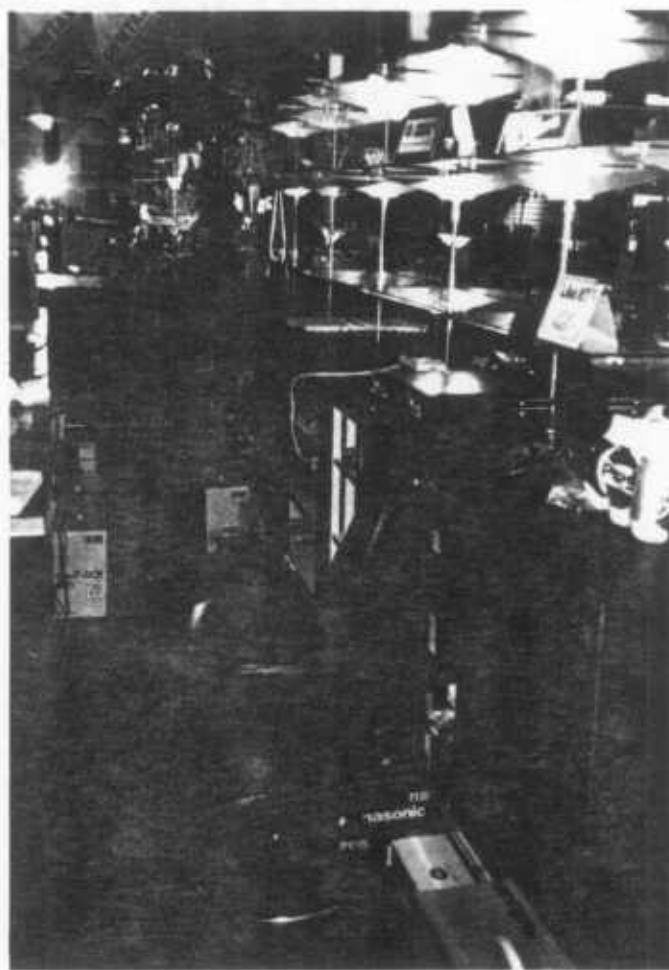




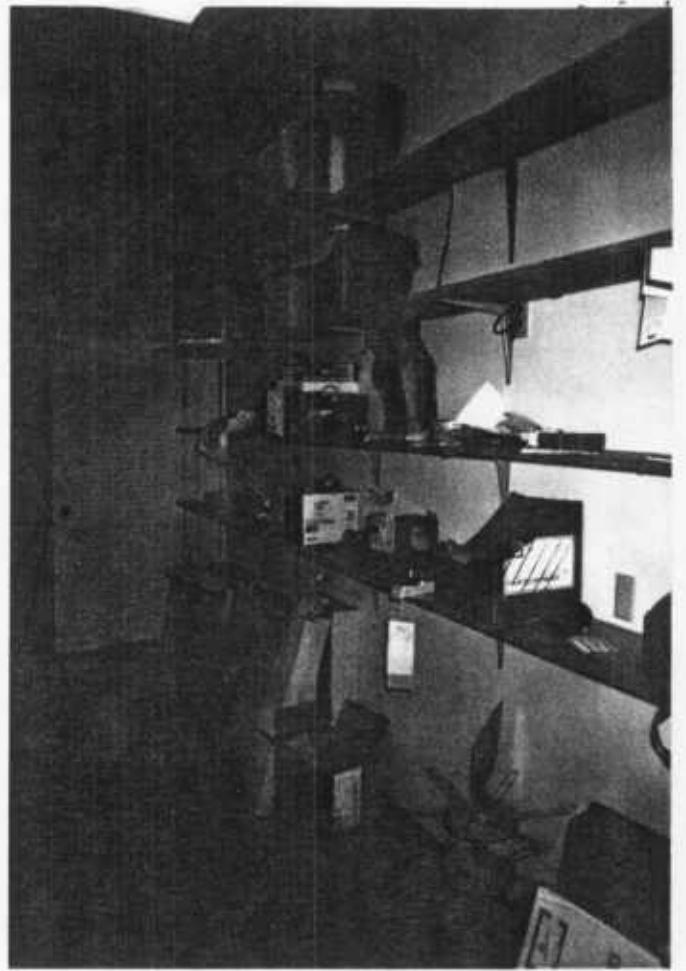
3377 1174



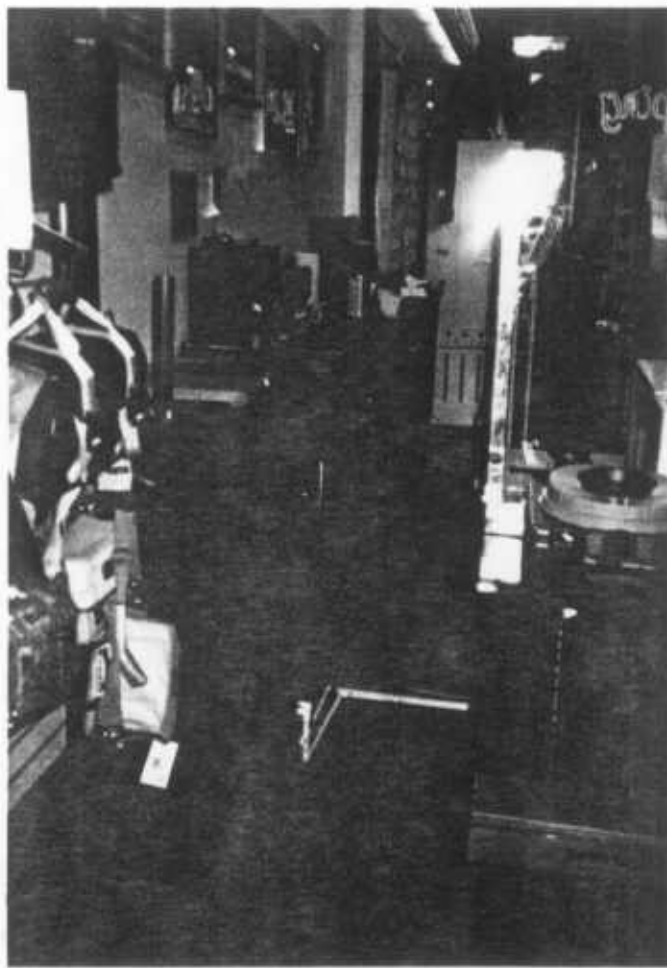
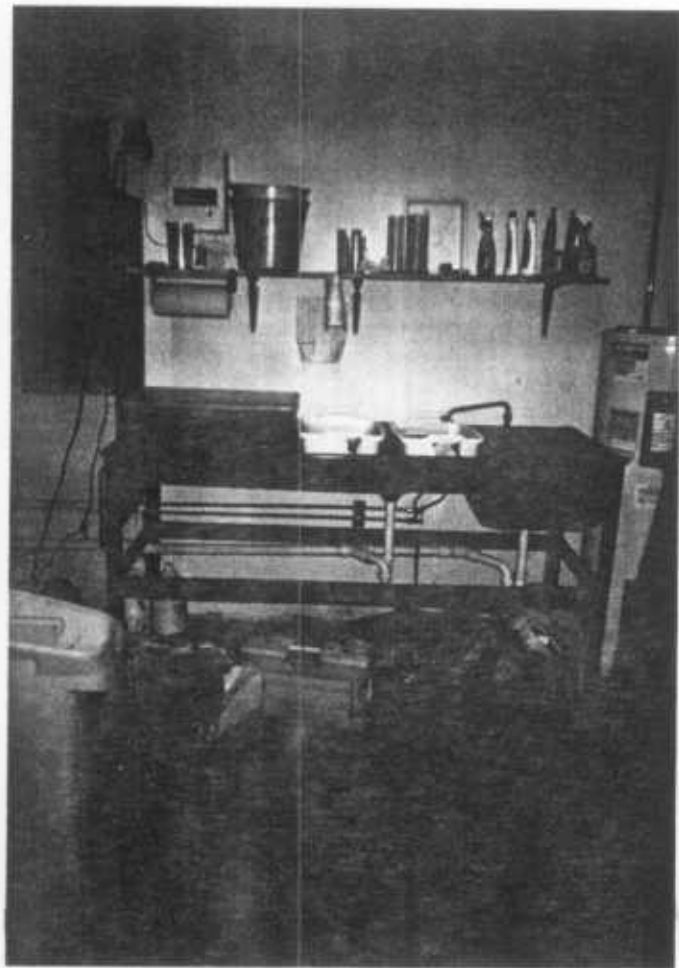




3377 1176



3377 1177



3377 1178

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

12

BUSINESS CODE

COUNTY

71

P.A.

Religious

Close

Stock

Nonstock

Merging

(Transferor)

Surviving

(Transferee)

L.A. Camera of
Maryland, Inc.

Visual EFFECTS, Inc.

D3316585

D2743242

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
66		Penalty
64		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

70		Property Reports and late filing penalties
91		Change of P.O., R.A. or R.A.A.
		Amend/Cancellation, For. Limited Part.
		Other
		Other

TOTAL
FEES

20

Check

Cash

Documents on

checks

APPROVED BY:

JMT

NOTE:

Code

ATTENTION:

Michael G. Day, ESQ.

MAIL TO ADDRESS:

Day + Schneider
Ste 300
120 W. Washington St
Hagerstown, Md. 21740

3377 1179

ARTICLES OF TRANSFER

OF
L. A. CAMERAS OF MARYLAND, INC.
(A MD CORP.)

TRANSFEROR

AND
VISUAL EFFECTS, INC.
(A MD CORP.)

TRANSFeree

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

OF MARYLAND NOVEMBER 27, 1991 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

\$ _____

D3316585

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED APR 23 1992

RETURN TO:
DAY & SCHNEIDER
MICHAEL G. DAY, ESQUIRE
120 W. WASHINGTON ST., STE. 300
HAGERSTOWN MD 21740

108C3050153

A 373803



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO 3377 1160

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED AND RECORDED: 09

11-29-91 at 8:31 A.M.

1991 NOV 29 A 8:31

ARTICLES OF INCORPORATION

of

9 MARYLAND DEMOCRATIC LEADERSHIP COUNCIL, INC.

The undersigned natural person of the age of 21 years or more, acting as incorporator for the purpose of creating a non-profit corporation under the Maryland laws for the State of Maryland- entitled "Maryland Nonprofit Corporation Act," does hereby Certify that:

ARTICLE I

NAME

The name of this corporation is the Maryland DEMOCRATIC LEADERSHIP COUNCIL, INC.

ARTICLE II

PURPOSE

This corporation is organized exclusively for the promotion of social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law.)

This corporation is not organized for profit, and no part of the net earnings of this corporation shall inure to the benefit of any member of the Board of Director or individual, except that this corporation may make payments of reasonable compensation for services rendered.

This corporation is organized primarily for the purpose of bringing about civil betterments and social improvements. The activities of this corporation shall not include direct or indirect participation or intervention in political campaigns on behalf

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277 0739

of or in opposition to any candidate for public office. Nor is the primary activity of this corporation the operation of a social club for the benefit, pleasure or recreation of its members. This corporation shall not carry on business with the general public in a manner similar to organizations which are operated for profit.

Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income under Section 501 (c) (4) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law).

ARTICLE III

DURATION

The period of existence of this corporation shall be perpetual.

ARTICLE IV

REGISTERED OFFICE AND AGENT

✓ The registered office of this corporation shall be located at 28 Jonathan Street, Hagerstown, Maryland 21740, and the name of the registered agent of this corporation at that address is George E. Snyder, Jr.

ARTICLE V

MEMBERSHIP

There shall be no members of this corporation.

3377 0740

ARTICLE VI

NONPROFIT STATUS

This corporation is organized and will be operated on nonprofit basis and no part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, officers, directors, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payment an distribution in furtherance of the purposes set forth in Article 2 above. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt form federal income tax under the provisions of Section 501(c)(4) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law). The Corporation shall have no capital stock and shall not be authorized to issue capital stock.

ARTICLE VII

DISSOLUTION

Upon the dissolution of the corporation and after paying or making provisions for the payment of all the liabilities of the corporation, the remaining assets shall be distributed as determined by the Board of Directors.

ARTICLE VIII

AMENDMENTS

These Articles may be amended or repealed by an affirmative vote of a majority of the members of the Board of Directors.

ARTICLE IX

INCORPORATORS

The name and address of the incorporator is D. Bruce Poole, 28 Jonathan Street, Hagerstown, MD 21740

ARTICLE X

INITIAL BOARD OF DIRECTORS

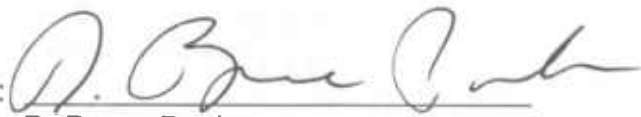
The number of directors of the Corporation shall be three (3), which number may be increased to twenty-five (25).

The initial Board of Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
D. Bruce Poole	28 Jonathan Street. Hagerstown, MD 21740
Donald Fry	1716 Edwin Drive, Bel Air, MD 21014
Ulysses Currie	7315 Calden Drive, Capitol Heights, MO 20743

Executed this 25th day of October, 1991

IN WITNESS WHEREOF, I have signed these articles and acknowledge same to be my act.

By: 
D. Bruce Poole

3377 0742

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02^{MA} BUSINESS CODE 04 COUNTY 71
 # _____ P.A. _____ Religious _____ Close _____ Stock ☒ Nonstock

Merging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

10		Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	<u>11</u>	<input checked="" type="checkbox"/> Certified Copy <u>+</u>
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign 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.

MAIL TO ADDRESS: _____

Snyder & Poole
28 Jonathan St
Hagerstown, MD 21740

TOTAL
FEES 51☒ Check _____ CashNOTE: copy made

_____ Documents on _____ checks

APPROVED BY: Jm T

3377 074

ARTICLES OF INCORPORATION
OF
MARYLAND DEMOCRATIC LEADERSHIP COUNCIL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 29, 1991 AT 8:31 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3328770

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED APR 23 1992

RETURN TO:
SNYDER & POOLE
ATTN: G. G. "CHIP" SNYDER, JR.
28 JONATHAN ST.
HAGERSTOWN MD 21740

108C3050048

A 373729



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3377 0738

STATE DEPARTMENT OF ASSESSMENTS
AND TAXES

APPROVED FOR RECORD

11-29-91 at 10:08 A.M.

ARTICLES OF INCORPORATION

DOCTOR TINT PROFESSIONAL GLASS TINTING, 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 Doctor Tint Professional Glass Tinting, Inc. (the "Corporation").

THIRD: The Corporation is formed for the purposes of engaging in the glass tinting business 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 18608 Dixie Circle, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation is Curtis William Kauffman, 18608 Dixie Circle, 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 of each share of Common Stock is One Dollar (\$1.00), and the

13333317

3377 0594

1991 NOV 29 A 10:08


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 Curtis William Kauffman.

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 15th day of November, 1991.

WITNESS:


James D. Johnson, Jr.

3377 0585

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE MA 02 BUSINESS CODE 03 COUNTY 71# _____ P.A. _____ Religious _____ Close ☒ Stock _____ Nonstock _____Merging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

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

Name Change
(New Name) _____

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 _____

Code _____

ATTENTION: James D. Johnson, Jr.
ESQ.MAIL TO ADDRESS: Strite & Schildt
138 W. Washington St
Hagerstown, Md. 21740TOTAL FEES 40☒ Check _____ Cash

NOTE:

_____ Documents on _____ Checks

APPROVED BY: PCr

3377 0586

ARTICLES OF INCORPORATION
OF
DOCTOR TINT PROFESSIONAL GLASS TINTING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 29, 1991 AT 10:08 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:

\$

D3328440

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED APR 25 1992

RETURN TO:
STRITE & SCHILDT
ATTN: JAMES D. JOHNSON, JR., ESQ.
138 W. WASHINGTON ST.
HAGERSTOWN MD 21740

108C3050015

A 373700



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

3377 0583

APPROVED FOR RECORD

12-2-91 at 8:50 a.m.

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: The undersigned, Lynn F. Meyers, whose Post Office address is 82 West Washington Street, P.O. Box 1267, 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.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is Erath Veneer 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 engage in the business of the sale, processing, and distribution of veneer, logs, lumber, and other wood products.

(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 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.

(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.

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(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 246 Summit Avenue, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland is Frederica Buehler, 1406 Oak Hill Avenue, 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 of common stock at no par value.

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

Frederica Buehler

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.

(f) 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.

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
27th day of *NOVEMBER*, A.D., 1991.

WITNESS:

Linda L. Lunt

Lynn F. Meyers
Lynn F. Meyers

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 023.9 BUSINESS CODE 03 COUNTY 71# _____ P.A. _____ Religious Close ☒ Stock _____ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

10	_____	Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign 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 40☒ Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JmT

3377 1511

ARTICLES OF INCORPORATION
OF
ERATH VENEER COMPANY

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 2, 1991 AT 8:50 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:

\$

D3329331

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED APR 23 1992

RETURN TO:
MEYERS, YOUNG & GROVE, P.A.
P O BOX 1267
HAGERSTOWN

MD 21741 1267

109C3050221

A 373876



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3377 1506

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

STATE DEPARTMENT OF REVENUE AND TAXATION
ARTICLES OF INCORPORATION
OF
APPROVED FOR RECORD TRI-STATE
12-02-91 at 8:57 MEARM TOY COLLECTOR'S CLUB, INC.

FIRST: The undersigned, Leon E. Thomas, whose post office address is 17908 Oak Ridge Drive, Hagerstown, Maryland 21740, being of full legal age and sui juris and a citizen of the United States of America and the State of Maryland do, under and by virtue of the public general laws of the State of Maryland, authorizing the formation of corporations, form a non-profit, charitable corporation (as defined by Section 501 (c) (3) of the Internal Revenue Code.)

SECOND: The name of the corporation, hereinafter designated as "the Corporation" is

TRI-STATE FARM TOY COLLECTOR'S CLUB, INC.

THIRD: The post office address of the principal office of said Corporation shall be 416 N. Mulberry Street, Hagerstown, Maryland 21740.

FOURTH: The resident agent of said Corporation shall be Leon E. Thomas, whose post office address is 17908 Oak Ridge Drive, Hagerstown, Maryland 21740, and said resident agent is a citizen of the State of Maryland, and actually resides therein.

FIFTH: The duration of said Corporation shall be perpetual.

SIXTH: The Corporation is educational and charitable in its nature and its purposes and objects are generally;

To promote and encourage the collection, restoration and preservation of farm toys and scale model farm equipment;

To promote interest in and to encourage and advance activities, contests, and exhibitions which are educational in nature and which tend to encourage youth and adults to increase their interest in farm equipment engineering by pursuing higher education in the farm equipment engineering field

13438284

through sponsoring exhibitions, clinics, meetings, and seminars separately and in conjunction with local, state and national charitable and educational organizations, clubs, agencies, and parks;

To promote and encourage interest in the science, mechanics, engineering, and design, and related subjects and to encourage study and research into the history and evolution of farm equipment throughout the world in order to foster a feeling for and understanding of the early traditions of our country as they evolved through the industrial revolution to the present;

To encourage youth and adults to participate in and take part in the establishment and production of public exhibitions and demonstrations, thus giving them the opportunity to develop skills such as public speaking, business management, advertising, accounting and salesmanship;

And further, the objects of this Corporation shall be to receive gifts and grants of money and property of every kind and to administer the same for general, charitable, education, civic, and philanthropic uses and to do anything necessary or proper for the accomplishment of these purposes.

However, no part of the Corporation's income or principal shall inure to the private benefit of any member except in payment for authorized services for the administration and conduct of the affairs of the Corporation or in carrying out its charitable and educational purposes. The balance of any money or assets remaining after the full payment of corporate obligations of all and any kinds shall be devoted solely to the charitable and educational purposes of this corporation.

SEVENTH: The Corporation formed hereby shall not be authorized to issue capital stock, and shall be composed of members rather than shareholders.

EIGHTH: The management and all business and affairs of said Corporation shall be vested in a Board of Directors, consisting of not less than three nor more than seven members, all of whom shall be members of said Corporation. 3778 1020

Members of the Board of Directors shall be selected at the time and place, and

in the manner and for the term fixed by the ByLaws of said Corporation. The names and addresses of the persons who are to act as Directors until the election and qualification of their successors are:

1. L. Douglas Artz, Route 9, Box 154, Hagerstown, Maryland 21740
2. Kenneth Schlotterbeck, 2101 Virginia Ave., Hagerstown, MD 21740
3. Howard R. Thomas, Route 8, Box 85, Hagerstown, MD 21742

NINTH: The Board of Directors shall be authorized to receive and disburse gifts, contributions, bequests, devises, endowments, payments of tuition, fees, and other funds; to lease, invest, purchase, and to sell any and all property, to purchase or otherwise acquire, hold, own, use, manage, improve, maintain, develop, sell, transfer, exchange, mortgage, convey, or otherwise acquire, encumber, and dispose of real property in this State, or in any other State of the United States, which shall be necessary or desirable in connection with or in carrying on any of the purposes of said corporation, or any part thereof.

TENTH: In the event of dissolution or termination of the Corporation, title to and possession of all of the property of the Corporation shall be distributed only to such organizations whose stated purposes are charitable and/or educational as defined by the current Internal Revenue Code.

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

TWELFTH: That all funds belonging to said corporation shall be deposited in the corporate name in such bank or banks as the majority of the Directors may from time-to-time deem advisable and shall be subject to withdrawal by checks signed by the Treasurer, and countersigned by the President, or other authorized Director.

IN WITNESS WHEREOF, I have hereunto signed my name and affixed my seal this 27th day of November, 1991.

WITNESS:

Loane C. Michael

Leon E. Thomas (SEAL)
LEON E. THOMAS

STATE OF MARYLAND, COUNTY OF WASHINGTON, TO WIT:

On this 27th day of November, 1991, before me, the undersigned, personally appeared Leon E. Thomas, known to me to be the per on whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF I hereunto set my hand and official seal.

Loane C. Michael
Notary Public

My commission expires:

12/1/93

3379 1022

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 71# _____ P.A. _____ Religious _____ Close _____ Stock ☒ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

10		Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	<u>10</u>	<u>1</u> Certified Copy <u>4</u>
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance

Name Change
(New Name) _____

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

76 _____ Certificate of Merger/Transfer

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Leon E. Thomas
17908 Oak Ridge Dr.
Hagerstown, Md. 21740

75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to 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 \$0☒ Check _____ CashNOTE: copy made

_____ Documents on _____ checks

APPROVED BY: JMT

3379 1023

ARTICLES OF INCORPORATION
OF
TRI-STATE FARM TOY COLLECTOR'S CLUB, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 2, 1991 AT 8:57 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3333564

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED APR 23 1992

RETURN TO:
LEON E. THOMAS
17908 OAK RIDGE DR.
HAGERSTOWN

MD 21740

115C3050873

A 374668



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3379 1019

APPROVED FOR RECORD

12-2-91 at 9:10 a.m.

Mountain Green Cultural Arts Association Inc.

ARTICLES OF INCORPORATION

First: The undersigned incorporators whose post office addresses are J. Michael Sokol, 1242 Ravenwood Heights, Hagerstown, Md 21740, Rick L. Hemphill 1102 Security Road, Hagerstown, Maryland 21740, David Fitzwater, Route #12 Box 52 A Smithsburg, Maryland 21783; all 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

Mountain Green Cultural Arts Association Inc..

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

(1) To provide a framework for the preservation and performance of local, national & international cultural arts & music, by providing a forum and production facilities for the continued enjoyment, information and education of the general body of the Citizens of Maryland and Washington County. To organize, orchestrate, advertise and promote directly and indirectly the performance arts and preserve and distribute the entertainment with the intention of permanent preservation for future generations and provide an outlet for the expression of such art, in a variety of arenas, in the City of Hagerstown, State of Maryland and elsewhere within and without the State.

(2) 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 not for 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 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 hereof, 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 or trust, or other trust instrument for the foregoing purposes of any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article Ninth of the Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c) (3) of the Internal Revenue Code of 1986, as now in force or afterwards amended; To received, 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 the 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 extend the exercise of such powers are in furtherance of exempt purposes.

13368374

(3) 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 the 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)

Fourth: The post office address of the principle office of the Corporation in Maryland is Route # 1 Box 52 A, Smithsburg, Washington County, 21783. The name and post office address of the resident agent of the Corporation in Maryland is: David Fitzwater Route # 1 Box 52 A, Smithsburg, Washington County, 21783. Said resident agent is actually residing in the 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 never be less than Three (3) but which may be increased or decreased pursuant to the By-Laws of the Corporation. The names of the interim directors who shall act until the first annual meeting or until successors are duly elected and qualify, are : J. Michael Sokol, Rick L. Hemphill, David Fitzwater.

Seventh: Upon Dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impractical 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.

3377 1502

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 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 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. It is intended that the organization described in the 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, cultural, 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 education 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 provision 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: (1) 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 Law.

(2) 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 Law; 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 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 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; that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

3377 1502

IN WITNESS WHEREOF, I have signed these Articles of Incorporation the Nov 27 day of
1991 and severally acknowledge the same to be my act.

Patsy P. Canty
Witness

Michael Sokol
Witness

Patsy P. Canty
Witness

Michael Sokol
J. Michael Sokol

Rick L. Hemphill
Rick L. Hemphill

David Fitzwater
David Fitzwater

3377 1504

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 023.8 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: Carole
Lafferman Fitzwater
+ David L. Fitzwater
Rt. 1, Box 52A
Smithsburg, Md.
21783

TOTAL FEES 40☒ Check ☐ Cash

NOTE:

Documents on _____ checks

APPROVED BY: PCm

3377 1505

ARTICLES OF INCORPORATION
OF
MOUNTAIN GREEN CULTURAL ARTS ASSOCIATION INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 2, 1991 AT 9:10 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3329323

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED APR 23 1992

RETURN TO:
CAROLE LAFFERMAN FITZWATER &
DAVID L. FITZWATER
ROUTE 1, BOX 52 A
SMITHSBURG MD 21783

109C3050220

A 373875



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3377 1500

INFORMAL ACTION
OF DIRECTORS OF
OTTO ROZA, M.D., P.A.

Pursuant to Corporations & Associations Articles §2-408 (as to Directors) of the Annotated Code of Maryland, the following informal action was adopted by resolution of the directors of Otto Roza, M.D., P.A. as of the 21st day of November, 1991.

RESOLVED, that the principal office of the Corporation be and it is hereby changed from 100 Longmeadow Drive, Hagerstown, Maryland 21740 to 1714 Oak Hill Avenue, Hagerstown, Maryland 21742, and that the proper officers of the Corporation be and they are hereby authorized and directed for and on behalf of the Corporation to file an appropriate certified copy of this resolution with the State Department of Assessments and Taxation of Maryland and to do and perform any and all other necessary and proper acts incident thereto.

This informal action of directors is approved and ratified by the signatures set forth hereafter and is made effective this 21st day of November, 1991.

Otto Roza
Otto Roza, Director

Eli Roza
Eli Roza, Director

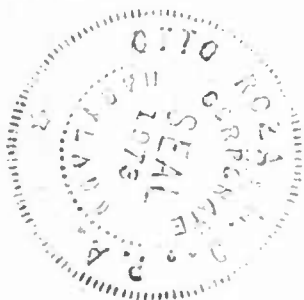
Klara Roza
Klara Roza, Director

CERTIFICATION

I hereby certify that the above Informal Action is a true and correct statement of the action of the Corporation with regard to the transaction stated above.

(AFFIX CORPORATE SEAL)

Klara Roza
Klara Roza, Secretary



STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

12-2-91 at 10:06 A.m.

1991 DEC -2 A 10:06

13368391

3378 12

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 71
D0423884 _____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	_____	Expedited Fee	Name Change (New Name) _____
20	_____	Organ. & Capitalization	
61	_____	Rec. Fee (Arts. of Inc.)	
62	_____	Rec. Fee (Amendment)	
63	_____	Rec. Fee (Merger or Consolidation)	
64	_____	Rec. Fee (Transfer)	<input checked="" type="checkbox"/> Change of Name
65	_____	Rec. Fee (Dissolution)	<input type="checkbox"/> Change of Principal Office
66	_____	Rec. Fee (Revival)	<input type="checkbox"/> Change of Resident Agent
52	_____	Foreign Qualification	<input type="checkbox"/> Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	<input type="checkbox"/> Resignation of Resident Agent
51	_____	Foreign Name Registration	<input type="checkbox"/> Designation of Resident Agent and Resident Agent's Address
13	_____	Certified Copy _____	<input type="checkbox"/> Other Change _____
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	ATTENTION: _____
84	_____	Amendment to Limited Partnership	
85	_____	Termination of Limited Partnership	
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	Corp. Good Standing	
NA	_____	Foreign Corp. Registration	MAIL TO ADDRESS: _____
87	_____	Limited Part. Good Standing	<i>Richard W. Lannicella P.E.</i>
71	_____	Financial	<i>498 York Avenue, Suite</i>
600	_____	_____ Personal	<i>Hagerstown MD 21740</i>
	_____	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

_____ 1 Check _____ Cash NOTE:

1 Documents on _____ 1 checks

APPROVED BY: RMC

3378 1239

CHANGE OF PRINCIPAL OFFICE
OF
OTTO ROZA, M.D., P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 2, 1991 AT 10:06 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

S. _____

S. 10.00

S. _____

D0473884

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO:
RICHARD W. LAURICELLO, P.A.
498 N. POTOMAC STREET
HAGERSTOWN MD 21740

MAILED APR 23 1992

112C3050561

A 374353



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

3378 1237

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

ARTICLES OF INCORPORATION MOVED FOR RECORD

OF

12/3/91 at 8:38 .m.

CLARA BARTON MEMORIAL FOUNDATION OF MARYLAND, INC.

THIS IS TO CERTIFY:

The undersigned, Alfred E. Martin, whose post office address is 2311 Woodland Drive, Hagerstown, Maryland 21740, Barbara Schnebly, whose post office address is 169 South Prospect Street, Hagerstown, Maryland 21740, and Robert B. Stone, whose post office address is 120 North Potomac Street, Hagerstown, Maryland 21740, all being at least 21 years of age, do hereby form a Nonstock Corporation under the General Laws of the State of Maryland.

1. Name: The name of the Corporation, hereinafter called the Corporation, is Clara Barton Memorial Foundation of Maryland, Inc.

2. Exempt Status: The Corporation is constituted so as to attract substantial support from contributions, directly or indirectly, from a representative number of persons in the community in which it operates and has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the Corporation is distributable to, or inures to the benefit of, its directors or officers except to the extent permitted under the Corporations and Associations Volume of the Annotated Code of Maryland. 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.

13378124

1991 DEC 3 A 8 38

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. Purposes: The purposes for which the Corporation is to be formed are for scientific, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 and in this connection, to perpetuate the memory and spirit of Clara Barton by designing, commissioning, erecting and promoting a statue to honor Clara Barton in the Park Circle, at Virginia Avenue, Memorial Boulevard, South Prospect and Walnut Streets, near the City Park in Hagerstown, Maryland, and to these ends to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purpose of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation, or any laws applicable thereto. To do any other act or thing incidental to or connected with the foregoing purpose or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Corporations and Associations Volume of the Annotated Code of Maryland. In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in the Corporations and Associations Volume of the Annotated

Code of Maryland.

4. Classification: The Corporation is a Nonstock Corporation within the meaning of Sections 5-201 through 5-208 inclusive of the Corporations and Associations Volume of the Annotated Code of Maryland. As such, the Corporation may not issue capital stock.

5. Principal Office: The post office address of the principal office of the Corporation is 2311 Woodland Drive, Hagerstown, Maryland 21740.

5. Resident Agent: The name and post office address of the Resident Agent of the Corporation are Alfred E. Martin, 2311 Woodland Drive, Hagerstown, Maryland 21740. Such resident agent is a citizen of the State of Maryland and actually resides therein.

7. Directors: The Corporation shall have at least eight (8) and no more than fifteen (15) Directors. The names of the Directors of the Corporation until the first annual meeting are Louise Beachley, John Costopoulos, Tom Clemens, Marguerite Cyr, Karel Henneberger, Gay Gilbert, Jane Hershey, Alfred Martin, Nancy Staff-Messore, Susan Salvatore, Barbara Schnebly and Sara Zenge.

8. Officers: The Corporation shall have the following Officers: President, Treasurer and Secretary, and such other Officers as the Board of Directors may, from time to time, deem necessary or advisable. The Officers of the Corporation shall be as follows until a regular election can be held as provided in the By-laws:

President: Alfred E. Martin

Treasurer: Nancy Staff-Messore

Secretary: Barbara Schnebly

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

10. Distribution or Dissolution: In the event of dissolution, all

3378 0230

of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501(c)3 of the Internal Revenue Code of 1954, as amended, in accordance with the provisions of Section 5-208 of the Corporations and Associations Volume of the Annotated Code of Maryland.

11. Income and distribution: No part of the income of the Corporation shall inure to the benefit of any member, trustee, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, director, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

12. Prohibited Activities: No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

IN WITNESS WHEREOF, we have hereunto signed our names and affixed our seals this 2nd day of October, A.D., 1991.

ATTEST:

Maryanne J. Shearer

Barbara L. Jones

Joann M. Lucas

Alfred E. Martin (SEAL)

Barbara Schnebly (SEAL)

Robert B. Stone (SEAL)

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

I HEREBY CERTIFY, That on this 10th day of October
A.D., 1991, before me, the subscriber, a Notary Public in and for the State
and County aforesaid, personally appeared Alfred E. Martin, known to me to be
the person whose name is subscribed to the foregoing Articles of
Incorporation and acknowledged that he executed the same for the purposes
therein contained.

WITNESS my hand and official Notarial Seal.

Marianne J. Shearer

Notary Public

My Commission Expires:

Sept. 11, 1994

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

I HEREBY CERTIFY, That on this 8th day of October
A.D., 1991, before me, the subscriber, a Notary Public in and for the State
and County aforesaid, personally appeared Barbara Schnebly, known to me to be
the person whose name is subscribed to the foregoing Articles of
Incorporation and acknowledged that he executed the same for the purposes
therein contained.

WITNESS my hand and official Notarial Seal.

Barbara L. Jones

Notary Public

My Commission Expires:

5/1/93

3378 0232

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

I HEREBY CERTIFY, That on this *2nd* day of *October*
A.D., 1991, before me, the subscriber, a Notary Public in and for the State
and County aforesaid, personally appeared Robert B. Stone, known to me to be
the person whose name is subscribed to the foregoing Articles of
Incorporation and acknowledged that he executed the same for the purposes
therein contained.

WITNESS my hand and official Notarial Seal.

A circular notary seal for the State of Maryland, Washington County, is partially visible on the left side of the page. It contains the text "NOTARY PUBLIC" and "STATE OF MARYLAND".
Jeanne McLucas

Notary Public

My Commission Expires: *12/1/93*

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 02 VA BUSINESS CODE 04 COUNTY 71
_____ P.A. _____ Religious _____ Close _____ Stock ☒ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

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

76 _____ Certificate of Merger/Transfer

75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign 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: Jm TName 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: Robert B.
Stone, Esq.MAIL TO ADDRESS: Miller +
Stone
120 N. Potomac
Street
Hagerstown, MD
21740

NOTE:

3378 0234

ARTICLES OF INCORPORATION
OF
CLARA BARTON MEMORIAL FOUNDATION OF MARYLAND,
INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **DECEMBER 3, 1991** AT **8:38** O'CLOCK **A.** M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

D3330404

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 & STONE
ATTN: ROBERT B. STONE, ESQ.
120 N. POTOMAC ST.
HAGERSTOWN

MD 21740

MAILED APR 23 1992

111C3050410

A 374142



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3378 0227

194

APPROVED FOR RECORD

12-04-91 at 8:25 A.m.

DRS. NEWMAN, WAGSHAL, WOOSTER, KASS & BRADFORD, P.A.

ARTICLES OF AMENDMENT

Drs. Newman, Wagshal, Wooster, Kass & Bradford, P.A., a Maryland Corporation, having its principal office in Hagerstown, Maryland, called the "Corporation", hereby certifies to the State Department of Assessments & Taxation of Maryland that:

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

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is DRS. NEWMAN, WAGSHAL, WOOSTER & KASS, P.A.

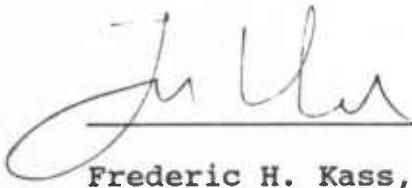
SECOND: The Amendment of the Charter of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the stockholders of the Corporation.

IN WITNESS WHEREOF, Drs. Newman, Wagshal, Wooster, Kass & Bradford, P.A. causes these presents to be signed in its name and on its behalf by its President and attested by its Secretary

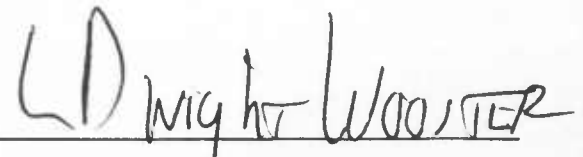
SEPTEMBER 12 1991.

1991 DEC 4 A 8 21

ATTEST:

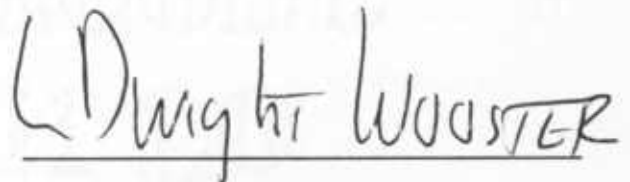
DRS. NEWMAN, WAGSHAL, WOOSTER,
KASS & BRADFORD, P.A.
Frederic H. Kass, III, M.D.

Secretary

By: 
L. Dwight Wooster, M.D.

President

The undersigned, President of Drs. Newman, Wagshal, Wooster, Kass & Bradford, P.A., who executed on behalf of said Corporation the foregoing Articles of Amendment of which this Certificate is made a part, hereby acknowledged 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 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.



L. Dwight Wooster, M.D.

President

M1\NAM-CHG.AMD

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 09A

BUSINESS CODE _____

COUNTY 71# D0961839

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: HN

Name Change

(New Name) Drs. Newman, Wagshal,
Worster & Kass, 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: _____

Lisa K. ManikMAIL TO ADDRESS: Giampetro+ Tralins ESA920 Providence RdSte. 407Towson, MD. 21204

NOTE:

3378 2892

ARTICLES OF AMENDMENT
OFDRS. NEWMAN, WAGSHAL, WOOSTER, KASS & BRADFORD,
P.A.

CHANGING ITS NAME TO:

DRS. NEWMAN, WAGSHAL, WOOSTER & KASS, P.A.

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

OF MARYLAND DECEMBER 4, 1991 AT 8:25 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

\$ _____

D0961839

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
GIAMPETRO & TRALINS, P.C.
LISA K. MANIK
920 PROVIDENCE ROAD, STE. 407
TOWSON MD 21204

MAILED APR 23 1992

114C3050793

A 374592

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3378 2889

R. L. YOUNG, INC. 12-4-91 903a

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 R. L. Young, Inc.

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

(1) To engage in the business of building consulting and design and project management; 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 648 Security Road, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is R. L. Young, 648 Security Road, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of Directors of the Corporation shall be one, 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: R. L. Young.

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:

Sept91(b)\YOUNG.AOI

3378 0198

13388236

(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 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: (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 26th day of November, 1997, and I acknowledge the same to be my voluntary act and deed.

Angele L. Bugan
Witness

Thomas M. DiGirolamo (SEAL)
Thomas M. DiGirolamo

199

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02WLS BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>30</u>	Expedited Fee	Name Change (New Name) _____
20	<u>20</u>	Organ. & Capitalization	
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	
62		Rec. Fee (Amendment)	
63		Rec. Fee (Merger or Consolidation)	
64		Rec. Fee (Transfer)	_____ Change of Name
65		Rec. Fee (Dissolution)	_____ Change of Principal Office
66		Rec. Fee (Revival)	_____ Change of Resident Agent
52		Foreign Qualification	_____ Change of Resident Agent Address
50		Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51		Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13		_____ Certified Copy _____	_____ Other Change _____
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: _____
84		Amendment to Limited Partnership	
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31		_____ Corp. Good Standing	
NA		Foreign Corp. Registration	MAIL TO ADDRESS: _____
87		_____ Limited Part. Good Standing	<u>Thomas DiGirolamo</u>
71		Financial	<u>PO BOX 4227</u>
600		_____ Personal	<u>Hagerstown Md</u>
		Property Reports and late filing penalties	<u>21 741-4227</u>
70		Change of P.O., R.A. or R.A.A.	
91		Amend/Cancellation, For. Limited Part.	
		Other _____	
		Other _____	

TOTAL FEES 70

☒ Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: [Signature]

3378 0201

ARTICLES OF INCORPORATION
OF
R. L. YOUNG, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **DECEMBER 4, 1991** AT **9:03** O'CLOCK **A.** M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ **20.00**

RECORDING
FEE PAID:

\$ **20.00**

SPECIAL
FEE PAID:

\$

D3330347

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED APR 23 1992

RETURN TO:
THOMAS DIGIROLAMO
P.O. BOX 4227
HAGERSTOWN

MD 21741 4227

111C3050404

A 374136



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3378 0197

APPROVED FOR RECORD

12-5-91 at 9.21 a.m.
ECONO-FLIGHT, INC.

ARTICLES OF INCORPORATION

FIRST: I, Walter E. Tinkler, whose post office address is 10808 Oak Valley 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 Econo-Flight, Inc.

THIRD: The Corporation shall be a Close Corporation as authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

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

(1) To acquire airplanes and other aviation equipment for leasing, rental and sales. To provide pilot 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 10808 Oak Valley Drive, Hagerstown, Washington County, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is Walter E. Tinkler, 10808 Oak Valley Drive, Hagerstown, Washington

13398306

1991 DEC -5 A 9 21

3378 2418

County, Maryland 21740. Said Resident Agent is a citizen of Maryland and actually resides therein.

SIXTH: The total number of shares of capital stock which the Corporation has the authority to issue is one hundred thousand (100,000) shares of a par value of One Dollar (\$1.00), all of which shares are of one class and are designated Common Stock. The aggregate par value of all shares having par value is One Hundred Thousand Dollars (\$100,000.00).

SEVENTH: 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 Walter E. Tinkler.

The Director 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: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 8TH day of NOVEMBER, 1991, and I acknowledge the same to be my act.

WITNESS:

C. J. Tinkler Walter E. Tinkler
Walter E. Tinkler

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

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
3		Certified Copy
6		Penalty
4		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
0		Change of P.O., R.A. or R.A.A.
1		Amend/Cancellation, For. Limited Part.
		Other
		Other

TOTAL
FEES

40

Check

Cash

NOTE:

Documents on checks

APPROVED BY:

PLM

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, Jr.

MAIL TO ADDRESS:

Kaylor & Mantz
Attorneys at Law123 West Washington St.
Hagerstown, Md. 21740

3378 2421

ARTICLES OF INCORPORATION
OF
ECONO-FLIGHT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 5, 1991 AT 9:21 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3332533

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED APR 23 1992

RETURN TO:
KAYLOR & WANTZ ATTORNEYS AT LAW
ATTN: OMER T. KAYLOR, JR.
123 W. WASHINGTON ST.
HAGERSTOWN MD 21740

114C3050693

A 374525



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3378 2417

APPROVED FOR RECORD

12/6/91 at 8:56 .m.

1991 DEC -6

Article 8 of 56
Incorporation For A Nonstock Corporation

FIRST: We, John C. Balint, whose post office address is 17820 Timber Lane, Hagerstown, MD 21740; Laura G. Mohr, whose post office address is 187 Rolling Lane, Rt. 2 Box 117, Harpers Ferry, WV 25425; Robert A. Claxton whose post office address is 1041 Beechwood Drive, Hagerstown, MD 21742, being at least eighteen (18) years of age, are hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

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

Rely, Incorporated

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

(a) To accept and maintain any property, real or personal, and, subject to the restrictions and limitations hereinafter set forth, to use or apply so much (even to the extent of the whole) of the income therefrom and the principal thereof for charitable, scientific, literary or educational purposes, either directly or by contributing the same to organizations formed and operated exclusively for charitable, scientific, literary and educational purposes and qualifying for exemption from taxation under Section 501 (a) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future Federal income tax law);

(b) To own and operate alternative living units for the benefit of the mentally retarded/developmentally disabled;

(c) To solicit and receive contributions, donations, bequests and devices of property;

(d) To purchase, acquire, hold, own, improve, develop, sell, convey, assign, release, mortgage, encumber, use, lease, hire, manage, deal in and otherwise dispose of real property and personal property of every name and nature or any interest therein; to loan money; to take security for the payment of all sums due the Corporation; and to sell, assign and release such security;

(e) To borrow or raise money and to issue notes or other obligations of any nature (and in any matter permitted by law) for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof, and of the interest thereon, by mortgage upon, pledge, conveyance or assignment in trust of, the whole or any part of the contract rights, whether at the time of owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such notes or other obligations of the Corporation;

(f) To carry out all or any part of the purposes set forth herein as principal, agent or otherwise, either alone, through or in conjunction with any individual, association, partnership, corporation or other legal entity; to make, execute and perform any contracts or agreements and to do any other acts and things for the accomplishment of any of the purposes set forth herein or incidental to such purposes, or which at any time may appear conducive to or expedient for the accomplishment of

13408380

any such purposes;

(g) To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulas and the like; and to use, exercise, develop, and grant licenses in respect of, sell and otherwise turn to account the same;

(h) To do any act or thing and exercise any power suitable, convenient or proper for the accomplishment of any of the purposes set forth herein or incident to such purposes, or which at any time may appear conducive to or expedient for the accomplishment of any such purposes; and

(i) To have and exercise any and all powers, privileges now or hereafter conferred by the general laws of the State of Maryland upon nonstock corporations formed under such laws, subject to the condition that, notwithstanding any other provision of this certificate, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the Corporation and as may be exercised by a corporation which is described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Federal income tax law) and exempt from tax under 501(a) of the Internal Revenue Code of 1954 (or the corresponding provision of any future Federal income tax law) and by an organization contributions to which are deductible under section 170(c)(2), Section 2055(a)(2), Section 2522(a)(2) and Section 2522(b)(2) of the Internal Revenue Code (or the corresponding provisions of any future Federal income tax law).

The foregoing enumeration of the purposes of the Corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law. The mention of any particular purpose is not intended in any manner to limit or restrict the generality of any other purposes mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation shall have, enjoy and exercise all of the powers and rights now or hereafter conferred by the laws of the State of Maryland upon corporations of a similar character, it being the intention that purposes set forth in each of the paragraphs of this Article shall, except as otherwise expressly provided, in nowise be limited or restricted by reference to or inference from the terms of any other clause or paragraph of this or any other Article of these Articles of Incorporation, or of any amendment thereto, and shall each be regarded as independent, and construed as powers as well as 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 general laws of the State of Maryland may not at the time lawfully carry on or do.

FOURTH: The post office address of the principal office of the Corporation in the State of Maryland is 17820 Timber Lane, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in the State of Maryland is John C. Balint, 17820 Timber Lane, Hagerstown, Maryland 21740. 2363

The 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 set forth in the By-Laws of the Corporation.

SIXTH: The number of the Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified are: John C. Balint, Laura G. Mohr and Robert A. Claxton.

SEVENTH: Upon dissolution of the Corporation or upon the abandonment of the Corporation's activities due to its impractical or inexpedient nature, the directors of the Corporation shall, after payment of or due provision for all liabilities of the Corporation, dispose of all assets of the Corporation exclusively to any other organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or any corresponding provision of any future Federal income tax law) and which is exempt from taxation under 501(a) of the Internal Revenue Code of 1954 (or any corresponding provisions of any future Federal income tax law).

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: The following provisions shall apply during any period in which the Corporation may be classified as a private foundation within the meaning of section 509 of the Internal revenue Code of 1954 (or the corresponding provision of any future Federal income tax law):

(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 future Federal income 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 provision of any future Federal income 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 provision of any future Federal income 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 provision of any future Federal income 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 provision of any future Federal income tax laws).

TENTH: The following provisions are hereby adopted for the purpose of governing the organization, operation and dissolution of the Corporation:

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to (whether on dissolution or otherwise), the directors or officers of the Corporation, or other private persons, except that the Corporation shall have the authority and power 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.

(b) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not engage in or carry on any activities not permitted to be engaged in or carried on by a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future Federal income tax laws) and exempt from taxation under Section 501(a) of the Internal Revenue Code of 1954 (or corresponding provision of any future Federal income tax laws).

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 4th day of December, 1991, and we acknowledge same to be our act.

Return to:
John C. Balint
17820 Timber Lane
Hagerstown, MD 21740

John C. Balint
John C. Balint

Laura G. Mohr
Laura G. Mohr

Robert A. Claxton
Robert A. Claxton

3378 2365

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 023.9 BUSINESS CODE 04 COUNTY 71

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

Merging (Transferor) _____ Surviving (Transferee) _____

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

76 _____ Certificate of Merger/Transfer

75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: <u>Robert A.</u>
84		Amendment to Limited Partnership	<u>Claxton</u>
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31		Corp. Good Standing	
NA		Foreign Corp. Registration	MAIL TO ADDRESS: <u>1041</u>
87		Limited Part. Good Standing	<u>Beechwood Drive</u>
71		Financial	<u>Hagerstown, MD</u>
600		Personal	<u>21740</u>
		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

NOTE:

Documents on _____ checks

APPROVED BY: pm

ARTICLES OF INCORPORATION
OF
RELY, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 6, 1991 AT 8:56 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3332442

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED APR 23 1992

RETURN TO:
ROBERT A. CLAXTON
1041 BEECHWOOD DR.
HAGERSTOWN

MD 21740

114C3050684

A 374516



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3378 2361

ARTICLES OF AMENDMENT

12-9-91 826a
1991 DEC -9 A 8:20

DRS. DRAWBAUGH AND SUPERNAVAGE, P.A.

Drs. Drawbaugh & Supernavage, P.A., a Maryland Professional Service Corporation, having its principal office in Washington County, Maryland (hereinafter called the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

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

SECOND: That the name of the Corporation is:

Drs. Drawbaugh and Supernavage, P.A.

and inserting in lieu thereof the following:

SECOND: That the name of the Corporation is:

Drawbaugh & Saylor, P.A. ✓

SECOND: The Board of Directors of the Corporation at a meeting duly convened and held on November 15, 1991 adopted a resolution in which was set forth the foregoing amendment to the Charter, declaring that said amendment of the Charter was advisable and directing that it be submitted for action thereon at a Special Meeting of the Stockholders of the Corporation to be held November 15, 1991.

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

THE UNDERSIGNED, Edward J. Drawbaugh, President, 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.

13438304

3380 1419

Attest to Signature
and Corporate Seal:

DRS. DRAWBAUGH AND SUPERNAVAGE,
P.A.


James D. Drawbaugh
Secretary

By: Edward J. Drawbaugh
Edward J. Drawbaugh, President

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

I HEREBY CERTIFY, that on this 3rd day of December, A.D., 1991, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Edward J. Drawbaugh, President of Drs. Drawbaugh & Supernavage, P.A., a Maryland Professional Corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation and further made oath in due form of law that the matters and facts set forth in said Articles of Amendment with respect to the approval thereof are true and correct to the best of his knowledge, information and belief.

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

Linda L. Punt
Notary Public

My Commission Expires:

1 June 1994

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

9A3J

BUSINESS CODE

06

COUNTY

71

1074202 P.A. Religious Close Stock NonstockMerging
(Transferor)Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

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

76 Certificate of Merger/Transfer

75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign 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
FEES20☒ Check☐ Cash

NOTE:

Documents on checks

APPROVED BY:

Name Change
(New Name)Drawbaugh & Saylor, P.A.

<input checked="" type="checkbox"/>	Change of Name
<input type="checkbox"/>	Change of Principal Office
<input type="checkbox"/>	Change of Resident Agent
<input type="checkbox"/>	Change of Resident Agent Address
<input type="checkbox"/>	Resignation of Resident Agent
<input type="checkbox"/>	Designation of Resident Agent and Resident Agent's Address
<input type="checkbox"/>	Other Change

Code

075

ATTENTION:

Linda Hunt

MAIL TO ADDRESS:

3390 1420

ARTICLES OF AMENDMENT
OF
DRS. DRAWBAUGH AND SUPERNAVAGE, P.A.
CHANGING ITS NAME TO:
DRAWBAUGH & SAYLOR, P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 9, 1991 AT 8:26 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

\$ _____

D1074202

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED APR 23 1992

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

MD 21741 1267

117C3051219

A 374973



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3380 1417

12-9-91 at 9:27 a.m.
ARTICLES OF INCORPORATION
OF
JEFFERY G. FEHLAUER, INC.
(A Close Corporation)

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Elizabeth Ann Jones, who is eighteen years of age or older and whose post office address is 17815 Woodcrest Road, Hagerstown, Maryland, 21740, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is JEFFERY G. FEHLAUER, 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:

1. To engage in the business of performing and rendering professional financial, accounting, income tax and licensing, and any and all related business services to individuals, commercial enterprises, including government as well as non-profit entities.
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 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 draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.
6. 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.

1991 DEC -9 A 8:27

3379 1179
13438261

7. 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 for the principal office of the corporation in this State is 430 Virginia Avenue, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State is Elizabeth Ann Jones, 17815 Woodcrest Road, 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 Thousand (1,000) shares of the par value of One dollar (\$1.00) per share, all of single class, and having an aggregate par value of One Thousand Dollars (\$ 1,000.00).

SEVENTH: 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 one (1); and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Jeffery G. Fehlauer, Kenneth R. Fehlauer, Phyllis P. Fehlauer, Elizabeth A. Jones and Barbara A. Coons.

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 Corporations'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

3RD day of December, 1991.

WITNESS:

Jeffery G. Fehlauer

Elizabeth Ann Jones (SEAL)
ELIZABETH ANN JONES

PLEASE RETURN TO:

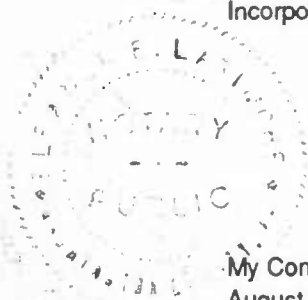
Jeffery G. Fehlauer
430 Virginia Avenue
Hagerstown, Maryland 21740

3379 1180

STATE OF MARYAND, WASHINGTON COUNTY, to-wit

I HEREBY CERTIFY, that on this 3rd day of December, 1991, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Elizabeth Ann Jones, who did acknowledge that she executed the foregoing Articles of Incorporation as her voluntary act.

WITNESS my hand and Notarial Seal.



My Commission Expires:
August 1st, 1993

Eleanor E. Larimore
Notary Public

ELEANOR E. LARIMORE
11 BRIGHTWOOD DRIVE
HAGERSTOWN, MD. 21740

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 0238 BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Religious ☒ Close ☒ Stock _____ Nonstock _____

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	Name Change (New Name) _____
20	<u>20</u>	Organ. & Capitalization	
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	
62		Rec. Fee (Amendment)	
63		Rec. Fee (Merger or Consolidation)	
64		Rec. Fee (Transfer)	_____ Change of Name
65		Rec. Fee (Dissolution)	_____ Change of Principal Office
66		Rec. Fee (Revival)	_____ Change of Resident Agent
52		Foreign Qualification	_____ Change of Resident Agent Address
50		Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51		Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13		_____ Certified Copy _____	_____ Other Change _____
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: _____
84		Amendment to Limited Partnership	_____
85		Termination of Limited Partnership	_____
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31		_____ Corp. Good Standing	
NA		Foreign Corp. Registration	MAIL TO ADDRESS: _____
87		_____ Limited Part. Good Standing	
71		Financial	
600		_____ Personal	
		Property Reports and late filing penalties	<u>Jeffrey S. Iehlauer</u>
70		Change of P.O., R.A. or R.A.A.	<u>430 Virginia Avenue</u>
91		Amend/Cancellation, For. Limited Part.	<u>Hagerstown, Md.</u>
		Other _____	<u>21740</u>
		Other _____	

TOTAL FEES 40

☒ Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: JMT

ARTICLES OF INCORPORATION
OF
JEFFERY G. FEHLAUER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 9, 1991 AT 9:27 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3333853

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
JEFFREY G. FEHLAUER
430 VIRGINIA AVE.
HAGERSTOWN

MD 21740

115C3050902

A 374692



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3379 1178

222

THE ALICE VIRGINIA AND DAVID W. FLETCHER

STATE DEPARTMENT OF ASSESSMENT
AND TAXATION

ARTICLES OF INCORPORATION

APPROVED FOR RECORD

12-9-91 at 2:09 A

I, William P. Young, Jr., whose Post Office address is 82 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age do hereby form a corporation under the General Laws of the State of Maryland.

FIRST: The name of the corporation (the "Corporation") shall be:

THE ALICE VIRGINIA AND DAVID W. FLETCHER FOUNDATION, INC.

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

A. The Corporation is organized exclusively for charitable, scientific, educational, literary, testing for public safety purposes or fostering national or international amateur sports competitions as those terms are defined in Section 501 (c)(3) of The Internal Revenue Code of 1986, as now in force or hereafter amended from time to time (or the corresponding provision of any future federal tax law), but subject to the further qualification that all such purposes shall also constitute a public charitable purposes under the laws of the State of Maryland and its accompanying regulations for those charitable purposes and organizations listed in Paragraph Second (D) which will give aid and encouragement to worthy individuals to continue their education, establish themselves in business, overcome such adversities as accidents or illness or to maintain or support themselves or their families and which enhance the quality of life in Washington County, Maryland.

B. The Corporation shall exercise all powers accorded to a Maryland non-profit corporation but only to the extent the exercise of such powers are in furtherance of the exempt purposes which are set forth herein. In furtherance of its exempt purposes, the Corporation may receive and administer funds for its exempt purposes, all for the public welfare and for no other purposes, and to that end:

(1) may take and hold by bequest, devise, gift, purchase, or lease, either absolutely, in trust, or subject to any limitations imposed on any such bequest, devise, or gift by any donor 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;

13448113

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1991 DEC -9 PM 2:09

1991 DEC -9 PM 2:09

(2) may sell, convey and dispose of any property, may invest and reinvest the principal thereof and may deal with and expend the income therefrom for any authorized purpose, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received;

(3) may 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 any trust or other 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 TENTH of these Articles of Incorporation or as shall, in the opinion of the Board of Directors of the Corporation, 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;

(4) may 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,

(5) in general may exercise any, all, and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for charitable, educational and scientific purposes as defined herein, all for the public welfare of those charitable organizations which comply with the objectives contained in Paragraph Second D(3), below.

C. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its employees, 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 SECOND. 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 the Last Will and Testament of David W. Fletcher, Jr. and 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 1986 (or the corresponding provision of any future federal tax law) or (2) 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 federal tax law).

D. The Board of Directors shall select those charitable organizations to receive the entire net income, and determine the proportions in which such entire net income shall be divided among them according to the following provisions:

(1) No institution which in its activities imposes restrictions based on race, creed or color shall be selected.

(2) Only institutions which carry on their activities and work principally in Washington County shall be selected.

(3) Except as otherwise herein specifically provided, because it is impossible to foresee changes and developments which will take place in the future, the Board of Directors shall select the charitable organizations to receive the income (and if distributions of principal are ever authorized), and determine the proportions of such income or principal to be paid to the charitable organizations which it selects. The Board of Directors may consider the following charitable organizations which, by loans or grants or other steps, currently give aid and encouragement to worthy individuals to continue their education, establish themselves in business, overcome such adversities as accident or illness, or to maintain or support themselves or their families and which enhance the quality of life in Washington County, Maryland:

(a) The Washington County Hospital Endowment Fund, Inc., its successor or successors or assigns.

(b) The Salvation Army, its successor or successors or assigns, for its work in Washington County, Maryland.

(c) Hagerstown Union Rescue Mission, Inc., its successor or successors or assigns.

(d) Community Rescue Service, Inc., its successor or successors or assigns.

(e) The Washington County Free Library of Hagerstown, Maryland, its successor or successors or assigns.

(f) The Boys' Club of Hagerstown, Inc., its successor or successors or assigns.

(g) The Hagerstown Girls' Club of Hagerstown, Maryland, Inc., its successor or successors or assigns.

(h) The Young Men's Christian Association of Hagerstown, Maryland, Inc., its successor or successors or assigns.

(i) The Washington County Home for Orphans and Friendless Children located at San Mar in Washington County, Maryland, its successor or successors or assigns.

(j) The United Way of Washington County, Maryland, Inc., its successor or successors or assigns.

(k) The Washington County Museum of Fine Arts, its successor or successors or assigns.

(l) The Washington County Historical Society, its successor or successors or assigns.

The Board of Directors, however, shall not be obligated to fund the application of any charitable organization listed in this Paragraph SECOND(D)(3)(a) to and including (l) and may, at any time, in its sole and absolute discretion, withhold from each of the charitable organizations which receives funds from this Foundation any or all of such amounts as the Board of Directors may have designated or cease making payments temporarily or permanently if in its sole judgment and discretion it determines that the charitable organization or the purpose for which the income is to be applied, has become absolutely or substantially less effective in its service to the citizens of Washington County, Maryland or such charitable organization is no longer serving the best interest of the citizens of said County or if such organization's support from other sources has grown to a level that the income from these funds can reasonably be applied to other needs. In that event, the Board of Directors shall redirect such income from these organizations to such other charitable uses and organizations serving charitable needs in Washington County as the Board of Directors may determine to deserve priority. Beyond the amounts set aside for any of the charitable organizations listed in Paragraph SECOND(D)(3)(a) to and including (l), the annual income from the remainder of the Foundation is to be granted for such charitable uses and purposes

and to such organizations as the Board of Directors shall, in its sole discretion, determine desirable to benefit the citizens of Washington County, Maryland.

The Investment Trustee, as defined in the By-Laws of the Corporation, with the Board's advice and consent, is hereby authorized also at any time to deliver full title and to pay over all of the assets, including principal and income for any part thereof to an organization which either the Corporation (or the Investment Trustee) or any other person shall have established or hereafter establish to serve the charitable needs in Washington County and which shall be solely charitable and a so-called "Community Foundation" within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in force or afterwards amended, and not a private foundation, but rather a public or publicly supported charity within the meaning of Section 170(b)(1)(A)(VI) and Section 509(a) of the Internal Revenue Code of 1986 as now in force or afterwards amended. A "Community Foundation" shall mean a charitable organization with the characteristics and functions which, at the date these Articles of Incorporation have been received, approved and recorded by the State Department of Assessments and Taxation of the State of Maryland, are similar to the community foundation which is currently in existence and operation in the greater Baltimore area or the Cleveland Foundation or such other foundations as are described in the handbook on Community Foundations published by the Council on Foundations, Inc. of Washington, D.C.

Such Community Foundation shall hold title to the said assets under the terms of its charter and governing instrument but as a permanent endowment only, the income of which would be applied annually for charitable purposes that benefit the citizens of Washington County. Such Community Foundation may continue to pay annual income to any charitable organization described in Paragraph Second (D)(3)(a) to and including (1); provided, however, that the corporation or charitable trustees shall have the same authority to vary from said designations and all of the other authorities originally possessed by the private foundation which was caused to be formed by the provisions of the Last Will and Testament of David W. Fletcher, Jr.

✓ THIRD: The post office address of the principal office of the Corporation in this State is 82 West Washington Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are William P. Young, Jr., 82 West Washington Street, Hagerstown, Maryland 21740. The Resident Agent is an individual actually residing in this State.

FOURTH: The Corporation is not organized for profit; it

shall have no capital stock; and, it shall not be authorized to issue capital stock. The number of, qualifications for, and other matters relating to its Investment Trustee and Board of Directors shall be set forth in the By-Laws of the Corporation.

FIFTH: The number of Directors of the Corporation shall be 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: W. Weir Pollard, III, E. Mason Hendrickson, Sandra Tillou, Laura C. Sherman and William P. Young, Jr.

SIXTH: The persons and corporations which shall have the power to appoint the members of the Board of Directors shall be set forth in the By-Laws of the Corporation.

SEVENTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other Section 501(c)(3) organization as that term is defined in The Internal Revenue Code of 1986, as amended from time to time, or any corresponding provision of any future federal tax law, of this 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 and which is located in Washington County, 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 is not inconsistent with the Last Will and Testament of David W. Fletcher, Jr. or these Articles of Incorporation or contrary to the laws of the State of Maryland or of the United States.

NINTH:

(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 any corresponding provisions of any subsequent federal tax law.

(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 law.

(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 law.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of The Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of The Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.

TENTH: In these Articles of Incorporation,

(a) References to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes as defined in Sections 501(c)(3) and 509(a)(1), (2), (3) or (4) of the Internal Revenue Code of 1986, as now in force or afterwards amended, 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 TENTH 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 charitable, religious, scientific, testing for public safety, literary, or educational purposes or international amateur sports competitions 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.

(c) The term the "Last Will and Testament of David W. Fletcher, Jr." means the Last Will and Testament of David W. Fletcher, Jr., which is recorded at Will Liber 57, folio 200, one of the will books maintained by the Register of Wills for Washington County, Maryland.

ELEVENTH:

(a) No director, or officer who also serves as a director of the Corporation, shall be liable to the Corporation or to any other person for money damages except under the circumstances, as provided by Maryland law, in which this limitation on liability shall not apply.

(b) To the maximum extent permitted by Maryland law, the Corporation shall indemnify its currently acting and its former directors against any and all liabilities and expenses (including reasonable attorneys' fees) incurred in connection with their services as either a director, an officer, or an employee. The Corporation shall advance expenses to such directors to the extent permitted by Maryland law. This indemnification provision shall not apply to liabilities or expenses arising out of a director's own gross negligence, fraud or willful misconduct.

(c) To the maximum extent permitted by Maryland law, the Corporation may indemnify (1) its currently acting and its former officers, employees, and agents, who are not also directors, and (2) persons who serve and have served, at the Corporation's request, as a director, officer, trustee, employee or agent of another corporation, or other enterprise, against any and all liabilities and expenses (including reasonable attorneys' fees) incurred in connection with their services in such capacities. The Corporation may advance expenses to such officers, employees, agents and other persons referred to in this paragraph to the extent permitted by Maryland law.

(d) The directors of the Corporation may consult with legal counsel, financial advisors, certified public accountants, or other professionals in the performance of their duties and, to the maximum extent permitted by Maryland law, may rely upon any information, opinion, report, or statement, including any financial statements or other financial data, prepared or presented by such persons and shall be fully protected with respect to any action taken by them or omitted by them pursuant to the advice of such persons.

(e) References to Maryland law shall include, but are not limited to, the Maryland General Corporation Law as from time to time amended. Neither the repeal or amendment of this Article ELEVENTH, nor any other amendment to these Articles of Incorporation, shall eliminate or reduce the protection afforded to any person by the foregoing provisions of this Article ELEVENTH with respect to any act or omission which shall have occurred prior to such repeal or amendment.

TWELFTH: Construction.

(a) Gender/Number. Wherever used, the singular shall include the plural, the plural the singular and the use of any gender shall be applicable to all genders.

(b) Consistency. In the event of a conflict between these Articles of Incorporation and the Last Will and Testament of David W. Fletcher, Jr., the provisions of the Last Will and Testament of David W. Fletcher, Jr. shall control in every respect.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 6th day of December 1991 and I acknowledge the same to be my act.


William P. Young, Jr.

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 023.7 BUSINESS CODE 04 COUNTY 71
_____ P.A. _____ Religious _____ Close _____ Stock ☒ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

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

Name Change
(New Name) _____

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

76 _____ Certificate of Merger/Transfer

Code _____

75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to 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 _____

ATTENTION:

MAIL TO ADDRESS: _____

TOTAL FEES 40☒ Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JmT

3379 2620

ARTICLES OF INCORPORATION
OF
THE ALICE VIRGINIA AND DAVID W. FLETCHER
FOUNDATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 9, 1991 AT 2:09 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3335056

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED APR 23 1992

RETURN TO:
HYLIND INFOQUEST, INC.
ATTN: HELEN
307 DOLPHIN ST.
BALTIMORE

MD 21217

117C3051131

A 374900



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3379 2619

ARTICLES OF AMENDMENT
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

JOSEPH M. WIESENBAUGH, JR., D.D.S. AND ASSOCIATES, P.A.

APPROVED FOR RECORD

12-14-91 at 845a

Joseph M. Wiesenbaugh, Jr., D.D.S. and Associates, P.A., a Maryland Professional Service Corporation, having its principal office in Washington County, Maryland (hereinafter called the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

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

SECOND: That the name of the Corporation is:

Joseph M. Wiesenbaugh, Jr., D.D.S. and Associates, P.A.,
and inserting in lieu thereof the following:

SECOND: That the name of the Corporation is:

Oral & Facial Surgery, Drs. Wiesenbaugh and Behan, P.A. ✓

SECOND: The Board of Directors of the Corporation at a meeting duly convened and held on December 2, 1991 adopted a resolution in which was set forth the foregoing amendment to the Charter, declaring that said amendment of the Charter was advisable and directing that it be submitted for action thereon at a Special Meeting of the Stockholders of the Corporation to be held December 2, 1991.

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

THE UNDERSIGNED, Joseph M. Wiesenbaugh, Jr., President, 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.

1991 DEC 11 A 8 45

3391 0797

13458288

Attest to Signature
and Corporate Seal:

JOSEPH M. WIESENBAUGH, JR., D.D.S.
AND ASSOCIATES, P.A.

Joseph M. Wiesenbaugh
Secretary

By: Joseph M. Wiesenbaugh, Jr.
President

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

I HEREBY CERTIFY, that on this 9th day of December, A.D., 1991, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Joseph M. Wiesenbaugh, Jr., President of Joseph M. Wiesenbaugh, Jr., D.D.S. and Associates, P.A., a Maryland Professional Corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation and further made oath in due form of law that the matters and facts set forth in said Articles of Amendment with respect to the approval thereof are true and correct to the best of his knowledge, information and belief.

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

Bernard P. Haine
Notary Public

My Commission Expires:

Dec 1, 1992

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

BUSINESS CODE

COUNTY

00479485 P.A. Religious Close Stock NonstockMerging
(Transferor)Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

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

76 _____ Certificate of Merger/Transfer

75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign 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)Oral & Facial Surgery,
Drs. Wiesenbaugh and
Behan, P.A.

<input checked="" type="checkbox"/>	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 Tunt

MAIL TO ADDRESS:

TOTAL
FEES20☒

Check

Cash

NOTE:

Documents on

checks

APPROVED BY:

3381 0799

ARTICLES OF AMENDMENT
OF

JOSEPH M. WIESENBAUGH, JR. D. D. S., AND
ASSOCIATES, P. A.
CHANGING ITS NAME TO:
ORAL & FACIAL SURGERY, DRs. WIESENBAUGH AND
BEHAN, P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 11, 1991 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

\$ _____

D0479485

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED APR 23 1992

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

MD 21741 1267

120C3051551

A 375377



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3753 0796

EVERLY & ARMSTRONG, P.A. 12/12/91 at 9:00a

ARTICLES OF AMENDMENT

Everly & Armstrong, P.A., a Maryland Corporation, having its principal office at 101 West Franklin Street, Hagerstown, Maryland 21740, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

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

"SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is **Cindy S. Everly, P.A.**"

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, Everly & Armstrong, P.A., has caused these presents to be signed in its name and on behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 15 day of November, 1991, and its President acknowledges that these Articles of Amendment are the act and deed of Everly & Armstrong, 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 her knowledge, information, and belief.

ATTEST:

EVERLY & ARMSTRONG, P.A.

Terry E. Armstrong
Terry E. Armstrong, Secretary

BY: Cindy S. Everly
Cindy S. Everly, President

Schlossberg & DiGirolamo
Attorneys at Law

134 West Washington Street
Hagerstown, Maryland 21740

Sept91(b)\E&A.AOA

858 A 9-6-330 1661

52589461

2160

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

9A WLS

BUSINESS CODE

COUNTY

71

2943694

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

Name Change
(New Name)

P.A.

Cindy S. Everly

<input checked="" type="checkbox"/>	Change of Name
<input type="checkbox"/>	Change of Principal Office
<input type="checkbox"/>	Change of Resident Agent
<input type="checkbox"/>	Change of Resident Agent Address
<input type="checkbox"/>	Resignation of Resident Agent
<input type="checkbox"/>	Designation of Resident Agent and Resident Agent's Address
<input type="checkbox"/>	Other Change

Code

ATTENTION:

MAIL TO ADDRESS:

Thomas DiGirolamo

PO Box 4227

Hagerstown Md

21741-4227

TOTAL
FEES

50



Check

Cash

NOTE:

Documents on checks

3380 2161

APPROVED BY:

ARTICLES OF AMENDMENT
OF
EVERLY & ARMSTRONG, P. A.
CHANGING ITS NAME TO:
CINDY S. EVERLY, P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 12, 1991 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

\$ _____

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
P.O. BOX 4227
HAGERSTOWN

MAILED APR 23 1992

MD 21741 4227

118C3051331

A 375185



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3780 2159

240

25 October 1990

Mr. John Fisher
915 Eastland Road
Waynesboro, PA 17268

Dear John,

This letter is to formally submit my resignation from STEJONS, Inc. effective 12 October 1990. As you know, my share in STEJONS stock is being transferred to Mr. Leo C. Scherping.

Sincerely,

John G. Phipps
John G. Phipps

1991 DEC 12 AM 10:31

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

12-12-91 at 10:31 A.m.

2381 0417

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 21
D2423564 _____ 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

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 _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Wayne Schneider, PO
120 W. Washington St
Sts 300
Hagerstown, Md 21740

TOTAL FEES \$10.00

_____ 1 Check _____ Cash

NOTE:

3381 041

1 Documents on _____ 1 checks

APPROVED BY: _____ RMC

RESIGNATION OF RESIDENT AGENT
OF
STEJONS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 12, 1991 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:

\$ _____

\$ 10.00

\$ _____

D2423564

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED APR 23 1992

RETURN TO:
DAY AND SCHNEIDER, P.A.
120 W. WASHINGTON ST., STE. 300
HAGERSTOWN MD 21740

120C3051487

A 375322



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

3391 0416

APPROVED FOR RECORD

243

12-13-91 at 9:05a.m.
ARTICLES OF INCORPORATION

CREEK IV MANAGEMENT COMPANY

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 Creek IV Management Company.

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

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

(1) To own, develop or manage real estate operations, directly and indirectly; 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 281 W. Main Street, Hancock, Maryland 21750. The name and post office address of the Resident Agent of the Corporation in this State is Richard W. Lauricella, 498 North Potomac Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

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 Dolores Y. Creek.

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

2918161

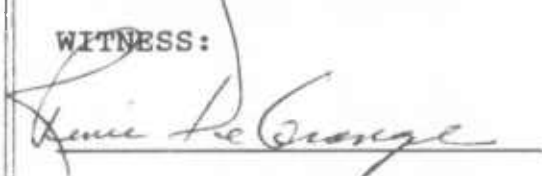
"Indemnification Section"), as amended from time to time shall have the meaning as provided in the Indemnification Section.

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 12th day of December, 1991, and I acknowledge the same to be my act.

WITNESS:

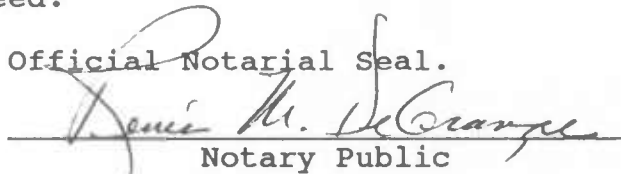


Richard W. Lauricella

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

I HEREBY CERTIFY, That on this 12th day of December, 1991, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard W. Lauricella and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.


Notary Public

My Commission Expires:

5/1/92

3390 2425

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

023J

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

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

76 Certificate of Merger/Transfer

Code

ATTENTION:

MAIL TO ADDRESS:

Richard W. Lauricella, P.A.
498 North Potomac St.
Hagerstown, Md 21740

TOTAL
FEES

40

Check

Cash

NOTE:

Documents on checks

APPROVED BY:

3380 242

ARTICLES OF INCORPORATION
OF
CREEK IV MANAGEMENT COMPANY

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 13, 1991 AT 9:05 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3336815

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED APR 23 1992

RETURN TO:
RICHARD W. LAUREICELLA, P.A.
498 NORTH POTOMAC ST.
HAGERSTOWN MD 21740

119C3051382

A 375239



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

2390 2423

ARTICLES OF AMENDMENT
OF
URNER, NAIRN, & BARTON, P.A.

URNER, NAIRN, & BARTON, P.A., Maryland Corporation, having it's principle office in Hagerstown, Washington County, Maryland, hereinafter called "Corporation", hereby certifies to the State Department of Assessments and Taxation, that:

FIRST: The charter of the corporation is hereby amended to change,

Second and to insert in lieu of the following:


SECOND: The name of the corporation, which is hereinafter referred to as "Corporation" is URNER, NAIRN, BARTON & WILLIAMS, P.A.

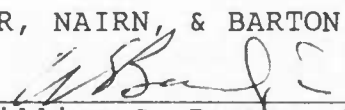
The Board of Directors of the corporation at a special meeting, dully convened and held on May 14, 1991, adopted a resolution which set forth the foregoing amendment to the charter, and that the Board of Directors and stockholders of the corporation approved said amendments by unanimous, written informal consent.

I, William S. Barton, President, hereby acknowledge on behalf of URNER, NAIRN & BARTON, P.A., that the foregoing Articles of Amendment are the corporate act of said corporation and further certify under the penalties of perjury the best of my knowledge, information, and belief, the matters and facts set forth in the Articles are true in all material respects.

ATTEST TO CORPORATE SEAL BY

URNER, NAIRN, & BARTON, P.A.


William P. Nairn, Secretary


By William S. Barton, President

6E b V 91 330 1661

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

12-16-91 at 9:39a .m.

3382 0116

13508610

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

09A3.8

BUSINESS CODE

06

COUNTY

71

#D1207497

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:

Jm T

Name Change

(New Name)

Urner, Nairn, Barton &

Williams, 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:

William P. Nairn

MAIL TO ADDRESS:

Urner, Nairn,
Barton & Williams
Attorneys at Law
207 South Potomac
Street
Hagerstown, Md.
21740

NOTE:

3382 0117

ARTICLES OF AMENDMENT
OF
URNER, NAIRN & BARTON, P.A.
CHANGING ITS NAME TO:
URNER, NAIRN, BARTON & WILLIAMS, P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 16, 1991 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

\$ _____

D1207497

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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, NAIRN, BARTON & WILLIAMS
ATTN: WILLIAM P. NAIRN
207 SOUTH POTOMAC STREET
HAGERSTOWN MD 21740

MAILED APR 23 1992

123C3051840

A 375644



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3382 0115

250

J.R.H. Insurance, Inc.

RECEIVED

ARTICLES OF INCORPORATION

'91 DEC 17 AM 10 06

STATE DEPT. OF
ASSESSMENTS & TAXATION

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 J.R.H. Insurance, Inc.

THIRD: The purpose for which the Corporation is formed is 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 13015 Fountainhead Road, Hagerstown, Maryland 21742-2702. The name and post office address of the Resident Agent of the Corporation in this state are John R. Hershey, Jr., 13015 Fountainhead Road, Hagerstown, Maryland 21742-2702. Said Resident Agent is an individual actually residing in this state.

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

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION 13518347 2564
APPROVED FOR RECORD
12/17/91 at 10:06
13518348

SIXTH: The number of Directors of the Corporation shall be three, which may increase or decrease pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

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

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

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

John R. Hershey, Jr.
John R. Hershey, III
Gerald Spessard

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

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

7380 2565

the issuance of such stock, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of the 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 stockholding whose rights may or shall be thereby substantially adversely affected shall not be entitled to demand and receive payment of the value of his stock.

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 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 preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of 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 such shares.

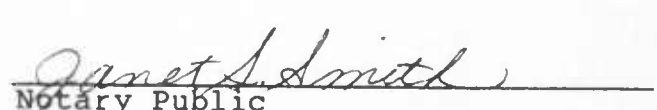
IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 16th day of December, 1991 and we acknowledge the same to be our act.


Scott L. Schubel

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY that on this 16th day of December before me, the subscriber, a Notary Public in and for the State and County aforesaid personally appeared Scott L. Schubel who made oath in due form of law that the matters and facts set forth in the aforesaid Articles of Incorporation are true to the best of his knowledge, information and belief.

WITNESS my hand and official Notarial Seal.


Notary Public

My Commission Expires:

11-01-94

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Reliquious _____ Close ☒ Stock _____ Nonstock _____Merging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

10	<u>50</u>	Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>10</u>	<u>1</u> Certified Copy <u>4</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance

Name Change
(New Name) _____

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

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 _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Wachs, Boone + Schult
138 W. Washington St.
Hagerstown, Md 21740-4769

TOTAL
FEES _____50 Check50 CashNOTE: copy made

Documents on _____ checks

APPROVED BY: A

3380 2568

ARTICLES OF INCORPORATION
OF
J.R.H. INSURANCE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 17, 1991 AT 10:06 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3337060

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED APR 23 1992

RETURN TO:
WACHS, BOONE & SCHUBEL
138 W. WESTLYTON ST.
HAGERSTOWN

MD 21740 4769

119C3051407

A 375263



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3380 2563

APPROVED FOR RECORD

SALVATORE & WADE, P.A.
12/18/91 at 9:01 a.m.
ARTICLES OF VOLUNTARY DISSOLUTION

SALVATORE & WADE, P.A., a Maryland corporation, having its principal office in Hagerstown, Maryland, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth and the post office address of the principal office of the Corporation in the State of Maryland is 44 North Potomac Street, Suite 204, 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 John R. Salvatore, 82 West Washington Street, Suite 200, Hagerstown, Maryland 21740.

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

John R. Salvatore, 82 West Washington Street,
Suite 200, Hagerstown, Maryland 21740

Thomas A. Wade, 44 N. Potomac Street, Suite 204,
Hagerstown, Maryland 21740

FIFTH: Pursuant to Corporations and Associations Article, Section 3-402(a) there is no stock of Salvatore & Wade, P.A. entitled to be voted on dissolution either outstanding or subscribed for, and pursuant to 3-402(b) of the same article this action of dissolution is taken before the organization meeting of the board of directors and therefore, the dissolution shall be by resolution of the sole incorporator.

RECEIVED

STATE DEPT. OF
ASSESSMENTS & TAXATION
DEC 18 AM 9 01

1352 8267

SIXTH: The Corporation has no known creditors.

SEVENTH: Pursuant to Corporations and Associations Article, Section 3-407(b) attached hereto is the certification by the Department of Assessments and Taxation of Maryland to the effect all taxes have been paid and collected by Washington County, Maryland and Hagerstown, Maryland thru the '91-'92 tax year.

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, pursuant to Subtitle 4 of the Corporations and Associations Article, the Incorporator of Salvatore & Wade, P.A. acknowledges these Articles of Dissolution are true and correct, 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; witnessed this 2nd day of December, 1991.

Sandra J. Stone
Witness

Thomas A. Wade
Thomas A. Wade
Sole Incorporator of
Salvatore & Wade, P.A.

STATE OF MARYLAND

COMPTROLLER OF THE TREASURY

LOUIS L. GOLDSTEIN, COMPTROLLER

J. BASIL WISNER, CHIEF DEPUTY COMPTROLLER

GENERAL ACCOUNTING DIVISIONLOUIS L. GOLDSTEIN TREASURY BUILDING, P.O. BOX 746,
ANNAPOLIS, MARYLAND 21404-0746ARNOLD G. HOLZ, CPA,
DIRECTOR

Dear Sir/Madam:

The following tax clearance certificate is being issued by the
Maryland State Comptroller's Office as requested:

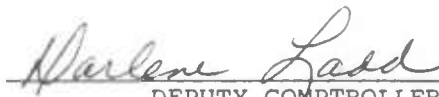
THIS IS TO CERTIFY, That the books of the State Comptroller's
Office and of the Department of Employment Security, as reflected in
their certification to the state comptroller, show that all taxes and
charges due the state of Maryland, payable through the said offices as
of the date hereof by

SALVATORE & WADE, P.A.

have been paid.

WITNESS my hand and official seal this

11TH day of OCTOBER A.D. 19 91.



DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

MY TELEPHONE NUMBER IS:

3382 2183

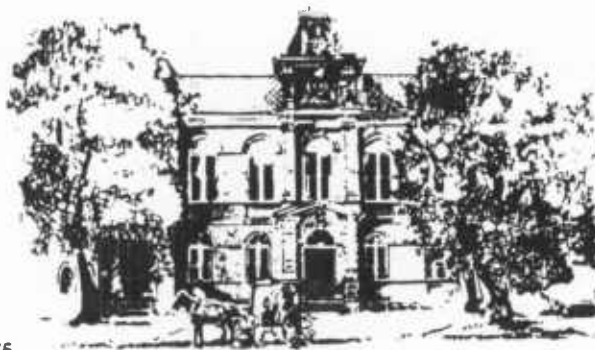
TTY FOR THE DEAF: ANNAPOLIS AREA 974-2609
BALTIMORE AREA 383-7555

PS-409

AN EQUAL OPPORTUNITY EMPLOYER

OFFICE OF
TODD L. HERSHEY
COUNTY TREASURER
COURT HOUSE ANNEX
HAGERSTOWN, MARYLAND 21740

TELEPHONE/MARCOM: (301) 791-3173
TDD/HEARING IMPAIRED: (301) 791-3175



The Court House

SERVING WASHINGTON COUNTY SINCE 1873

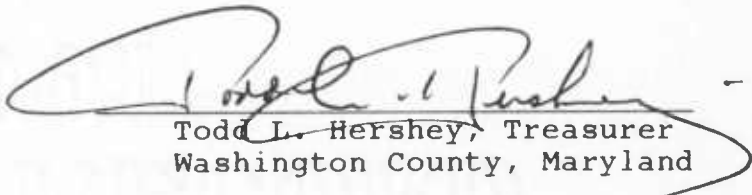
December 12, 1991

Salvatore & Wade, P.A.
D-2001436

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

Salvatore & Wade, P.A.

have been paid to and including the fiscal year July 1, 1991 through June 30, 1992.


Todd L. Hershey, Treasurer
Washington County, Maryland

City of Hagerstown, Maryland

Office of the Treasurer
1 E Franklin St

Hagerstown, MD 21740
(301) 790-3200 ext 154

December 12, 1991

Salvatore & Wade, PA
44 N Potomac St
Suite 204
Hagerstown, MD 21740

RE: Tax Clearance - Salvatore & Wade, P.A. - ID #D2001436

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:

Salvatore & Wade, P. A. - ID #D2001436

have been paid to and including fiscal year July 1, 1991 to June 30, 1992.



Stephen Wolfensberger,
Treasurer

3382 2185

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

BUSINESS CODE

COUNTY

1938 82001436 P.A. Religious Close Stock NonstockMerging
(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

Name Change
(New Name)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

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 J. Wade, P.A.
44 N. Potomac St., Suite 204
Hagerstown, MD 21740

TOTAL
FEES50☒ CheckCash

NOTE:

Documents on checks

APPROVED BY:

HV

3382 218

THE ARTICLES OF DISSOLUTION
OF
SALVATORE & WADE, P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
DECEMBER 18, 1991 9:01 A.
OF MARYLAND AT O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:
20.00

SPECIAL
FEE PAID:
30.00

S. _____

S. _____

S. _____

D2001436

WASHINGTON COUNTY

TO THE CLERK OF THE COURT OF

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

MAILED APR 23 1992

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

124C3052024

A 375823



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

3382 2180

ARTICLES OF INCORPORATION OF
SMITHSBURG AUTO BODY SHOP, INCORPORATED

THIS IS TO CERTIFY:

First: That I, the undersigned, Milton D. Lawyer, who is eighteen years of age, or older, and whose address is No. 7 West Water Street, P.O. BOX 12, Smithsburg, Maryland 21783, 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 SMITHSBURG AUTO BODY SHOP, INCORPORATED.

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

- (1) To operate a general automotive repair, used car business.
- (2) To operate a general merchandise and grocery store.
- (3) 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.

Fourth: The post office address of the principle office of the Corporation is No. 5 West Water Street, P.O. Box 12, Smithsburg, Maryland 21783. The name and post office address of the Resident Agent of the Corporation is Milton D. Lawyer, No. 7 West Water Street, P.O.Box 12, Smithsburg, Maryland, 21783, said Resident Agent is a citizen of Maryland and actually resides therein.

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

13538351
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD 3381 2400
12/18/91 at 1:43

Sixth: The number of directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than one (1); and the name of the director who shall act until the first annual meeting or until his successors(s) is duly chosen and qualifies is Milton D. Lawyer.

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 from time to time.

Eighth: The Officers of the Corporation shall be as follows until a regular election can be held at the annual meeting as required by the By-Laws:

President and Tresurer:	Milton D. Lawyer
Vice President:	Brian D. Lawyer
Secretary:	Emma Lou Davis

Ninth: The duration of the Corporation shall be perpetual.

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 corporation 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 stock holders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 16th day of December, 1991, and I acknowledge the same to be my act.

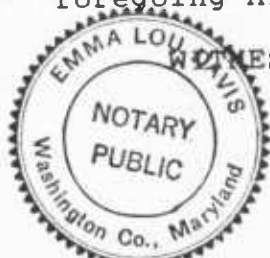
WITNESS:

Milton D. Lawyer (SEAL)
Milton D. Lawyer
Incorporator

Emma Lou Davis

STATE OF MARYLAND, COUNTY OF WASHINGTON, to wit:

I HEREBY CERTIFY, That on this 16th day of December, 1991, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Milton D. Lawyer, and acknowledged the foregoing Articles of Incorporation to be his act and deed.



WITNESS my hand and Official Notarial Seal.

Emma Lou Davis
Notary Public

My Commission Expires:
4-1-92

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

BUSINESS CODE

COUNTY

_____ P.A. _____ Religious _____ Close ☒ Stock _____ NonstockMerging
(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	9	1 Certified Copy 39
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance

Name Change
(New Name) _____

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

76 _____ Certificate of Merger/Transfer

Code _____

75		Special Fee
80		For. Limited Partnership
83		Cert. 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 #133773
NA		Foreign Corp. Registration
87		Limited Part. Good Standing
71		Financial

MAIL TO ADDRESS: _____

R. Cresap Davis
 PO Box 215
 Smithsburg Md
 21783

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

114

☒ Check

Cash

NOTE:

Documents on _____ checks

APPROVED BY: PCMCERTIFIED
COPY MADE

3391 2403

ARTICLES OF INCORPORATION
OF
SMITHSBURG AUTO BODY SHOP, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 18, 1991 AT 1:43 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3338712

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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. CRESAP DAVIS
P.O. BOX 215
SMITHSBURG

MAILED APR 23 1992

MD 21783

122C3051721

A 375538



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

7381 2789

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

12/19/91
ARTICLES OF ~~AMENDMENT~~ at 10:00 .m.

OF

JOHN R. OLIVER REALTY, INC.

John R. Oliver Realty, Inc., Maryland Corporation, having it's principle office in Hagerstown, Washington County, Maryland, hereinafter called "Corporation", hereby certifies to the State Department of Assessments and Taxation, that:

FIRST: The charter of the corporation is hereby amended to change paragraph Second and to insert in lieu thereof the following:

SECOND: The name of the corporation, (which is hereinafter referred to as "Corporation") is A C O Realty, Inc.

The Board of Directors of the corporation at a special meeting, dully convened and held on DECEMBER 11, 1991, adopted a resolution which set forth the foregoing amendment to the charter, and that the Board of Directors and stockholders of the corporation approved said amendments by unanimous, written informal consent.

I, William Taylor Oliver, President, hereby acknowledges on behalf of John R. Oliver Realty, Inc. that the foregoing Articles of Amendment are the corporate act of said corporation and further certify under the penalties of perjury to the best of my knowledge, information, and belief, the matters and facts set forth in the Articles are true in all material respects.

ATTEST TO CORPORATE SEAL BY

JOHN R. OLIVER REALTY, INC.

William J Oliver
Secretary

William Taylor Oliver
President

13538406
3382 0201

ARTICLES OF AMENDMENT
OF
JOHN R. OLIVER REALTY, INC.
CHANGING ITS NAME TO:
A C O REALTY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 19, 1991 AT 10:00 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

D2084614

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED APR 23 1992

RETURN TO:
URNER, NAIRN, BARTON & WILLIAMS
207 SOUTH POTOMAC STREET
HAGERSTOWN MD 21740

123C3051857

A 375660



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

3382 0200

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

STANLEY KEGARISE QUALITY ROOFING CONTRACTOR, INC.

ARTICLES OF AMENDMENT

APPROVED FOR RECORD

12-19-91 08 9:31a

STANLEY KEGARISE QUALITY ROOFING CONTRACTOR, INC., a Maryland Corporation, having its principal offices at 517 Jefferson Street, Hagerstown, Maryland 21740 (hereinafter referred to as the Corporation) hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the Department) that:

FIRST: The Articles of Incorporation of the Corporation are hereby amended to indicate that the corporation is "A Close Corporation".

SECOND: The Articles of Incorporation are further hereby amended by striking out in their entirety Articles FIRST, SECOND, THIRD, FOURTH, FIFTH, SIXTH, SEVENTH, EIGHTH, and NINTH of the Articles of Incorporation of said Corporation and by substituting in lieu thereof the following:

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

STANLEY KEGARISE QUALITY ROOFING CONTRACTOR, INC.

3. Close Corporation. The corporation shall be a close corporation as authorized by the Corporations and Associations Article (Section 4-101 et. seq.) of the Maryland Code.

4. Purposes. The purposes for which the Corporation is incorporated under the Corporations and Associations Article (Section 2-103) of the Maryland Code, as amended from time to time, are to engage in and to do any lawful act concerning any or all lawful business for which corporations may be incorporated under said Article.

5. Registered office and agent. The post office address of the principal office of the Corporation in Maryland is 517 Jefferson Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Creager & Newhouse, P.A., 82 West 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 5000 shares without par value, all of one class.

7. Election to have No Board of Directors. After completion of the organization meeting of the director and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no Board of Directors. Until such time, the Corporation shall have one director, whose name is

13538332 1704

Stanley Kegarise.

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

THIRD. That the Board of Directors of the Corporation at a meeting duly convened and held on December 10, 1991, duly adopted the amendment of the Articles of Incorporation of the Corporation hereinabove set forth by vote of a majority of the entire Board of Directors.

FOURTH: That at the time of the adoption of the amendment of the Articles of Incorporation by vote of a majority of the entire Board of Directors as hereinabove set forth, there was no shares of stock outstanding and entitled to vote thereon.

IN WITNESS WHEREOF, Stanley Kegarise Quality Roofing Contractor, Inc. has caused this Amendment 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 December, 1991, and its President acknowledges that these Articles of Amendment are the act and deed of Stanley Kegarise Quality Roofing Contractor, 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:

STANLEY KEGARISE QUALITY ROOFING CONTRACTOR, INC.

Frances E. Sator
Secretary

Stanley Kegarise
Stanley Kegarise - President

Corporate Seal



STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

09 ^{MX}

BUSINESS CODE

03

COUNTY

71

W 3242807 P.A. ☐ Religious ☒ Close ☒ Stock ☐ NonstockMerging
(Transferor)Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

10	_____	Expedited Fee
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign 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:

Dixie Newhouse
#200
82 W. Wash St
Hagerstown Md 21740-
4804

TOTAL
FEES20☒ Check☐ Cash

NOTE:

add close

Documents on _____ checks

APPROVED BY:

JS

3387 1706

ARTICLES OF AMENDMENT
OF
STANLEY KEGARISE QUALITY ROOFING CONTRACTOR INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 19, 1991 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

\$ _____

D3242807

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED APR 23 1992

RETURN TO:
DIXIE NEWHOUSE
82 W. WASHINGTON ST.
STE. 200
HAGERSTOWN

MD 21740 4804

126C3052361

A 376120



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

3383 1703

STATE DEPARTMENT OF ASSESSMENTS
ARTICLES OF INCORPORATION FOR A STOCK CORPORATION

(See instructions on reverse side.)

APPROVED FOR RECORD

FIRST: The undersigned CLAYTON A. HAYES III 12/20/91 at 8:37 A.M.

whose address is 112 CALVERT TERRACE, HAGERSTOWN, MD. 21740

_____, being at least eighteen years of age, do(es) hereby form a corporation under the laws of the State of Maryland.

SECOND: The name of the corporation is ANTIETAM WINDOW FASHIONS INC.

THIRD: The purposes for which the corporation is formed are as follows: RETAIL SALES OF VENETIAN BLINDS, VERTICAL BLINDS, PLEATED SHADES, DRAPERIES
AND ACCESSORIES.

FOURTH: The post office address of the principal office of the corporation in Maryland is 612 FAIRMEADOWS BLVD.

HAGERSTOWN, MD. 21740

FIFTH: The name and post office address of the resident agent of the corporation in Maryland is CLAYTON A. HAYES III, 112 CALVERT TERRACE, HAGERSTOWN, MD. 21740

SIXTH: The corporation has authority to issue 300 shares at \$ 0 par value per share.

SEVENTH: The number of directors of the corporation shall be 3 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 name(s) of the director(s) who shall act until the first meeting or until their successors are duly chosen and qualified is/are CLAYTON A. HAYES III

LAUREEN ANGLE

GARY DUNKLEBERGER

EIGHTH: IN WITNESS WHEREOF, I have signed these Articles and acknowledge the same to be my act.

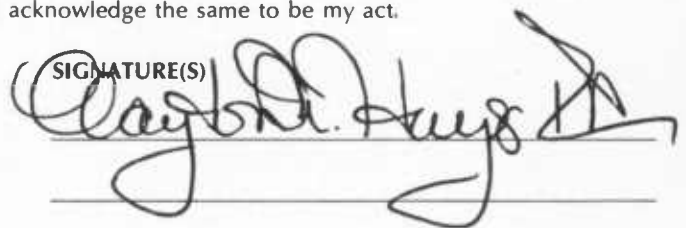
RETURN TO:

ANTIETAM WINDOW FASHIONS INC.

612 FAIRMEADOWS BLVD.

HAGERSTOWN, MD. 21740

(SIGNATURE(S))



STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

GUIDELINES FOR DRAFTING ARTICLES OF INCORPORATION FOR A "STOCK" CORPORATION

(See form on reverse side.)

This type of corporation would be most appropriate for two or more individuals engaged in an enterprise with the intention of making a profit.

This guide is to be used for "Articles of Incorporation for a STOCK Corporation." Each item describes how to fill a blank in the sample. The sample is the minimum necessary to incorporate. If you wish to expand on any item consult with your lawyer, accountant or financial advisor. Legal questions of a general nature cannot be answered by the staff of this Department.

You may fill in the blanks on the sample and submit it as your Articles of Incorporation. All items must be typed. Forms filled in by hand will not be accepted.

- FIRST:** Insert the names and addresses of the individuals who are incorporating. One or more individuals can act as incorporators. The only requirement is that they be at least 18 years old. The address should be one where mail can be received. It can be anywhere, even a foreign county.
- SECOND:** Insert the corporate name. The corporate name must contain "Corporation," "Incorporated," "Limited," "Inc.," "Corp.," or "Ltd." The name cannot be misleadingly similar to a name already on record in Maryland. You may call 225-1330 for a non-binding check for name availability. Acceptance of a name guarantees only that the corporation will have that name. It does not mean you cannot be sued for trade name or trade mark infringement. For more information on this consult your attorney.
- THIRD:** Give a one or two sentence description of the business of the corporation.
- FOURTH:** Insert the address of the principal place of business. It must be a specific address in Maryland and must include street, city and zip code. It cannot be a post office box.
- FIFTH:** This is the name and address of an agent designated to accept service of process if the corporation is summoned to court for any reason. The agent must be either an adult citizen of Maryland or another existing Maryland corporation. The address must include the street, city and zip code. The address must be in Maryland and cannot be a post office box. A corporation cannot act as its own resident agent.
- SIXTH:** Insert the number of shares of stock the corporation will have the authority to issue as well as the par value of each share. If the aggregate par value (number of shares multiplied by the par value) exceeds \$100,000, or if over 5,000 shares of stock without par value is used, the filing fee will increase beyond the \$40.00 minimum. If stock without par value is used insert "\$0" as the par value per share. Stock is the means by which ownership of the corporation is divided and assigned. Generally, the owner of 20% of the outstanding stock of the corporation "owns" 20% of the corporation and exercises 20% control. Additionally, stock is required to take advantage of certain tax options. Questions about stock should be directed to your attorney, accountant or financial advisor.
- SEVENTH:** Insert the number of directors and the names of those adult individuals who will be directors. These individuals do not have to be residents of Maryland.
- SIGNATURE(S):** Have all the individuals named in FIRST sign here. It must be the original (no xerox, stamp or carbon) signatures of all the people listed in First and no one else may sign here. No witness or notary is required.
- RETURN TO:** State where the receipt, certified copies, certificates of status and the original articles are to be sent.

FEES

The fee to file Articles of Incorporation is \$40.00 unless the aggregate par value of the stock exceeds \$100,000 or, if no par value stock is used, the corporation has authority to issue more than 5,000 shares. If stock exceeds these amounts, call 225-1340 for the fee.

TELEPHONE/(301) 225-1340
TTY FOR DEAF: BALTIMORE AREA 383-7555 • D.C. METRO AREA 565-0451
FAX (301) 333-7096

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

02

BUSINESS CODE

03

COUNTY

71

_____ P.A. _____ Religious _____ Close ☒ Stock _____ NonstockMerging
(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:

Harry Angle, Jr.
Lauren Rose Angle
612 Fairmeadows Blvd.
Hagerstown, Md. 21740

TOTAL
FEES

40

Check

Cash

NOTE:

Documents on

checks

APPROVED BY:

A

ARTICLES OF INCORPORATION
OF
ANTIETAM WINDOW FASHIONS INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 20, 1991 AT 8:37 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:

\$

D3340908

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED APR 23 1992

RETURN TO:
HARRY & LAUREEN ROSE ANGLE
612 FAIRMEADOWS BLVD.
HAGERSTOWN MD 21740

125C3052061

A 375863



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

3382 2412

APPROVED FOR RECORD

12-20-91 at 8:38 a.m.

ARTICLES OF INCORPORATION 1991 DEC 20 A 8: 3,
FOR
TURK EYE FARM, INC.
(A Close Corporation)

FIRST: I, Christian A. Hawbaker, whose address is 1935-2 Burnside Bridge Road, Keedysville, Maryland 21756, 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 (hereinafter called "corporation") is TURK EYE FARM, INC.

THIRD: The purpose for which the corporation is formed is:

1. To operate an agricultural business, including but not limited to the cultivation, harvesting, purchase, sale and exchange of agricultural products, crops, livestock, equipment, machinery, goods and other personal and real property.
2. To hire and employ agents and employees, and to enter into agreements of employment and collective bargaining agreement, and to act as agent, contractor, trustee or otherwise, either alone or in company with others.
3. To have, use, alter or abandon a corporate seal.
4. To transact its business, carry on its operations, and exercise the powers granted by this Article in any state, territory, district or possession of the United States and in any foreign country.
5. To make contracts and guarantees, incur liabilities and borrow money.
6. To sell, lease, exchange, transfer, convey, mortgage, pledge and otherwise dispose of any or all of its assets.
7. To issue bonds, notes, and other obligations and secure them by mortgage or deed of trust of any or all of its assets.
8. To acquire by purchase or in any other manner, and take, receive, own, hold, use, employ, improve, and otherwise deal with any interest in real or personal property, wherever located.
9. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, loan, pledge, or otherwise dispose of and otherwise use and deal in and with stock and other interests in and obligations of other Maryland and foreign corporations, associations, partnerships, and individuals.
10. To invest its surplus funds, lend money from time to

time in any manner which may be appropriate to enable it to carry on the operations or fulfill the purposes specified in its charter, and take and hold real and personal property as security for the payment of funds so invested or loaned.

11. To elect its officers and appoint its agents, define their duties, determine their compensation, and adopt and carry into effect employee and officer benefit plans.

12. To adopt, alter, and repeal bylaws not inconsistent with law or its charter for the regulation and management of its affairs.

13. To exercise generally the powers set forth in its charter and those granted by law.

14. To do every other act not inconsistent with law which is appropriate to promote and attain the purposes set forth in its charter.

FOURTH: The post office address of the principal office of the corporation in Maryland is 1935-2 Burnside Bridge Road, Keedysville, Maryland 21756. The name and post office address of the Resident Agent of the corporation is Christian A. Hawbaker, 1935-2 Burnside Bridge Road, Keedysville, Maryland 21756. Said Resident Agent is a citizen of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the corporation has the authority to issue is 100 shares of common voting stock, all of one class, and having no par value.

SIXTH: This corporation shall be a close corporation as defined in title 4 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

SEVENTH: Until such time that the corporation is operated by unanimous shareholders agreement, without a Board of Directors, the name and address of the director is Christian A. Hawbaker, 1935-2 Burnside Bridge Road, Keedysville, Maryland 21756.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged the same to be my act on this 19 day of December, 1991.

WITNESS:

Barbara A. Shew

Christian A. Hawbaker
Christian A. Hawbaker

7382 2758

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

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
3		Certified Copy
6		Penalty
4		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

70		Property Reports and late filing penalties
91		Change of P.O., R.A. or R.A.A.
		Amend/Cancellation, For. Limited Part.
		Other
		Other

TOTAL
FEES

40

Check

Cash

Documents on

checks

APPROVED BY:

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:

MAIL TO ADDRESS:

Sausser and Blair, P.A.

3809 Jefferson Pike

P.O. Box 548

Jefferson, Md. 21755-0548

NOTE:

3382 275

ARTICLES OF INCORPORATION
OF
TURK EYE FARM, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 20, 1991 AT 8:38 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3341534

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED APR 23 1992

RETURN TO:
SAUSER AND BLAIR, P.A.
3809 JEFFERSON PIKE
P.O. BOX 548
JEFFERSON

MD 21755 0548

125C3052124

A 375924



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

3382 2756

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

283

APPROVED FOR RECORD

12-20-91 at 8:39 a.m.

ARTICLES OF INCORPORATION

OF

GINN'S WATER PUMP, INC.
(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.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is **GINN'S WATER PUMP, 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 install and repair water pumps.

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

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

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

13548096

3382 2736

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 Box 112, Smithsburg, Maryland 21783. The name and post office address of the resident agent of the Corporation in this State are Richard Ginn, Box 112, 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. Richard Ginn will serve as the 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 19th day of December, 1991.

WITNESS:

Susan E. Becker

Russell R. Marks

(SEAL)

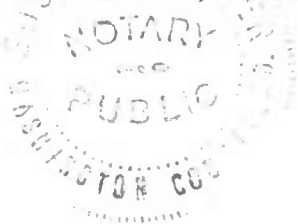
STATE OF MARYLAND, WASHINGTON COUNTY, to-wit

I HEREBY CERTIFY, that on this 19th day of December, 1991, 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:
October 1, 1995



3382 2737

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

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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51		Foreign Name Registration
3	8	1 Certified Copy 2
6		Penalty
4		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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71		Financial
600		Personal
		Property Reports and late filing penalties
0		Change of P.O., R.A. or R.A.A.
1		Amend/Cancellation, For. Limited Part.
		Other
		Other

TOTAL
FEES

48

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:

Russell R. Marks

MAIL TO ADDRESS:

Mackley, Gilbert & Marks
35 East Washington St.
Hagerstown, Md. 21740

NOTE:

Copy made

3382 2738

ARTICLES OF INCORPORATION
OF
GINN'S WATER PUMP, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 20, 1991 AT 8:39 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3341500

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED APR 23 1992

RETURN TO:
MACKLEY, GILBERT & MARKS
RUSSELL R. MARKS
35 E. WASHINGTON STREET
HAGERSTOWN MD 21740

125C3052121

A 375921



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

3382 2735

DEPARTMENT OF ASSESSMENTS
AND TAXATION

287

APPROVED FOR RECORD
12/20/91 at 8:48 a.m.

ARTICLES OF AMENDMENT

1991 DEC -5 A 8:20

DRS. DRAWBAUGH & SAYLOR, P.A.

Drs. Drawbaugh & Saylor, P.A., a Maryland Professional Service Corporation, having its principal office in Washington County, Maryland (hereinafter called the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

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

SECOND: That the name of the Corporation is:

Drs. Drawbaugh & Saylor, P.A.

and inserting in lieu thereof the following:

SECOND: That the name of the Corporation is:

Drawbaugh & Associates, Chartered.

SECOND: The Board of Directors of the Corporation at a meeting duly convened and held on November 4, 1991 adopted a resolution in which was set forth the foregoing amendment to the Charter, declaring that said amendment of the Charter was advisable and directing that it be submitted for action thereon at a Special Meeting of the Stockholders of the Corporation to be held November 4, 1991.

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

THE UNDERSIGNED, Edward J. Drawbaugh, President, who executed on behalf of said Corporation, the foregoing Article of Amendment of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation, 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.

13538299

3383 1811

Attest to Signature
and Corporate Seal:

DRS. DRAWBAUGH & SAYLOR, P.A.

Jane D. Drawbaugh
Secretary

By: Edward J. Drawbaugh
Edward J. Drawbaugh, President

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

I HEREBY CERTIFY, that on this ^{3rd} day of December, A.D., 1991, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Edward J. Drawbaugh, President of DRS. Drawbaugh & Saylor, P.A., a Maryland Professional Corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation and further made oath in due form of law that the matters and facts set forth in said Articles of Amendment with respect to the approval thereof are true and correct to the best of his knowledge, information and belief.

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

Linda L. Punt
Notary Public

My Commission Expires:

1 June 1994

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 09A ^{MA} BUSINESS CODE _____ COUNTY 71D3293313 P.A. _____ Religious _____ Close _____ Stock _____ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

10	_____	Expedited Fee
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
63	_____	_____ Certified Copy _____
66	_____	Penalty
64	_____	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
70	_____	Property Reports and _____
91	_____	late filing penalties
	_____	Change of P.O., R.A. or R.A.A.
	_____	Amend/Cancellation, For. Limited Part.
	_____	Other _____
	_____	Other _____

Name Change
(New Name)Drewbaugh & Associates,
Chartered
☒ 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: _____

Linda L. Punt
Meyers, Young & Grove, P.A.
P.O. Box 1267
Hagerstown, MD 21741-1267
TOTAL FEES 20

Check

Cash

NOTE:

Documents on _____ checks

APPROVED BY: HW

3383 181

ARTICLES OF AMENDMENT
OF
DRS. DRAWBAUGH AND SAYLOR, P.A.
CHANGING ITS NAME TO:
DRAWBAUGH & ASSOCIATES, CHARTERED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 20, 1991 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

\$ _____

D3293313

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED APR 23 1992

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

MD 21741 1267

126C3052384

A 376141



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

3383 1810

12/24/91 at 8:38a.m.

ARTICLES OF AMENDMENT
FOR
HARBAUGH COIN MACHINES, INC.

Harbaugh Coin Machines, Inc., a Maryland Corporation, having its principal office at 806 Pine Street, Hagerstown, Maryland 21740 (hereinafter referred to as "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: The Charter of the Corporation is hereby amended by deletion of Article 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 1007 Potomac Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is Steven R. Harbaugh, 1007 Potomac Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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, Harbaugh Coin Machines, 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 10th day of December, 1991, and its President acknowledges that these Articles of Amendment are the act and deed of Harbaugh Coin Machines, 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:

HARBAUGH COIN MACHINES, INC.

Carmen A. Harbaugh
Carmen A. Harbaugh, Asst. Sec.

BY: Steven R. Harbaugh (PRES.)
Steven R. Harbaugh, Pres.

85:8 A 42 DEC 24 1991

13618284
3393 2067

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 09^{MA} BUSINESS CODE 03 COUNTY 71
D2993426 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	<u>20</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance

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 _____

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
70	_____	Property Reports and _____ late filing penalties
91	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Amend/Cancellation, For. Limited Part.
_____	_____	Other _____
_____	_____	Other _____

Code _____

ATTENTION: Michael H. Day

MAIL TO ADDRESS: Law Offices
Day and Schneider,
P.A., Suite 300
120 West Washington
Street
Hagerstown, Md.
21740

TOTAL FEES 20
☒ Check _____ Cash
_____ Documents on _____ checks

NOTE:

APPROVED BY: JmT

ARTICLES OF AMENDMENT
OF
HARBAUGH COIN MACHINES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 24, 1991 AT 8:38 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

D2993426

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
MICHAEL G. DAY
L.O. DAY AND SCHNEIDER
120 WEST WASHINGTON ST.
STE. 300
HAGERSTOWN

MAILED APR 23 1992

MD 21740

126C3052437

A 376188



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3383 2066

294

APPROVED FOR RECORD

12-24-91 at 8:38a.m.,

ARTICLES OF AMENDMENT
FOR
VISUAL EFFECTS, INC.

Visual Effects, Inc., a Maryland Corporation, having its principal office at 1633 Woodlands Run, 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 FOURTH in its entirety and substituting in lieu thereof the following:

FOURTH: The address of the principal office of the Corporation in this State is 1905 Pennsylvania Avenue, Hagerstown, Maryland 21740. The name and address of the Resident Agent of the Corporation is Lynn W. Dick, 1905 Pennsylvania Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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, Visual Effects, 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 9th day of November, 1991, and its President acknowledges that these Articles of Amendment are the act and deed of Visual Effects, 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:


Matthew S. Dick, Secretary

VISUAL EFFECTS, INC.

13588167

BY:


Lynn W. Dick, President

8E 38 V 42 330 1661

3383 1842

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 09 BUSINESS CODE 03 COUNTY 71# D3316585 P.A. Religious Close ☒ Stock NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

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

Name Change
(New Name) _____

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: Jm T

<input checked="" type="checkbox"/>	Change of Name
<input checked="" type="checkbox"/>	Change of Principal Office
<input checked="" type="checkbox"/>	Change of Resident Agent
<input checked="" type="checkbox"/>	Change of Resident Agent Address
_____	Resignation of Resident Agent
_____	Designation of Resident Agent and Resident Agent's Address
_____	Other Change _____

Code _____

ATTENTION: _____

Michael A. Day

MAIL TO ADDRESS: _____

Law Offices
Day and Schneider,
P.A., Suite 300
120 West Washington
Street
Hagerstown, Md. 21740

NOTE:

ARTICLES OF AMENDMENT
OF
VISUAL EFFECTS, INC.

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

OF MARYLAND DECEMBER 24, 1991 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

\$ _____

D3316585

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED APR 23 1992

RETURN TO:
L.O. DAY AND SCHNEIDER, P.A.
MICHAEL G. DAY
120 W. WASHINGTON ST.
STE. 300
HAGERSTOWN

MD 21740

126C3052390

A 376147



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

7233 1841

ARTICLES OF AMENDMENT

STATE DEPT. OF ASSESSMENTS AND TAXATION
12-23-91 at 9:59a

The Woman's Center Inc.

(Name of Corporation)

, 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 as follows:

Article 2- Said organization is exclusively used for charitable
purposes to help all women, especially hurting women in their daily
problems whether it be religious, educational, or any other problems.

(attach second sheet for further amendments)

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/members of the
corporation. We the board of directors duly authorized the amendments that have
been presented to us.

FOR USE WHEN AMENDMENT INCREASES AUTHORIZED STOCK:

THIRD: (a) The total number of shares of all classes of stock of the corporation
heretofore authorized, and the number and par value of the shares of each class, are as
follows:

We the undersigned President and Secretary swear under penalties of perjury that the
foregoing is a corporate act.

13578431

69
Secretary
board member
1991 DEC 23 330 1661

President
board member

3304 1447
301-225-1340

The Woman's Center Inc.

1704 OAK HILL AVENUE
 HAGERSTOWN, MD 21740
 301-791-9131

State of Maryland
 Department of Assessments and Taxation
 Charter Division Room 809
 301 West Preston Street
 Baltimore, Md. 21201

Dear Sir,

Here are our articles of Amendment for The Woman's Center Inc.

Articles of Incorporation/Organization

Article 2- Said organization is exclusively used for charitable purposes to help all woman, especially hurting women in their daily problems whether it be religious, educational, or any other problems

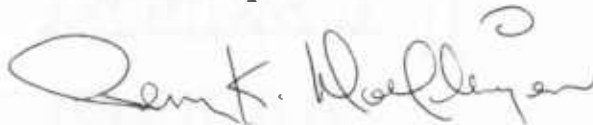
Article 6- No part of the net earnings of the Corporation/Organization shall inure to the benefit of, or be distributable to it's members trustees, directors, officers or other private persons, except that the corporation/organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of section 501(c)(3) purposes. No substantial part of the corporation/organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation/organizations shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf any public offices.

Notwithstanding any other provisions of these articles, the corporation/organization shall not carry on any other activities not permitted to be carried on (a) by a corporation/organization exempt from the Federal income tax under section 501(c)(3) OF the Internal Revenue Code (or corresponding section of any future federal tax code) or (b) by a corporation/organization, contribution to which are deductible under Section 170(c)(2) of the federal tax code.)

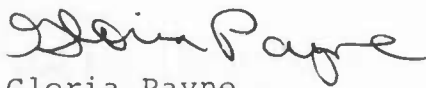
7784 1444

Article 8- Upon dissolution of this corporation/organization 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 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.

Sincerely,



Penny K. Hoeflinger
President



Gloria Payne
Secretary

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

BUSINESS CODE

COUNTY

#

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 8 1 Certified Copy AP
56 Penalty
54 For. Supplemental Cert.
53 Foreign Resolution
73 Certificate of Conveyance

Name Change
(New Name)

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

76 Certificate of Merger/Transfer

Code

75 Special Fee
80 For. Limited Partnership
83 Cert. Limited Partnership
84 Amendment to 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

ATTENTION:

MAIL TO ADDRESS:

The Women's Center, Inc
1704 Oak Hill Ave
Nagardum, Md 21740

TOTAL
FEES

Check

Cash

NOTE:

Documents on checks

APPROVED BY:

3384 1446

ARTICLES OF AMENDMENT
OF
THE WOMAN'S CENTER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 23, 1991 AT 9:59 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

D3215142

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE 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 15 1992

RETURN TO:
THE WOMEN'S CENTER, INC.
1704 CAK HILL AVENUE
HAGERSTOWN

MD 21740

129C3050158

A 376448



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3796 1442

Greater Hagerstown Association of REALTORS®, Inc.

300 Cameo Drive

Hagerstown, Maryland 21740

Telephone (301) 797-4480 • Fax (301) 791-2732



December 19, 1991

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

RE: Change in Resident Agent and Change of Address

Attn: Mildred Zimmerman:

Per your instructions by telephone today, I am sending you the following:

The Board of Directors of the Greater Hagerstown Association of REALTORS®, Inc., a corporation organized in Maryland on May 25, 1961, duly approved a resolution as follows:

RESOLVED: That the principal office and resident agent & agent address be changed to:

Sandra L. Klimek, Executive Officer
 300 Cameo Drive, Hagerstown, Maryland 21740

I, Sandra L. Klimek, Executive Officer, 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.

In addition, please change the mailing address from 580 Northern Avenue to 300 Cameo Drive, Hagerstown, Maryland 21740.

On a separate note, we wish to obtain a copy of our original Articles of Incorporation for our files. Enclosed please find a check in the amount of \$19.00, which includes \$10.00 for filing the change of address and resident agent, and \$9.00 to receive a copy of the Articles of Incorporation which is nine pages in length. Thank you for your cooperation in this matter, and if I can be of any further assistance, please let me know.

Sincerely,

13608117

A handwritten signature in cursive script that reads "Sandra L. Klimek".

Sandra L. Klimek
 Executive Officer

slk

STATE DEPARTMENT OF ASSESSMENTS
 AND TAXATION

Enclosure: \$19.00

APPROVED FOR RECORD

cc: file

12-26-91 at 8:48 A.m.

3384 1518

1991 DEC 26 A 8:48

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 21
D0131232 P.A. _____ Religious _____ Close _____ Stock _____ NonstockMerging
(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

Name Change
(New Name) _____

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.
	\$9.00	Other <u>Plain copy of Articles</u>
	_____	Other _____

TOTAL FEES \$19.00

_____ 1 Check _____ Cash

NOTE:

2 Documents on _____ 1 checks

APPROVED BY: RMC

3394 1519

MAIL TO ADDRESS: Greater HagerstownAssociation of Realtors, Inc.
300 Cameron Dr
Hagerstown, MD 21740

CHANGE OF RESIDENT AGENT & ADDRESS AND PRINCIPAL OFFICE
OF
GREATER HAGERSTOWN ASSOCIATION OF REALTORS, INC.

DECEMBER 26, 1991 8:48 A.
APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AT O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

10.00
RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ _____
D0731232

\$ _____

WASHINGTON COUNTY

TO THE CLERK OF THE COURT OF

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

RETURN TO: MAILED JUL 15 1992
GREATER HAGERSTOWN ASSOCIATES OF
REALTORS, INC.
300 CAMEO DR.
HAGERSTOWN MD 21740

129C3050174

A 376464



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

3764 1517

ARTICLES OF VOLUNTARY DISSOLUTION
OF
HIGHFIELD LIQUOR, INC.

STATE OF MARYLAND
AND TERRITORIES

APPROVED FOR RECORD

12-27-91 at 8:30 AM

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 25495 Highfield Road, Cascade, Maryland 21719. ✓

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:

Mary J. Heiston
25521 Heiston Road
Highfield, MD 21753

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

Helen M. Benchoff
12208 Charmian Road
Blue Ridge Summit, PA 17214

J. Martin Benchoff, Jr.
c/o J. Martin Benchoff, Sr.
12514 Old Route 16
Waynesboro, PA 17268

David A. Burkholder
1905 Market Square Blvd.
Waynesboro, PA 17268

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

Helen M. Benchoff
President
12208 Charmian Road
Blue Ridge Summit, PA 17214

J. Martin Benchoff, Jr.
Vice President
c/o J. Martin Benchoff, Sr.
12514 Old Route 16
Waynesboro, PA 17268

13618193

1991 DEC 27 A 8:37

1991 OCT 10 AM 8:17
3385 0095

David A. Burkholder
 Secretary/Treasurer
 1905 Market Square Blvd.
 Waynesboro, PA 17268

SIXTH: The voluntary dissolution of the Corporation was duly advised by the Board of Directors of the Corporation and duly authorized and directed by the holders of all the issued and outstanding stock of the Corporation, and, thus was approved by said Shareholders in the manner and by the vote required by law and the charter of the Corporation.

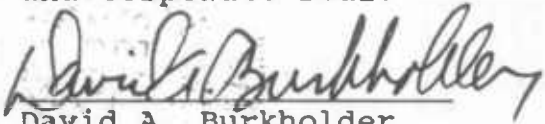
SEVENTH: The Corporation has no known creditors.

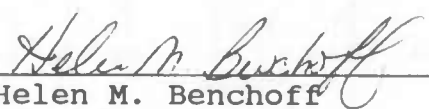
EIGHTH: These Articles of Voluntary Dissolution are accompanied by certificates provided by Section 3-407(c) of the Corporations and Associations Article of the Annotated Code of Maryland stating that all taxes not barred by limitations which are levied on assessments made by the State Department of Assessments and Taxation of Maryland and billed by and payable to the issuer of each of said certificates 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, Highfield Liquor, 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 30th day of May, 1991.

Attest to Signature
 and Corporate Seal:

HIGHFIELD LIQUOR, INC.


 David A. Burkholder
 Secretary

By: 
 Helen M. Benchoff
 President

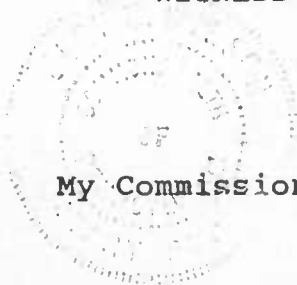
STATE OF PENNSYLVANIA, COUNTY OF FRANKLIN, To-Wit:

I HEREBY CERTIFY, that on this 30th day of May, A.D., 1991, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Helen M. Benchoff, who acknowledged herself to be the President of Highfield Liquor, Inc., a Maryland corporation, and that she as such President, being authorized so to do, executed the

3385 0096

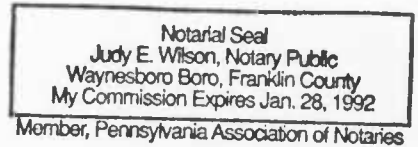
aforegoing instrument for the purposes therein contained.

WITNESS my hand and official Notarial Seal.



My Commission Expires: 1/28/92

Judy E. Wilson
Notary Public



STATE OF PENNSYLVANIA, COUNTY OF FRANKLIN, To-Wit:

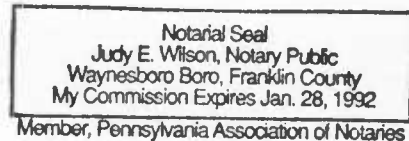
I HEREBY CERTIFY, that on this 30th day of May, A.D., 1991, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared David A. Burkholder, who made oath in due form of law that he was the Secretary of the meeting of the Board of Directors advising dissolution of this Corporation and that he was likewise Secretary of the meeting of the Stockholders held in reference thereto and that the matters and facts set forth in the foregoing Articles of Dissolution with respect to the authorization for dissolution are true as therein set forth.

WITNESS my hand and official Notarial Seal.



My Commission Expires: 1/28/92

Judy E. Wilson
Notary Public



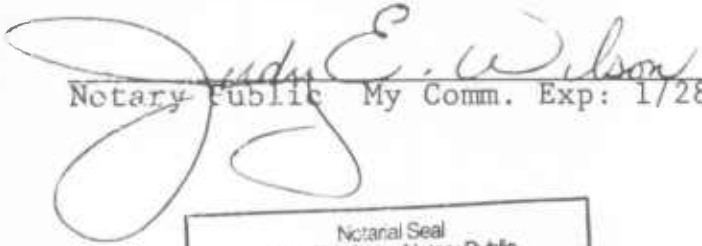
AFFIDAVIT

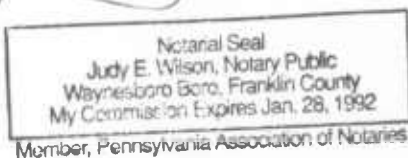
PENNSYLVANIA FRANKLIN
STATE OF ~~MARYLAND~~, COUNTY OF ~~WASHINGTON~~, To-Wit:

I HEREBY CERTIFY, that on this 30th day of May, 1991, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Helen M. Benchoff, President of Highfield Liquor, Inc., a Maryland corporation, who declared under penalties of perjury, that the Corporation as of December 12, 1990 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.


Helen M. Benchoff

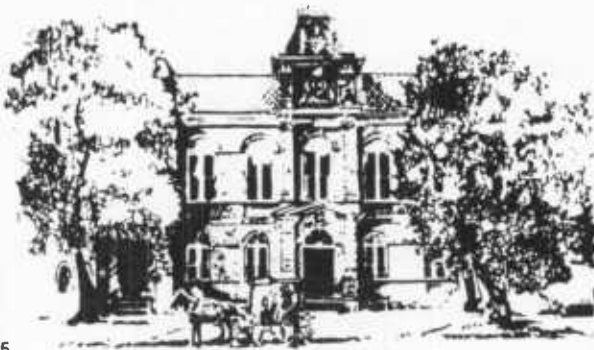
Sworn and subscribed before
me this 30th day of May, 1991.


Notary Public My Comm. Exp: 1/28/92



OFFICE OF
TODD L. HERSHEY
COUNTY TREASURER
 COURT HOUSE ANNEX
 HAGERSTOWN, MARYLAND 21740

TELEPHONE/MARCOM: (301) 791-3173
 TDD/HEARING IMPAIRED: (301) 791-3175



The Court House

SERVING WASHINGTON COUNTY SINCE 1873

December 26, 1991

HIGHFIELD LIQUOR, INCORPORATED
 D-0475772

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

HIGHFIELD LIQUOR, INCORPORATED

have been paid to and including the fiscal year July 1, 1991 through June 30, 1992.

Todd L. Hershey, Treas.

Todd L. Hershey, Treasurer MB
 Washington County, Maryland

7385 009



STATE OF MARYLAND

COMPTROLLER OF THE TREASURY

LOUIS L. GOLDSTEIN, COMPTROLLER

J. BASIL WISNER, CHIEF DEPUTY COMPTROLLER

GENERAL ACCOUNTING DIVISIONLOUIS L. GOLDSTEIN TREASURY BUILDING, P.O. BOX 746,
ANNAPOLIS, MARYLAND 21404-0746ARNOLD 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

HIGHFIELD LIQUOR, INC.

have been paid.

WITNESS my hand and official seal this

13TH day of MAY A.D. 19 91 .

DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

MAY 15 1991

MY TELEPHONE NUMBER IS:

TTY FOR THE DEAF: ANNAPOLIS AREA 974-2609
BALTIMORE AREA 383-75553385 11111
PS-409

AN EQUAL OPPORTUNITY EMPLOYER

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 190 BUSINESS CODE _____ COUNTY 71# 00475772 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	<u>20</u>	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance

Name Change
(New Name) _____

_____	Change of Name
<input checked="" type="checkbox"/>	Change of Principal Office
_____	Change of Resident Agent
<input checked="" type="checkbox"/>	Change of Resident Agent Address
_____	Resignation of Resident Agent
_____	Designation of Resident Agent and Resident Agent's Address
_____	Other Change _____

76 _____ Certificate of Merger/Transfer

75	<u>30</u>	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign 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 _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Linda Punt
Myers, Young
PO Box 1267
Hagerstown Md
21741-1267

TOTAL
FEES 50☒ Check _____ Cash

NOTE: _____

Documents on _____ checks

APPROVED BY: JP

THE ARTICLES OF DISSOLUTION
OF
HIGHFIELD LIQUOR, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 27, 1991 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

D0475772

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE 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 15 1992

RETURN TO:
MEYERS, YOUNG, ETAL
LINDA PUNT
P.O. BOX 1267
HAGERSTOWN

MD 21741 1267

130C3050399

A 376838

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

7785 0034



APPROVED FOR RECORD

12/30/91 at 8:26 .m.

A MARYLAND CLOSE CORPORATION
ORGANIZED PURSUANT TO TITLE 4 OF THE
CORPORATIONS AND ASSOCIATIONS ARTICLE OF
THE ANNOTATED CODE OF MARYLAND

R. W. N. ENTERPRISES, INC.
ARTICLES OF INCORPORATION

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

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is R. W. N. Enterprises, 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 provide employment consulting and career-counseling services and job-placement, job-training and re-training services to the general public and to solicit clients and customers for such services; to assist in the identification and acquisition of funding for the training and re-training of customers and clients in search of gainful employment; to engage in any business activities and transactions related to such services;

(2) To engage in the retail sale of sporting goods to the general public and to conduct all business activities incidental thereto; to accept for sale on consignment and to sell on consignment similar and unrelated items to the general public;

(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.

1991 DEC 30 A 8:27

13648400

3384 1145

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

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

FIFTH: The post office address of the principal office of the Corporation in Maryland is Route 2 (National Pike/Route 40), Box 143, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland is Robert W. Newton, Stevenson Road, P.O. Box 295, Smithsburg, Maryland 21783. Said resident agent is a citizen of Maryland and actually resides therein.

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

SEVENTH: The number of Directors of the Corporation shall be One (1), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than One (1); and the name(s) of the Director(s) who shall act until the first annual meeting or until his or their successor(s) is (are) duly chosen and qualified is (are): Robert W. Newton.

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
26th day of *December*, A.D., 199*L*.

Witness:

Linda L. Lunt

Lynn F. Meyers
Lynn F. Meyers

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

02 JK

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	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
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NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
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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

075

ATTENTION:

Linda L.

Punt

MAIL TO ADDRESS: _____

TOTAL
FEES

40

Check

Cash

NOTE:

Documents on _____ checks

APPROVED BY:

A

ARTICLES OF INCORPORATION
OF
R. W. N. ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 30, 1991 AT 8:26 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3345733

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE 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 15 1992

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

MD 21741 1267

129C3050087

A 376394



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

2784 1144

12/30/91 at 8:30 a.m.
ARTICLES OF INCORPORATION
OF
HEISTER STREET ASSOCIATION, INC.

In compliance with the requirements of Title 5, Subtitle 2 of the Corporations and Associations Article of the Annotated Code of Maryland, the undersigned, a resident of Florida, who is of full age, has this day, formed a nonstock corporation, not for profit, and does hereby certify:

ARTICLE I
NAME

The name of the corporation is HEISTER STREET ASSOCIATION, INC. (the "Association").

ARTICLE II
PRINCIPAL OFFICE

The principal office of the Association is located at 1681 Wesel Boulevard, Hagerstown, Maryland 21740.

ARTICLE III
RESIDENT AGENT

The Corporation Trust Incorporated, whose address is 32 South Street, Baltimore, Maryland 21202, is hereby appointed the resident agent of the Association.

ARTICLE IV
DEFINED TERMS

Except as expressly defined herein, all capitalized terms used herein shall have the respective meanings set forth in the Declaration of Easements and Covenants dated December 20, 1991, made by CSX Minerals, Inc. ("Declarant"), and recorded or to be recorded among the Land Records of Washington County, Maryland contemporaneously with the filing hereof (the "Declaration").

ARTICLE V
PURPOSES AND POWERS OF THE ASSOCIATION

The Association shall not operate for pecuniary gain or profit, shall not issue capital stock, and no part of the net earnings of the Association shall inure to the benefit of any Person (except that reasonable compensation may be paid for services rendered), and the specific purposes for which it is formed are to provide for: (i) the use, improvement,

20148171 3387 1709

maintenance, operation, repair, and replacement of the Common Facilities (to the extent not provided for by the applicable Governmental Entity), and (ii) a means whereby the Owners, acting together, may provide for the operation, administration, maintenance, repair, and replacement of the Common Facilities and for this purpose to:

(a) enforce the Declaration and exercise all the powers and privileges and perform all of the duties and obligations of the Association thereunder;

(b) fix, levy, collect, and enforce payment by any lawful means, of all Assessments pursuant to the Declaration and the Bylaws of the Association (the "Bylaws");

(c) pay all expenses of the Association;

(d) subject to the Declaration and the Bylaws, acquire (including by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sale, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Association;

(e) borrow money and, with the assent of two thirds (2/3rds) of the votes of the members of the Association (each a "Member" and collectively the "Members") entitled to vote, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(f) participate in mergers and consolidations with other nonstock corporations organized for the same purposes or, subject to the right of the Declarant to expand the Storm Pond Facilities pursuant to the Declaration, annex additional property and open space, provided that any such merger, consolidation, or annexation shall have the unanimous assent of all Members;

(g) assume the obligations and duties of Declarant under the Inspection and Maintenance Agreement of Private Stormwater Management Facilities (as more fully described in the Declaration) and agree to indemnify, defend, and hold Declarant, and its directors, officers, employees, partners, and agents harmless from and against any and all claims, judgments, damages, penalties, fines, costs, liability, losses, and expenses (including, without limitation, attorneys' fees) incurred by Declarant as a result of the failure of the Association to perform such obligations and duties;

2387 1709

(h) accept from Declarant the grant and conveyance of the Pond Easement Area and the grant and conveyance of additional easements and rights-of-way over any portion of the Property owned by Declarant or additional portions of the Property and any additional Common Facilities located thereon for the common use and enjoyment of the Members, all as more fully provided in the Declaration; and

(i) have and to exercise any and all powers, rights, and privileges that a nonstock corporation organized under the corporation law of the State of Maryland by law may now or hereafter have or exercise. No part of the net earnings of the Association shall inure (other than by providing for the operation, administration, maintenance, repair, and replacement of the Common Facilities and other than by a rebate of excess Assessments) to the benefit of any private individual.

ARTICLE VI MEMBERS

Every Owner shall be a Member. Declarant shall be a Member so long as it is an Owner. Upon the closing of the sale of a Lot, the membership of the selling Owner shall automatically cease and the purchasing Owner shall automatically become a Member. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

ARTICLE VII VOTING RIGHTS

(a) Each Member shall be entitled to one (1) vote, or fraction thereof, for each acre, or fraction thereof (measured to the nearest one-tenth of an acre), contained within the Lot owned by such Member. No action shall be taken by the Association without a majority vote of the Members entitled to vote as provided in these Articles. When more than one (1) Person holds an interest in any Lot, all such Persons shall be Members and the vote for such Lot shall be exercised by one (1) Person as they among themselves shall determine. The Person who shall be entitled to cast the vote of the Owners of such Lot shall be the Person (who may be the agent of the Owners) named in a certificate executed by all of the Owners of the Lot and filed with the secretary of the Association.

(b) Only those Members whose Lots are included among the Assessable Lots and who are obligated to pay Assessments as provided in the Declaration shall be entitled to vote on actions to be taken by the Association.

(c) Notwithstanding the provisions of paragraph (b) above and any other provision on these Articles to the contrary, the unanimous assent of all Members (regardless of

whether they shall be entitled to vote) shall be required to (i) amend these Articles or the Bylaws, (ii) dissolve the Association, and/or (iii) grant, convey, or otherwise transfer real property owned by the Association.

(d) The Board of Directors of the Association may suspend the voting rights of any Member that is subject to any Assessment under the Declaration during any period in which any such Assessment shall be past due; provided, however, that upon payment of such Assessment the voting rights of such Member shall automatically be restored.

ARTICLE VIII
BOARD OF DIRECTORS

(a) The number of directors constituting the initial Board of Directors is three (3), and their names and addresses are:

<u>Names</u>	<u>Addresses</u>
Martin N. Goldsmith	5900 Lake Ellenor Drive Orlando, Florida 32809
George T. Williams	5900 Lake Ellenor Drive Orlando, Florida 32809
Richard D. Halterman	5900 Lake Ellenor Drive Orlando, Florida 32809

Except for the initial Board of Directors and as provided below, the number of the directors shall be established by the Bylaws, or in the absence of such a bylaw shall be three (3).

(b) Except with respect to directors appointed by Declarant (and replacements thereof), nominations for election to the Board of Directors shall be made from the floor and may also be made by a nominating committee, if such a committee is established by the Board of Directors. All candidates shall have a reasonable opportunity to communicate their qualifications to the Members and to solicit votes.

(c) At the first annual meeting of the Association, and at each annual meeting thereafter, directors shall be elected. All Members entitled to vote shall vote on all

7387 1711

directors to be elected and the candidate(s) receiving the most votes shall be elected. Directors shall serve until the next annual meeting following their election. Elections shall be by oral ballot of the Members unless any Member requests a written ballot, in which event elections shall be by written ballot.

(d) Except with respect to a director appointed by Declarant, at any regular or special meeting of the Association duly called where the meeting notice states that the purpose, or one of the purposes, of the meeting is removal of the director, any one or more of the members of the Board of Directors may be removed, with or without cause, by a majority vote of the Members entitled to vote and a successor may then and there be elected to fill the vacancy thus created. A director whose removal has been proposed shall be given at least seven (7) days' notice of the time, place, and purpose of the meeting and shall be given an opportunity to be heard at the meeting.

(e) Vacancies in the Board of Directors occurring for any reason, other than the removal of a director by vote of the Association, shall be filled by a vote of the majority of the remaining directors, even though less than a quorum, at any meeting of the Board of Directors or, in the absence of any remaining directors, vacancies may be filled by the majority vote of the Members entitled to vote. Each person so selected shall serve the unexpired portion of the term of the director being replaced.

(f) Any representative of Declarant serving on the Board of Directors shall not be required to disqualify himself or herself upon any vote upon any management contract or other contract or lease between Declarant (or any individual, partnership, or corporation having an identity of interest with Declarant) and the Association.

ARTICLE IX DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by all Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate Governmental Entity to be used for purposes similar to those for which this Association was created. If the Governmental Entity refuses to accept the dedication, the assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization, to be devoted to similar purposes.

3387 1712

ARTICLE X
PERPETUAL EXISTENCE

The Association shall exist perpetually.

ARTICLE XI
INDEMNIFICATION

To the maximum extent permitted by the Maryland General Corporation Law, as from time to time amended, the Association 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 may 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 as may be determined by the Board of Directors. The Association 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 these Articles inconsistent with this paragraph, shall apply to or affect in any respect the indemnification of any director or officer of the Association with respect to any alleged act or omission that occurred before such amendment, repeal, or adoption.

IN WITNESS WHEREOF, I have signed these articles and acknowledge same to be my act.



Martin N. Goldsmith

3387 1713

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 0279 BUSINESS CODE 04 COUNTY 71
_____ P.A. _____ Religious _____ Close _____ Stock ☒ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

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

Name Change
(New Name) _____

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

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

Code 063ATTENTION: Leah Schuman

MAIL TO ADDRESS: _____

TOTAL FEES 40☒ Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: HN

3397 171

ARTICLES OF INCORPORATION
OF
HEISTER STREET ASSOCIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **DECEMBER 30, 1991** AT **8:30** O'CLOCK **A.M.** AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ **20.00**

RECORDING
FEE PAID:

\$ **20.00**

SPECIAL
FEE PAID:

\$

D3354412

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE 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 15 1992

RETURN TO:
VENABLE, BAETJER & HOWARD
ATTN: LEAH SCHUMAN
2 HOPKINS PLAZA
1800 MERCANTILE BANK & TRUST BLDG
BALTIMORE MD 21201

138C3051459

A 377823



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

7397 1707

HOT LINE REACT TEAM #4086, INC.
A Non-Profit Corporation

APPROVED FOR RECORD

AMENDED ARTICLES OF INCORPORATION

12-30-91 at 9:07 A.m.

FIRST: We, the undersigned, Carl E. Brumage, whose post office address is 56 Oakleigh Way, Hagerstown, Maryland 21740; Ann Renner, whose post office address is Route 2, Box 76, Williamsport, Maryland 21795; Charles E. Paul, whose post office address is 61 Madison Avenue, Hagerstown, Maryland 21740; Shirley Lee Elliott, whose post office address formerly was 107 E. Franklin Street, Hagerstown, Maryland 21740; and Jesse E. Miles, whose post office address is 14515 National Pike, Clear Spring, Maryland 21722, each being at least eighteen (18) years of age, are hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is HOT LINE REACT TEAM # 4086, 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 beforementioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article NINTH of these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to

1991 DEC 30 A 9:07

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 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 develop the use of the Citizens Band Radio Service as an emergency aid to individuals; (ii) To establish 24-hour volunteer monitoring of emergency calls from Citizens Band Service licensees and to report such calls to the appropriate emergency authorities; (iii) To promote highway safety by developing programs for providing information and communications assistance to motorists; (iv) To coordinate efforts with and provide communications help to other groups, e.g., Red Cross, Civil Defense, and local public authorities, in emergencies and disasters; (v) To develop and administer public information projects demonstrating and publicizing the potential benefits and the proper use of Citizens Band Radio Service to individuals, organizations, and industry; and (vi) To encourage participation in citizens crime prevention programs where established by appropriate law enforcement agencies.

FOURTH: The post office address of the principal office of the Corporation in this State is 56 Oakleigh Way, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Carl E. Brumage, 56 Oakleigh Way, 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 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: Carl E. Brumage, Ann Renner, Shirley Lee Elliott, Charles E. Paul, and Jesse E. Miles.

SEVENTH: Upon the dissolution of this corporation/organization 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 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.

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 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.

IN WITNESS WHEREOF, I have signed these Amended Articles of Incorporation this ____ day of _____, 1991, and I acknowledge same to be my act.

WITNESS:

<u>Ann Renner</u>	<u>Carl E. Brumage</u> (SEAL)
	Carl E. Brumage
<u>Carl E. Brumage</u>	<u>Ann Renner</u> (SEAL)
	Ann Renner
<u>Carl E. Brumage</u>	<u>Charles E. Paul</u> (SEAL)
	Charles E. Paul
<u>Carl E. Brumage</u>	<u>Shirley Lee Elliott</u> (SEAL)
	Shirley Lee Elliott
<u>Carl E. Brumage</u>	<u>Jesse E. Miles</u> (SEAL)
	Jesse E. Miles

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

100

BUSINESS CODE

04

COUNTY

71

D3275633 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)
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600		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:

Russ Robinson, III

MAIL TO ADDRESS:

Robinson & Robinson
152 West Washington St.
Hagerstown, Md. 21740TOTAL
FEES

20

☒ Check

Cash

Documents on checks

APPROVED BY:

Jm T

NOTE:

3354/1866

AMENDED ARTICLES OF INCORPORATION
OF
HOT LINE REACT TEAM #4086, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 30, 1991 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

\$ _____

D3275633

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE 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 15 1992

RETURN TO:
ROBINSON & ROBINSON
RUSS ROBINSON, III
152 W. WASHINGTON STREET
HAGERSTOWN MD 21740

130C3050402

A 376841



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

Received for Record June 5, 1992 at 11:00 am

Coporation Record Liber 45

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: The undersigned, E. Kenneth Grove, Jr., whose Post
 Office address is 82 West Washington Street, P.O. Box 1267,
 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.

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

Priest's Refrigeration, 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 sell and service new and used milk tanks and
 related equipment;

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

(3) To purchase, acquire, dispose of, lease and sell
 all or any part of the property, rights, business, contracts,
 goodwill, franchise and assets of 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.

(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.

13658194

13658198 0853

RECEIVED
 19 DEC 30 AM 10 02
 ASSESSMENT & TAXATION
 STATE DEPT OF

FIFTH: The post office address of the principal office of the Corporation in Maryland is 20205 Marsh Haven Lane, Hagerstown, Maryland 21742. The name and post office address of the resident agent of the Corporation in Maryland are George M. Priest, III, 20205 Marsh Haven Lane, Hagerstown, Maryland 21742. Said resident agent is a citizen 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 at no par value.

SEVENTH: The number of Directors of the Corporation shall be two (2) directors, which number may be increased 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:

George M. Priest, III
Joanne A. Priest

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 *16th* day of *December*, A.D., 1991.

Witness:

Linda L. Puxt

E. Kenneth Grove, Jr.
E. Kenneth Grove, Jr.

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 023.9 BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Religious ☒ Close ☒ Stock _____ Nonstock _____

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	<u>30</u>	Expedited Fee
20	<u>40</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance

Name Change (New Name) _____

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

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 _____

Code 075
ATTENTION: Linda Punt

MAIL TO ADDRESS: _____

TOTAL FEES 90

☒ Check _____ Cash

NOTE:

2 Documents on 3 checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
PRIEST'S REFRIGERATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 20, 1991 AT 10:02 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 40.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3345162

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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.
ATTN: LINDA PUNT
P O BOX 1267
HAGERSTOWN

MAILED JUL 15 1992

MD 21741 1267

129C3050030

A 376345



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

1991 0002

~~Coss~~ WELDING SUPPLY, INC.

ARTICLES OF SALE AND TRANSFER

RECEIVED
31 DEC 31 AM 10 24

30th These Articles of Sale and Transfer are entered into this day of December, A.D., 1991 by and between Coss Welding Supply, Inc., a Maryland corporation, hereinafter referred to as the "Transferor" and Messer Griesheim Industries, Inc., a Delaware corporation, hereinafter referred to as the "Transferee".

THIS IS TO CERTIFY:

FIRST: The Transferor does hereby agree to sell, assign and transfer substantially all of its property and assets to the Transferee as is hereinafter recited.

SECOND: The name, post office address, and principal place of business of the Transferor is:

Coss Welding Supply, Inc.
400 West Memorial Boulevard
Hagerstown, Maryland 21740.

THIRD: The name, post office address, and principal place of business of the Transferee is:

Messer Griesheim Industries, Inc.
2460 Boulevard of the Generals
P.O. Box 945
Valley Forge, PA 19482

FOURTH: The name and state of incorporation of the corporations that are parties to these Articles of Sale and Transfer are as follows:

The Transferor is Coss Welding Supply, Inc., a corporation organized under the laws of the State of Maryland.

The Transferee is Messer Griesheim Industries, Inc., a corporation organized under the laws of the State of Delaware.

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 Three Million Two Hundred Thousand \$3,200,000.00) Dollars to be paid in accordance with the terms of an Agreement of Sale by and between the parties dated 18 December 1991, the "Agreement."

20028463
20028463

20068692 2795 1092

SIXTH: In consideration of the payment to the Transferor as provided in the Agreement of Sale the sum of Three Million Two Hundred Thousand (\$3,200,000.00) Dollars (a portion of the consideration recited in Article FIFTH above), the Transferor does hereby bargain, sell, deed, grant, convey and assign unto Messer Griesheim Industries, Inc., Transferee:

All the following described tracts of land, together with the improvements thereon and all rights, ways, privileges, waters, alleys, and appurtenances thereunto belonging or in anywise appertaining, situate along Memorial Boulevard in the City of Hagerstown, Washington County, Maryland and being more particularly described as follows:

Beginning at a point being at the intersection of the southwest right-of-way line of the Western Maryland Railroad with the projection of the east marginal line of a twelve (12) foot alley; said point being further described as the end of the first line of a parcel of land conveyed by Henry H. Keedy, Jr., Et Al. to William Wingert by deed dated March 29, 1920 and recorded in Liber 158, folio 211 among the land records of Washington County, Maryland, thence binding on the southwest right-of-way line of the Western Maryland Railroad the two (2) following courses S 33° 26' 19" E 289.17' to a point, thence with a curve to the right having a radius of 586.80', an arc length of 341.77', and a chord bearing and distance of S 16° 45' 11" E 336.96' to a point in the west right-of-way line of the Washington County Railroad Company thence leaving said right-of-way line and binding on lands formerly of Peter B. Small (L. 66, F. 354) S 18° 03' 00" W 331.99' to a re-bar, thence binding on lands of the City of Hagerstown the two (2) following courses N 72° 03' 45" W 56.31' to a re-bar, thence S 84° 43' 06" W 109.27' to a re-bar in the east line of Memorial Boulevard, thence with said line as shown on a plat of proposed Memorial Boulevard from Surrey Avenue to Washington County Railway recorded among the plat records of Washington County, Maryland at Plat folio 156, the seven (7) following courses, the first being a curve to the right having a radius of 90.00', an arc length of 62.18' and a chord bearing and distance of N 14° 30' 21" E 60.95' to an iron pipe, thence with a curve to the left having a radius of 90.00', an arc length of 94.25', and a chord bearing and distance of N 04° 17' 48" E 90.00' to a point, thence with a curve to the right having a radius of 90.00', an arc length of 67.07', and a chord bearing and distance of N 04° 21' 16" W 65.53' to a re-bar, thence N 16° 59' 37" E 232.00' to a re-bar, thence with a curve to the left having a radius of 487.98', an arc length of 47.95', and a chord bearing and distance of N 14° 10' 42" E 47.94' to a point, thence with a curve to the left having a radius of 450.00', an arc length of 380.00', and a chord bearing and distance of N 13° 10' 35" W 368.81' to a point, thence N 33° 26' 19" W 22.00' to a point, thence with the aforementioned projection of the east marginal line of an alley right-of-way N 33° 59' 21" E 15.00' to

the point of beginning and containing 2.61 acres of land, more or less.

Being all of Parcel 1 and the residual of Parcel 2 described in a deed from Ruth I. Jones, widow, and Ruth I. Jones, personal representative of the Estate of Nelson E. Jones, deceased, dated September 19, 1972 and recorded at Liber 548, folio 170 among the land records of Washington County, Maryland; and also being all of the lands conveyed in a quit-claim deed from the City of Hagerstown, Maryland, a municipal corporation, to Coss Welding Supply, Inc. dated August 20, 1986 and recorded at Liber 819, folio 173, among the land records of 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 and Transfer be submitted for action thereon by the Stockholders of Transferor, all in the manner and by the vote required by MD. CORP. & ASS'N CODE ANN. Sec. 3-105 (1985 Repl. Vol.), as amended from time to time, 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 MD. CORP. & ASS'N CODE ANN. Sec. 3-105 (1985 Repl. Vol.), as amended from time to time, and the Charter of Transferor.

EIGHTH: The Board of Directors of Messer Griesheim Industries, Inc., the Transferee herein, 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 shall be accomplished in the manner required by the laws of the State of Maryland.

NINTH: In consideration of the payment to the Transferor of Three Million Two Hundred Thousand (\$3,200,000.00) 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, a Delaware corporation. 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 three (3) counterparts each of which shall be deemed to constitute an original, one of which will be filed with the State Department of Assessments and Taxation for the State of Maryland.

IN WITNESS WHEREOF, Coss Welding Supply, Inc. and Messer Griesheim Industries, Inc., parties to these Articles of Sale and Transfer have caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of the Transferor, by its President and attested by its Secretary and by the Transferee, Messer Griesheim Industries, Inc., in the name and on behalf by its President and attested by its Secretary all as of the 30th day of December, A.D., 1991.

Attest to Signature
and Corporate Seal:

COSS WELDING SUPPLY, INC.

Karen C. Ridenour
Karen C. Ridenour,
Secretary

By: A. Wells Ridenour (SEAL)
A. Wells Ridenour,
President

TRANSFEROR

Attest to Signature
and Corporate Seal:

MESSER GRIESHEIM INDUSTRIES, INC.

James F. Anderson
James F. Anderson
Secretary

By: Michael E. Rohde (SEAL)
Michael E. Rohde
Vice President

TRANSFEEEE

The undersigned, A. Wells Ridenour, President of Coss Welding Supply, 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.

Attest to Signature
and Corporation Seal:

COSS WELDING SUPPLY, INC.

Karen C. Ridenour

By: A. Wells Ridenour (SEAL)
A. Wells Ridenour,
President

The undersigned, Michael E. Rohde, Vice President of Messer Griesheim Industries, 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.

Attest to Signature
and Corporation Seal:

MESSER GRIESHEIM INDUSTRIES, INC.

James F. Anderson
James F. Anderson
Secretary

By: Michael E. Rohde (SEAL)
Michael E. Rohde
Vice President

Schedule 2.2

Purchase Price Allocation

Accounts receivable and notes receivable	\$ 450,000
Hardgoods and gases inventory	300,000
Furniture, fixtures, vehicles and equipment	200,000
Cylinders	1,150,000
Real estate, buildings and building improvements	1,000,000
Goodwill	<u>100,000</u>
Total purchase price	<u>\$3,200,000</u>

DRM/elb
12/17/91

7386 100

~~7386 100~~

CERTIFICATE OF

☐

MERGER

☒

TRANSFER

☐

CONSOLIDATION

☐

SHARE EXCHANGE

TO: ☒ Clerk of the Circuit Court for WASHINGTON COUNTY-LAND RECORDS
☐ 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 DECEMBER 31, 1991 AT 10:24 A.M.

1) The name of each party to the Articles is _____

COSS WELDING SUPPLY, INC. (MD COPR.)-TRANSFEROR AND MESSER GRIESHEIM

INDUSTRIES, INC. (DE CORP.)-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
MESSER GRIESHEIM INDUSTRIES, INC.

As Witness my hand and the Official
 seal of the said Department at Baltimore
 this 17TH day of JANUARY,
1992.

Nancy Grueninger
 NANCY GRUENINGER
 OFFICE ADMINISTRATOR

~~3305-1990~~

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 12 BUSINESS CODE _____ COUNTY 71

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

Merging
(Transferor) Coss Welding
Supply, Inc. (RD)
Q 0225 680

Surviving
(Transferee) Messer
Griesheim Industries,
Inc. 71505049 (Rli)

CODE	AMOUNT	FEE REMITTED
10	<u>30</u>	Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64	<u>20</u>	Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance

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 _____

76	<u>4</u>	Certificate of Merger/Transfer <u>land records</u> <u>Washington County</u>
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21	<u>3300</u>	Recordation Tax
22	<u>5000</u>	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 _____

Code 075

ATTENTION: Harriet Bowman

MAIL TO ADDRESS: _____

TOTAL
FEES 8,350

☒ Check _____ Cash

NOTE:

1 Documents on 3 checks

APPROVED BY: AS

ARTICLES OF TRANSFER
OF
COSS WELDING SUPPLY, INC.
(A MD CORP.)
AND
MESSER GRIESHEIM INDUSTRIES, INC.
(A DE CORP.)

TRANSFEROR

TRANSFeree

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 31, 1991 AT 10:24 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

\$ _____

CERTIFICATE TO WASHINGTON COUNTY

4.00

\$24.00 TOTAL

D0225680

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE 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 15 1992

RETURN TO:
MEYERS, YOUNG & GROVE, P.A.
HARRIET BOWMAN
P O BOX 1267
HAGERSTOWN

MD 21741 1267

131C3050597

A 377030



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

APPROVED FOR RECORD

Received for Record June 5, 1992
at 11:00 am
Corporation Record Liber 45

1-2-92 at 8:47a .m.

ARTICLES OF INCORPORATION
OF

D & D TRUCK REPAIR AND SALES, INC.

FIRST: I, James W. Stone, whose post office address is 28 West Washington Street, Hagerstown, Maryland 21740, being over eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is D & D TRUCK REPAIR AND SALES, INC.

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

(1) To repair, service, sell and resell trucks; 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 10121 Garis Shop Road, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Diane R. Glotfelty, 10121 Garis Shop Road, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is one hundred thousand (100,000) shares of 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: David D. Kline and Diane R. Glotfelty.

20028235 3785 0728

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

3385 0729

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 31st day of December, 1991, and I acknowledge the same to be my act.

WITNESS:

Debra M. Kline James W. Stone

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

I HEREBY CERTIFY, That on this 31st day of December, 1991, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared James W. Stone and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

My Commission Expires:
November 1, 1993

Debra McClure Kline
Notary Public

Mail to: James W. Stone, Esquire
P. O. Box 1269
Hagerstown, Maryland 21741

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 023.2 BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Religious _____ Close ☒ Stock _____ Nonstock _____Merging
(Transferor) _____Surviving
(Transferee) _____

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

76 _____ Certificate of Merger/Transfer

75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign 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: IntName 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 W. StoneMAIL TO ADDRESS: Miller,
Oliver, Beachley &
Stone, Attorneys
at Law, 28 West
Washington Street
P.O. Box 1269
Hagerstown, Md.
21741-
1269

NOTE: _____

ARTICLES OF INCORPORATION
OF
D & D TRUCK REPAIR AND SALES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 2, 1992 AT 8:47 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:

\$

D3347879

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE 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 15 1992

RETURN TO:
MILLER, OLIVER, BEACHLEY & STONE
ATTN: JAMES W. STONE
28 W. WASHINGTON ST.
P.O. BOX 1269
HAGERSTOWN

MD 21741 1269

131C3050529

A 376964



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

3769 3727

Received for Record June 5, 1992 at 11:00 am
Corporation Record Liber 45

APPROVED FOR RECORD

1-6-92 at 11:30 A.m.

SATURN GENERAL CONTRACTOR, INC.

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

1992 JUN 5 11:30
FIRST: I, ALLEN D. DUFFEY, whose post office address is
8808 Crystal Falls Drive, Boonsboro, MD 21713, being at least
eighteen (18) years of age, hereby form a corporation under and
by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which hereinafter is
called the "Corporation") is SATURN GENERAL CONTRACTOR, INC. H

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 conduct all manner and types of construction and
building and other related activities; 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.

FIFTH: The post office address of the principal office of
the Corporation in this state is: 8808 Crystal Falls Drive,
Boonsboro, MD 21713.

The name and post office address of the Resident

7786 0174

[REDACTED]

[REDACTED]

Agent of the Corporation in this State is: ALLEN D. DUFFEY-8808 Crystal Falls Drive, Boonsboro, MD 21713. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authorization to issue is one thousand 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 Allen D. Duffey.

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 averse 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

3386 0175

Incorporation this 18th day of Dec, 1991, and I acknowledge the same to be my apt.

WITNESS:

the same to be my act.

WITNESS:

Stephen L. Barker

Allen D. Duffey
ALLEN D. DUFFEY

STATE OF MARYLAND)
) to wit:
COUNTY OF CARROLL)

I HEREBY CERTIFY that on this 19th day of Dec, 1991, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared ALLEN D. DUFFEY known to me (or satisfactorily proven) to be the person whose name is subscribed to the within Articles and acknowledged the foregoing Articles to be her act and deed and in my presence signed and sealed the same.

Notary Public

My commission expires: 12/1/92

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02^{MF} BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	Name Change (New Name) _____
20	<u>20</u>	Organ. & Capitalization	
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	
62		Rec. Fee (Amendment)	
63		Rec. Fee (Merger or Consolidation)	
64		Rec. Fee (Transfer)	<input type="checkbox"/> Change of Name
65		Rec. Fee (Dissolution)	<input type="checkbox"/> Change of Principal Office
66		Rec. Fee (Revival)	<input type="checkbox"/> Change of Resident Agent
52		Foreign Qualification	<input type="checkbox"/> Change of Resident Agent Address
50		Cert. of Qual. or Reg.	<input type="checkbox"/> Resignation of Resident Agent
51		Foreign Name Registration	<input type="checkbox"/> Designation of Resident Agent and Resident Agent's Address
13		Certified Copy _____	<input type="checkbox"/> Other Change _____
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	ATTENTION: <u>Stephen P. Bourgeois</u>
83		Cert. Limited Partnership	
84		Amendment to 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	MAIL TO ADDRESS: <u>Stephen P. Bourgeois</u>
87		Limited Part. Good Standing	<u>Judith S. Hainbrook</u>
71		Financial	<u>235 E. Main Street</u>
600		_____ Personal	<u>Westminster, Md. 21157</u>
		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: HA 7395 0177

ARTICLES OF INCORPORATION
OF
SATURN GENERAL CONTRACTOR, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **JANUARY 6, 1992** AT **11:30** O'CLOCK **A.** M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ **20.00**

RECORDING
FEE PAID:

\$ **20.00**

SPECIAL
FEE PAID:

\$

D3351012

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE 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 15 1992

RETURN TO:
STEPHEN P. BORUEXIS
235 E. MAIN STREET
WESTMINSTER

MD 21157

135C3050976

A 377373



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 135C 3050976

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

AMY, INC.

ARTICLES OF REVIVAL

APPROVED FOR RECORD

THIS IS TO CERTIFY THAT:

1-6-92 at 2:23 P.m.

FIRST: The name of the Corporation at the time of the forfeiture of its charter was Amy, Inc.

SECOND: The name by which the Corporation will hereafter be known is Amy, Inc.

THIRD: The name and address of the resident agent of the Corporation in the State of Maryland are Samuel J. Miller, Jr., 100 South Charles Street, Baltimore, Maryland 21201. The resident agent is a citizen of the State of Maryland and actually resides therein.

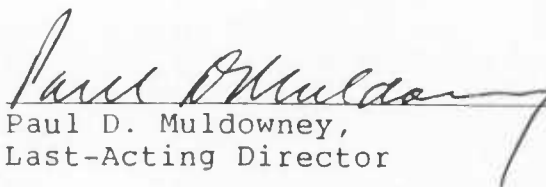
FOURTH: These Articles of Revival are for the purpose of reviving the charter of the Corporation.

FIFTH: The undersigned acknowledge these Articles of Revival to be their act, and as to all matters or facts required to be verified under oath, the undersigned acknowledge that to the best of their knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

IN WITNESS WHEREOF, the last-acting officers of the Corporation are unable to sign and acknowledge these Articles of Revival; and these Articles of Revival are, therefore, signed and acknowledged by the undersigned as a majority of the last-acting directors of the Corporation this 16 day of December, 1991.



Louis J. Tiches,
Last-Acting Director



Paul D. Muldowney,
Last-Acting Director

RECEIVED
JUN 9 6 PM 2 23
STATE DEPT. OF
ASSESSMENTS & TAXATION

20068741

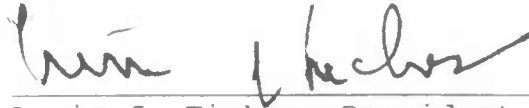
20068740

3387 0885

358

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, Louis J. Tiches, President of Amy, Inc., hereby declare that the previously mentioned corporation has paid all State and local taxes except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.



Louis J. Tiches, President

STATE OF MARYLAND

)

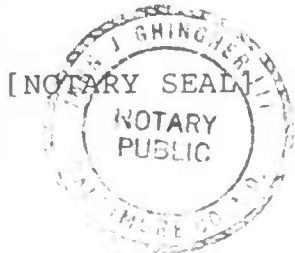
) to wit:

COUNTY OF HOWARD

)

I HEREBY CERTIFY that on the 16th day of December, 1991, before me, the subscriber, a Notary Public of the State of Maryland, personally appeared Louis J. Tiches and made oath or affirmation in due form of law that the matters and facts set forth in the foregoing Articles of Revival are true to the best of his knowledge, information, and belief.

IN WITNESS WHEREOF, I set my hand and official seal.




Notary Public

John J. Ghingher
Printed Name of Notary Public

My Commission Expires: 11/1/92

3387 0886

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

1839

BUSINESS CODE

03

COUNTY

71

D0643130

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 065

ATTENTION:

Andrea Farr

MAIL TO ADDRESS:

TOTAL
FEES

50

✓ Check

Cash

Documents on checks

APPROVED BY:

NOTE:

ALL Returns have been filed

3287 0887

THE ARTICLES OF REVIVAL
OF
AMY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **JANUARY 6, 1992** AT **2:23** O'CLOCK **P.M.** AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ 30.00

D0643130

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE 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 15 1992

RETURN TO:
WEINBERG & GREEN
A. BARR
100 SOUTH CHARLES STREET
BALTIMORE MD 21201

137C3051316

A 377692



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

7327-0684

ARTICLES OF INCORPORATION FOR A NONSTOCK CORPORATION

(See instructions on reverse side.)

1/6/92 at 8:40 p

FIRST: The undersigned LORI S. JONES
Phyllis Walsh
whose address is P.O. BOX 103 FAIRPLAY, MARYLAND 21733-0103

being at least eighteen years of age, do(es) hereby form a corporation under the laws of the State of Maryland.

SECOND: The name of the corporation is DOG OWNERS' GUILD OF MARYLAND, Inc.

THIRD: The purposes for which the corporation is formed are as follows: To provide services for the
purpose of education and public awareness as it pertains to responsible
ownership of dogs.

FOURTH: The post office address of the principal office of the corporation in Maryland is P.O. BOX 103
Fairplay, Maryland 21733-0103

FIFTH: The name and post office address of the resident agent of the corporation in Maryland are Lori S. Jones, 7531 McClellan Ave Boonsboro, MD 21713

1991 DEC -6

SIXTH: The corporation has no authority to issue capital stock.

SEVENTH: The number of directors of the corporation shall be 3 which number may be increased or decreased pursuant to the bylaws of the corporation. The name(s) of the director(s) who shall act until the first meeting or until their successors are duly chosen and qualified is/are Lori S. Jones, President

Phyllis Walsh, Treasurer

Natalie Davenport, Secretary

EIGHTH: see attached

NINTH: IN WITNESS WHEREOF, I have signed these Articles and acknowledge the same to be my act.

RETURN TO:

SIGNATURE(S)

Dog Owners' Guild of Maryland
P.O. Box 103
Fairplay, Maryland 21733-0103

Lori S. Jones, President
Phyllis A. Walsh, Treas

AT5-11S

20068300

7785 2091

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

GUIDELINES FOR DRAFTING ARTICLES OF INCORPORATION FOR A "NONSTOCK" CORPORATION

(See form on reverse side.)

This type of corporation would be most appropriate for one or more individuals engaged in a nonprofit enterprise.

This guide is to be used for "Articles of Incorporation for a NONSTOCK Corporation." Each item describes how to fill a blank in the sample. The sample is the minimum necessary to incorporate. If you wish to expand on any item consult with your lawyer, accountant or financial advisor. Legal questions of a general nature cannot be answered by the staff of this Department.

You may fill in the blanks on the sample and submit it as your Articles of Incorporation. All items must be typed. Forms filled in by hand will not be accepted.

FIRST: Insert the names and addresses of the individuals who are incorporating. One or more individuals can act as incorporators. The only requirement is that they be at least 18 years old. The address should be one where mail can be received. It can be anywhere, even a foreign county.

SECOND: Insert the corporate name. The corporate name must contain "Corporation," "Incorporated," "Limited," "Inc.," "Corp.," or "Ltd." The name cannot be misleadingly similar to a name already on record in Maryland. You may call 225-1330 for a non-binding check for name availability. Acceptance of a name guarantees only that the corporation will have that name. It does not mean you cannot be sued for trade name or trade mark infringement. For more information on this consult your attorney.

THIRD: Give a one or two sentence description of the business of the corporation.

FOURTH: Give the address of the principal place of business. It must be a specific address in Maryland and must include street, city and zip code. It cannot be a post office box.

FIFTH: This is the name and address of an agent designated to accept service of process if the corporation is summoned to court for any reason. The agent must be either an adult citizen of Maryland or another existing Maryland corporation. The address must include the street, city and zip code. The address must be in Maryland and cannot be a post office box. A corporation cannot act as its own resident agent.

SIXTH: None

SEVENTH: Insert the name of at least one adult. This individual does not have to be a resident of Maryland.

EIGHTH: Insert any provisions you desire. If you intend to obtain tax exempt status this would be the appropriate place for language required by the Internal Revenue Service. If more space is required, type "See Attached" and attach any additional pages to the back of the document.

SIGNATURE(S): Have all the individuals named in FIRST sign here. It must be the original (no xerox, stamp or carbon) signatures of all the people listed in First and no one else may sign here. No witness or notary is required.

RETURN TO: State where the receipt, certified copies, certificates of status and the original articles are to be sent.

FEES

The fee to file Articles of Incorporation is \$40.00.

TELEPHONE/(301) 225-1340
TTY FOR DEAF: BALTIMORE AREA 383-7555 • D.C. METRO AREA 565-0451
FAX (301) 333-7096

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 02BUSINESS CODE 04COUNTY ~~70~~ 71# _____ P.A. _____ Religious _____ Close _____ Stock ☒ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

10		Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal
70		Property Reports and late filing penalties
91		Change of P.O., R.A. or R.A.A.
		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

Name Change
(New Name) _____

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

Code _____

ATTENTION: Lori S.JonesMAIL TO ADDRESS: P.O. Box103Fairplay, MD21733-0103TOTAL
FEES40☒ Check☐ Cash

NOTE:

Documents on _____ checks

APPROVED BY: lam

2285 2034

ARTICLES OF INCORPORATION
OF
DOG OWNERS' GUILD OF MARYLAND, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 6, 1992 AT 8:40 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

03349586

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE 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 15 1992

RETURN TO:
LORI S. JONES
P.O. BOX 103
FAIRPLAY

MD 21733 0103

13303050786

A 377189



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

APPROVED FOR RECORD

Corporation Record Liber 45

1-7-92 at

8:40 a.m.

**ORIOLE DEVELOPMENT COMPANY
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 Oriole Development Company.

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

(1) To engage in the business of acquiring, holding, managing, operating, developing, selling and leasing real property or interests therein and to engage in any other phase or aspect of the real estate business; 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 217 Parkwood Drive, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Michael R. Hill, 217 Parkwood Drive, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of Directors of the Corporation shall be two (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 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 are:

Michael R. Hill
Robert M. Bushey

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:

20078109

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

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

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

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

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

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

7786 0084

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 31 day of December, 1991, and I acknowledge the same to be my voluntary act and deed.

John Schlossberg
Witness

Thomas M. DiGirolamo (SEAL)
Thomas M. DiGirolamo

FILED
1991

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

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	Name Change (New Name) _____
20	<u>20</u>	Organ. & Capitalization	
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	
62		Rec. Fee (Amendment)	
63		Rec. Fee (Merger or Consolidation)	
64		Rec. Fee (Transfer)	_____ Change of Name
65		Rec. Fee (Dissolution)	_____ Change of Principal Office
66		Rec. Fee (Revival)	_____ Change of Resident Agent
52		Foreign Qualification	_____ Change of Resident Agent Address
50		Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51		Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13		_____ Certified Copy _____	_____ Other Change _____
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: <u>Toni Soltenberger</u>
84		Amendment to 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	MAIL TO ADDRESS: _____
87		_____ Limited Part. Good Standing	<u>Schlossberg & DiGirolamo</u>
71		Financial	<u>134 West Washington St.</u>
600		_____ Personal	<u>P.O. Box 4227</u>
		Property Reports and late filing penalties	<u>Hagerstown, Md. 21741-4227</u>
70		Change of P.O., R.A. or R.A.A.	
91		Amend/Cancellation, For. Limited Part.	
		Other _____	
		Other _____	

TOTAL FEES _____
40 Check _____ Cash

Documents on _____ checks

APPROVED BY: A

ARTICLES OF INCORPORATION
OF
ORIOLE DEVELOPMENT COMPANY

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

OF MARYLAND JANUARY 7, 1992 AT 8:40 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3350857

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE 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 15 1992

RETURN TO:
SCHLOSSBERG & DIGIROLAMO
ATTN: TONI SOLLENBERGER
134 W. WASHINGTON ST.
P.O. BOX 4227
HAGERSTOWN

MD 21741 4227

135C3050960

A 377357



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

THE MARYLAND THEATRE FOUNDATION, INC. ~~INCORPORATED~~ FOR RECORD
ARTICLES OF AMENDMENT

1-7-92 at 24/p

The Maryland Theatre Foundation, Inc., a Maryland not for profit corporation, (the "Corporation") which maintains its principal office at 21 South Potomac Street, Hagerstown, Maryland 21740 hereby certifies to the State Department of Assessments and Taxation of the State of Maryland (the "Department") that:

First: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to MD. CORP. & ASS'N. CODE ANN. Sec. 2-408(c) (1985 Repl. Vol.), the Board of Directors of the Corporation duly advised the foregoing amendments and by written informal action taken by the Members of the Corporation in accordance with MD. CORP. & ASS'N. CODE ANN. Sec. 2-505 (1985 Repl. Vol.), the Members of the Corporation duly approved said Amendments.

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

SIXTH: That 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 shall be distributed, transferred, conveyed, delivered and paid over to any other Section 501(c)(3) organization as that term is defined in The Internal Revenue Code of 1986, as amended from time to time, or any corresponding provision of any future federal tax law of this or any other state.

Second: The Charter of the Corporation is hereby amended by adding thereto the following new Article ELEVENTH:

Article ELEVENTH. Indemnification Of Directors, Officers, Agents And Employees.

11.1 No director, or officer who also serves as a director of the Corporation shall be liable to the Corporation or to any other person for money damages except under the circumstances as provided by Maryland law, in which case this limitation on liability shall not apply.

11.2 To the maximum extent permitted by Maryland law, the Corporation shall indemnify its currently acting and its former directors against any and all liabilities and expenses (including reasonable attorneys' fees) incurred in connection with their services as either a director, an officer, or an employee. The Association shall advance expenses to such directors, officers or employees to the extent permitted by Maryland law. This indemnification provision shall not apply to liabilities or expenses arising out of a director's, officer's or employee's gross negligence, fraud or willful misconduct.

11.3 To the maximum extent permitted by Maryland law, the Corporation may indemnify (a) its currently acting and its former officers, employees, and agents, who are also its directors, and (b) persons who serve and have served, at the Corporation's request, as a director, officer, trustee, employee or agent of

20085321 1050

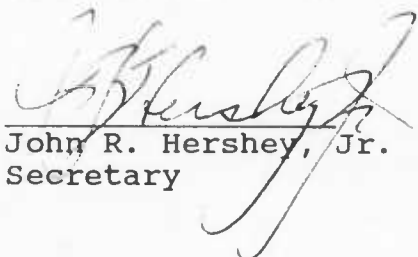
another association, or other enterprises, against any and all liabilities and expenses, including reasonable attorneys' fees, incurred in connection with their services in such capacities. The Corporation may advance expenses to such officers, employees, agents and other persons referred to in this paragraph to the extent permitted by Maryland law.

11.4 The directors of the Corporation may consult with legal counsel, financial advisors, certified public accountants, or other professionals in the performance of their duties and, to the maximum extent permitted by Maryland law, may rely upon any information, opinion, report, or statement, including any financial statements or other financial data, prepared or presented by such persons and shall be fully protected with respect to any action taken by them or omitted by them pursuant to the advice of such persons.

11.5 References to Maryland law shall include, but are not limited to, the MD. CORP & ASS'N CODE ANN. as amended from time to time. Neither the repeal or amendment of this Article ELEVENTH nor any other amendment to the Articles of Incorporation, shall eliminate or reduce the protection afforded to any person by the foregoing provisions of this Article ELEVENTH with respect to any act or omission which shall have occurred prior to such repeal or amendment.

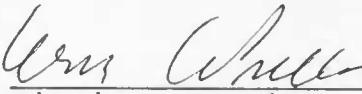
IN WITNESS WHEREOF, THE MARYLAND THEATRE FOUNDATION, INC. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary this 30th day of December 1991, and its President acknowledges that these Articles of Amendment are the act and deed of The Maryland Theatre Foundation, 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.

Witness and Attest:


John R. Hershey, Jr.
Secretary

THE MARYLAND THEATRE FOUNDATION, INC.,
a Maryland not for profit corporation

By:


William G. Psillas
President

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

BUSINESS CODE

COUNTY

093.8 2663029 P.A. 04 Religious 71 Close 71 Stock 71 NonstockMerging
(Transferor)Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

10	<u>30</u>	Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance

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

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

Code 075ATTENTION: HarrietBowman

MAIL TO ADDRESS:

TOTAL
FEES50☒ Check☐ Cash

NOTE:

Documents on checksAPPROVED BY: JP

33872062

ARTICLES OF AMENDMENT
OF
THE MARYLAND THEATRE FOUNDATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **JANUARY 7, 1992** AT **2:41** O'CLOCK **P.M.** AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ **20.00**

SPECIAL
FEE PAID:

\$ _____

D2663029

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE 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 15 1992

RETURN TO:
MEYERS, YOUNG & GROVE, P.A.
HARRIET BOWMAN
P O BOX 1267
HAGERSTOWN

MD 21741 1267

139C3051590

A 377939



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 111

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

ARTICLES OF AMENDMENT

APPROVED FOR RECORD

DRAWBAUGH & SAYLOR, P.A. 1-7-92 at 3:50 p.m.

Drawbaugh & Saylor, P.A., a Maryland Professional Service Corporation, having its principal office in Washington County, Maryland (hereinafter called the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

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

SECOND: That the name of the Corporation is:

Drawbaugh & Saylor, P.A.

and inserting in lieu thereof the following:

SECOND: That the name of the Corporation is:

Drs. Drawbaugh & Saylor, P.A.

SECOND: The Board of Directors of the Corporation at a meeting duly convened and held on November 15, 1991 adopted a resolution in which was set forth the foregoing amendment to the Charter, declaring that said amendment of the Charter was advisable and directing that it be submitted for action thereon at a Special Meeting of the Stockholders of the Corporation to be held November 15, 1991.

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

THE UNDERSIGNED, Edward J. Drawbaugh, President, 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.

1992 JUN - 7 P 9 37

20078096

3387 0948

Attest to Signature
and Corporate Seal:

DRAWBAUGH & SAYLOR, P.A.

James D. Drawbaugh
Secretary

By: Edward J. Drawbaugh
Edward J. Drawbaugh, President

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

I HEREBY CERTIFY, that on this 31st day of December, A.D., 1991, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Edward J. Drawbaugh, President of Drawbaugh & Saylor, P.A., a Maryland Professional Corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation and further made oath in due form of law that the matters and facts set forth in said Articles of Amendment with respect to the approval thereof are true and correct to the best of his knowledge, information and belief.

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

Linda L. Punt
Notary Public

My Commission Expires:

1 June 1994

3387 0949

BYRON
WESTON CO.
LIEN RECORD
1991

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 09A^m BUSINESS CODE _____ COUNTY 71# D1074202 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	<u>20</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance

76 _____ Certificate of Merger/Transfer

75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign 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: HWName Change
(New Name) Dr. Drawbaugh & Saylor, P.A.

<input checked="" type="checkbox"/>	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, Young &
Horne, P.A.
P.O. Office Box 1247
Hagerstown, Md. 21741
1267

NOTE:

7287 0950

ARTICLES OF AMENDMENT
OF
DRAWBAUGH & SAYLOR, P.A.
CHANGING ITS NAME TO:
DRS. DRAWBAUGH & SAYLOR, P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 7, 1992 AT 3:50 O'CLOCK P.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

D1074202

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
LINDA L. PUNT
MEYERS YOUNG, & GROVE, P.A.
P. O. BOX 1267
HAGERSTOWN

MD 21741 1267

137C3051332

A 377708



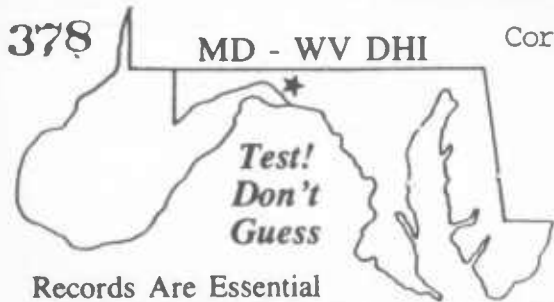
RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3777 0947

378

MD - WV DHI

Corporation Record Liber 45



Mid-East Dairy Herd Imp. Corp.

1040 Frederick Street
Hagerstown, Maryland 21740
Phone (301) 733-3322

Records Are Essential

ARTICLES OF MERGER

MID-EAST DAIRY HERD IMPROVEMENT CORPORATION, INC.
MID-EAST MILK LAB SERVICES, INC.
January 8, 1992

I. Contents of Article of Merger

- A. The Mid-East Dairy Herd Improvement Corporation, INC. and the Mid-East Milk Lab Services, Inc. passed a motion with a unanimous vote of the Directors at their July 9, 1991 meeting to merge the corporations into one whose name will remain Mid-East Dairy Herd Improvement Corporation, INC. The same directors serve both of the above corporations.
- B. The Mid-East Milk Lab Services, Inc., and Mid-East DHIC, are located at 1040 Frederick Street, Hagerstown, Maryland, and are seeking to merge.
- I. The merge was approved by unanimous vote of the Board of Directors (the same directors serve both corporations) on July 9, 1991 on motion by Steve Dransfield and seconded by William Schnebly. In September 1991, it was approved by the membership by a vote of 173 to 4. Both corporations are nonstock corporations and no memberships shall be changed by virtue of this merger.

The under signed swears under penalties of perjury that this is their act

Roy W. Crum, Jr.
Roy W. Crum, Jr., President
Mid-East DHIC

Roy W. Crum, Jr.
Roy W. Crum, Jr., President
Mid-East Milk Lab Services, Inc.

Eugene L. Long
Eugene L. Long, Secretary
Mid-East DHIC

Eugene L. Long
Eugene L. Long, Secretary
Mid-East Milk Lab Services, Inc.

APPROVED

1/8/92 at 9:00

20088305

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 11^{mf} BUSINESS CODE _____ COUNTY 21

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

Merging
(Transferor) Mid-East Milk Lab
Services, Inc.Surviving
(Transferee) Mid-East Dairy
Herd Improvement Corporation,
Inc.D1694611D0132613

CODE AMOUNT FEE REMITTED

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

Name Change
(New Name) _____

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

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 _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Mid-East Dairy Herd
1040 Freshwater St.
Hagerstown, Md 21740
TOTAL
FEES _____

Check

20 Cash

NOTE: _____

Documents on _____ checks

APPROVED BY: A

7785 0215

ARTICLES OF MERGER
 OF
 MID-EAST MILK LAB SERVICES, INC.
 (A MD CORP.)
 INTO
 MID-EAST DAIRY HERD IMPROVEMENT CORPORATION,
 INC.
 (A MD CORP.) SURVIVOR

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
 OF MARYLAND JANUARY 8, 1992 AT 9:00 O'CLOCK A. M. AS IN CONFORMITY
 WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
 CAPITALIZATION FEE PAID:

\$ _____

RECORDING
 FEE PAID:

\$ 20.00

SPECIAL
 FEE PAID:

\$ _____

D0132613

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE 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 15 1992

RETURN TO:
 MID-EAST DAIRY HERD
 1040 FREDERICK STREET
 HAGERSTOWN

MD 21740

136C3051106

A 377490



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

APPROVED FOR RECORD

1-8-92 at 9:18 A.m.

1992 JAN -8 P 9:18

FREE STATE ENTERPRISES, INC.

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

Amendments to Articles of Incorporation

Please be advised that no shares of stock of Free State Enterprises, Inc. having issued and there being none outstanding or subscribed for and pursuant to a resolution, adopted by the Board of Directors of the Corporation at the organizational meeting on October 31, 1991, Free State Enterprises, Inc. wishes to make the following amendments to its Articles of Incorporation:

One, please amend Article Five (Fifth) to read, "The post office address of the principal office of the Corporation in Maryland is 118 Baptist Rd., Hancock, Maryland 21750. The name and post office address of the resident agent in Maryland are Douglas Chester Sensel, 118 Baptist Rd., Hancock, Maryland 21750."

Two, please amend Article Six (Sixth) to read, "The total number of shares of stock which the Corporation has authority to issue is four thousand (4,000) shares with a par value of one cent (\$0.01) per share. This stock shall all be of one class with an aggregate par value of forty dollars (\$40.00)."

Three, please amend Article Seven (Seventh) to read, "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 may choose to have no Board of Directors, or to elect a Board of Directors consistent with the Corporation's by-laws. Until such time, the Corporation shall have two (2) directors whose names are Douglas C. Sensel and Ellen F. Sensel."

We, Douglas C. Sensel, and Ellen F. Sensel, being the only Directors and a majority of the Board of Directors hereby acknowledge on behalf of Free State Enterprises, Inc. that the foregoing Articles of Amendment are the corporate act of said Corporation and further certify under the penalties of perjury to the best of my knowledge, information and belief, the matters and facts set forth in these Articles are true in all material respects.

20088215

IN WITNESS WHEREOF, We have signed these Amendments to the Articles of Incorporation on this 13th day of December, 1991 and acknowledge the same to be our act.

ATTESTED:

Douglas C. Sensel
Douglas C. Sensel, Director and President

Ellen F. Sensel
Ellen F. Sensel, Director and Secretary/
Treasurer

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

09

BUSINESS CODE

COUNTY

71

D 2946440 P.A. Religious Close Stock NonstockMerging
(Transferor)Surviving
(Transferee)

CODE AMOUNT

FEE REMITTED

Name Change
(New Name)

10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	<u>22</u>	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	<u>8</u>	<u>1</u> Certified Copy <u>2</u>
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance

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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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

Code

ATTENTION:

MAIL TO ADDRESS:

Free State Enterprises, Inc.
P.O. Box 132
Rockville, Md. 20848-
0132

TOTAL
FEES

30

Check

Cash

Documents on checks

APPROVED BY:

NOTE:

copy made

3387 0966

ARTICLES OF AMENDMENT
OF
FREE STATE ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **JANUARY 8, 1992** 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:

\$ _____

\$ 22.00

\$ _____

D2946440

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE 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 15 1992

RETURN TO:
FREE STATE ENTERPRISES, INC.
P. O. BOX 132
ROCKVILLE MD 20848 0132

137C3051336

A 377712

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



APPROVED FOR RECORD

1-8-92 at 10:38 a.m.

CORSAIR AVIATION, INC.
ARTICLES OF DISSOLUTION

FIRST: The name of the close corporation (which is hereinafter called the Corporation) is Corsair Aviation, Inc.

SECOND: The address of the principal office of the corporation is 2305 Appletree Drive, Hagerstown, Md., 21742.

THIRD: The name and address of a resident agent of the corporation who shall serve for one year after dissolution and until the affairs of the corporation are wound up are Anne L. Manfre, 2305 Appletree Drive, Hagerstown, Md., 21742.

FOURTH: The names and addresses of each of the directors is as follows:
Anne L. Manfre 2305 Appletree Drive, Hagerstown, Md., 21742.
Dominic P. Manfre 2305 Appletree Drive, Hagerstown, Md., 21742.

FIFTH: The name, title and post office address of each of the officers is as follows:

Anne L. Manfre, President, 2305 Appletree Drive, Hagerstown, Md., 21742.
Anne L. Manfre, Secretary, 2305 Appletree Drive, Hagerstown, Md., 21742.
Anne L. Manfre, Treasurer, 2305 Appletree Drive, Hagerstown, Md., 21742.

SIXTH: The dissolution of the corporation was approved in the manner and by the vote required by law and by the charter of the corporation. The dissolution of the close corporation was duly authorized by the stockholders of the corporation.

SEVENTH: The corporation has no known creditors.

EIGHTH: This corporation is hereby dissolved.

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

ATTEST:

20088237

Anne L. Manfre

SECRETARY, Anne L. Manfre

85-01 8-10-38 1991
Anne L. Manfre 2305 21742

PRESIDENT, Anne L. Manfre

The undersigned President certifies under penalties of perjury that to the best of my knowledge, information and belief Corsair Aviation, Inc. owned no tangible personal property on January 1, 1992.

ATTEST:

Anne L. Manfre
ANNE L. MANFRE
PRESIDENT

1/6/92
DATE

NOTARY:

Kelli R Snoots

1/6/92
DATE



STATE OF MARYLAND

COMPTROLLER OF THE TREASURY

387

LOUIS L. GOLDSTEIN, COMPTROLLER

J. BASIL WISNER, CHIEF DEPUTY COMPTROLLER

GENERAL ACCOUNTING DIVISION

LOUIS L. GOLDSTEIN TREASURY BUILDING, P.O. BOX 746,
ANNAPOLIS, MARYLAND 21404-0746

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

CORSAIR AVIATION, INC.,

have been paid.

WITNESS my hand and official seal this

30TH day of DECEMBER A.D. 1991 .

DEPUTY COMPTROLLER

COMPTROLLER OF THE TREASURY

3387 2351

MY TELEPHONE NUMBER IS:

TTY FOR THE DEAF: ANNAPOLIS AREA 974-2609
BALTIMORE AREA 383-7555

PS-409

AN EQUAL OPPORTUNITY EMPLOYER

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

1939

BUSINESS CODE

COUNTY

71

D 3120482

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

Check

Cash

Documents on checks

APPROVED BY:

PCM

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:

Anne E. Mantre,
President

MAIL TO ADDRESS:

Coroair
Auction, Inc.
2305 Appletree Drive
Hagerstown, Md. 21742

NOTE:

3367 2352

THE ARTICLES OF DISSOLUTION
OF
CORSAIR AVIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **JANUARY 8, 1992 AT 10:38 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

\$ 30.00

D3120482

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
CORSAIR AVIATION, INC.
ANNE L. MANFRE
2305 APPLETREE DRIVE
HAGERSTOWN

MAILED JUL 15 1992

MD 21742

139C3051659

A 377999



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

APPROVED FOR RECORD

Brick Masons Inc. 1-8-92 at 11:06 A.m.
ARTICLES OF INCORPORATION

FIRST: I, Clarence E. Horst, whose post office address is 17638 Garden View Road, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as "Corporation") is: Brick Masons Inc.

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

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

1. To own and carry on the business of being a mason.
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 17638 Garden View Road, Hagerstown Maryland 21740. The name and post office address of the Resident Agent of the Corporation is Clarence E. Horst, 17638 Garden View Road Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is five thousand (5,000)

20088327 3387 0126

shares of common stock, without par value.

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

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 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.

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 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 1 day of January, 1992, and I
acknowledge the same to be my act.

WITNESS:

Leslie D. Hunt ERH (SEAL)

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 0237 BUSINESS CODE 93 COUNTY 71# _____ P.A. _____ Religious ☒ Close ☒ Stock _____ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

10		Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign 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

MAIL TO ADDRESS: _____

Day and Schneider, PA

Suite 300

120 West Washington

Hagerstown, Md. 21740

TOTAL
FEES40 Check

_____ Cash

NOTE: _____

_____ Documents on _____ checks

APPROVED BY: _____

A

3387 0129

ARTICLES OF INCORPORATION
OF
BRICK MASONS INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **JANUARY 8, 1992** AT **11:06** O'CLOCK **A.M.** AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

D3352762

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE 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 15 1992

RETURN TO:
DAY AND SCHNEIDER, P.A.
MICHAEL G. DAY
STE. 300, 120 W. WASHINGTON ST.
HAGERSTOWN MD 21740

137C3051213

A 377600



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

ARTICLES OF INCORPORATION FOR A STOCK CORPORATION

(See instructions on reverse side.)

APPROVED FOR RECORD

01-09-92 at 11:52

RECEIVED
92 JAN 9 AM 11 52
STATE DEPT. OF
ASSESSMENTS & TAXATION

FIRST: The undersigned Kenneth A. Grypwhose address is 7698 Robinson Road, Mercersburg, Pa. 17236

_____, being at least eighteen years of age, do(es) hereby form a corporation under the laws of the State of Maryland.

SECOND: The name of the corporation is Ken's Clear Spring Liquors, Inc.THIRD: The purposes for which the corporation is formed are as follows: To operate a retail liquor store.

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

✓ 168 Cumberland Street, Clear Spring, Maryland 21722

FIFTH: The name and post office address of the resident agent of the corporation in Maryland are _____

Wayne Morris, 214 Oak Valley Drive, Hagerstown, Maryland 21740SIXTH: The corporation has authority to issue 5,000 shares at \$ 10.00 (Ten Dollars) par value per share.SEVENTH: The number of directors of the corporation shall be 1 which number may be increased or decreased pursuant to the bylaws of the corporation, and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders, and the name(s) of the director(s) who shall act until the first meeting or until their successors are duly chosen and qualified is/are Kenneth A. Gryp

EIGHTH: IN WITNESS WHEREOF, I have signed these Articles and acknowledge the same to be my act.

RETURN TO:

T. A. Davis1023 A Maryland AvenueHagerstown, Maryland 21740

SIGNATURE(S)

Kenneth A. Gryp

20108200

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

GUIDELINES FOR DRAFTING ARTICLES OF INCORPORATION FOR A "STOCK" CORPORATION

(See form on reverse side.)

This type of corporation would be most appropriate for two or more individuals engaged in an enterprise with the intention of making a profit.

This guide is to be used for "Articles of Incorporation for a STOCK Corporation." Each item describes how to fill a blank in the sample. The sample is the minimum necessary to incorporate. If you wish to expand on any item consult with your lawyer, accountant or financial advisor. Legal questions of a general nature cannot be answered by the staff of this Department.

You may fill in the blanks on the sample and submit it as your Articles of Incorporation. All items must be typed. Forms filled in by hand will not be accepted.

- FIRST:** Insert the names and addresses of the individuals who are incorporating. One or more individuals can act as incorporators. The only requirement is that they be at least 18 years old. The address should be one where mail can be received. It can be anywhere, even a foreign county.
- SECOND:** Insert the corporate name. The corporate name must contain "Corporation," "Incorporated," "Limited," "Inc.," "Corp.," or "Ltd." The name cannot be misleadingly similar to a name already on record in Maryland. You may call 225-1330 for a non-binding check for name availability. Acceptance of a name guarantees only that the corporation will have that name. It does not mean you cannot be sued for trade name or trade mark infringement. For more information on this consult your attorney.
- THIRD:** Give a one or two sentence description of the business of the corporation.
- FOURTH:** Insert the address of the principal place of business. It must be a specific address in Maryland and must include street, city and zip code. It cannot be a post office box.
- FIFTH:** This is the name and address of an agent designated to accept service of process if the corporation is summoned to court for any reason. The agent must be either an adult citizen of Maryland or another existing Maryland corporation. The address must include the street, city and zip code. The address must be in Maryland and cannot be a post office box. A corporation cannot act as its own resident agent.
- SIXTH:** Insert the number of shares of stock the corporation will have the authority to issue as well as the par value of each share. If the aggregate par value (number of shares multiplied by the par value) exceeds \$100,000, or if over 5,000 shares of stock without par value is used, the filing fee will increase beyond the \$40.00 minimum. If stock without par value is used insert "\$0" as the par value per share. Stock is the means by which ownership of the corporation is divided and assigned. Generally, the owner of 20% of the outstanding stock of the corporation "owns" 20% of the corporation and exercises 20% control. Additionally, stock is required to take advantage of certain tax options. Questions about stock should be directed to your attorney, accountant or financial advisor.
- SEVENTH:** Insert the number of directors and the names of those adult individuals who will be directors. These individuals do not have to be residents of Maryland.
- SIGNATURE(S):** Have all the individuals named in FIRST sign here. It must be the original (no xerox, stamp or carbon) signatures of all the people listed in First and no one else may sign here. No witness or notary is required.
- RETURN TO:** State where the receipt, certified copies, certificates of status and the original articles are to be sent.

FEES

The fee to file Articles of Incorporation is \$40.00 unless the aggregate par value of the stock exceeds \$100,000 or, if no par value stock is used, the corporation has authority to issue more than 5,000 shares. If stock exceeds these amounts, call 225-1340 for the fee.

TELEPHONE/(301) 225-1340
TTY FOR DEAF: BALTIMORE AREA 383-7555 • D.C. METRO AREA 565-0451
FAX (301) 333-7096

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71# _____ P.A. _____ Religious _____ Close ☒ Stock _____ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

10	<u>30</u>	Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance

Name Change
(New Name) _____

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 _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Tim Davis
1023 A Maryland Ave.
Hagerstown, Md. 21740

TOTAL
FEES 70☒ Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JmT

3336 055

ARTICLES OF INCORPORATION
OF
KEN'S CLEAR SPRING LIQUORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 9, 1992 AT 11:52 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:

\$

D3351517

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE 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 15 1992

RETURN TO:
TIM DAVIS
1023-A MARYLAND AVENUE
HAGERSTOWN MD 21740

136C3051058

A 377447



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. EOLIO. 1788 1001

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

ARTICLES OF REVIVAL

APPROVED FOR RECORD

FOR

01-09-92 at 12:28 .m.

Professional Realty Services, 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

Professional Realty Services, Inc.

SECOND: The name which the corporation will use after revival is

~~Window Designs Inc.~~

Window Design Services Inc.

THIRD: The address of the principal office in this state is

~~1752 Hillmeade Square~~

1020 QUEEN ANNES COURT

~~Frederick, Maryland 21701~~

HAGERSTOWN, MD 21740

FOURTH: The name and address of the resident agent is

Marc A. Murin

~~1752 Hillmeade Square Frederick, Maryland 21701~~

1020 QUEEN ANNES COURT

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.

(1)

20108202

7396 0996

(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.

[Signature]
Last Acting President/Vice President

[Signature]
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

THE ARTICLES OF REVIVAL
OF
PROFESSIONAL REALTY SERVICES, INC.
CHANGING ITS NAME TO:
WINDOW DESIGN SERVICES INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 9, 1992 AT 12:28 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

\$ 30.00

D2650679

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE 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 15 1992

RETURN TO:
MARC A. MURIN
1020 QUEEN ANNES COURT
HAGERSTOWN MD 21740

136C3051118

A 377498



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

ARTICLES OF INCORPORATION
OF
MARYLAND HYPNOSIS ASSOCIATION, INC.

FIRST: We, the undersigned, Danny H. Seiler, 15627 Broadfording Rd., Clear Spring, Maryland; W. Todd Turner, 118 South George St., Cumberland, Maryland; and Janet Decker, 18 Broadway, Hagerstown, Maryland; each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the general laws of the State of Maryland.

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

Maryland Hypnosis Association, INC.

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

The purposes for which the Corporation is formed are to organize and operate a non-profit organization for the purpose of furthering, through fraternal association and activity, the interests of the community, state and nation in matters relating to, and a part of, HYPNOSIS, and education and training, promotion of education, training, facilities, and other interests to foster professionalism in the application of hypnosis, as may be allowed under the laws and regulations of the United States, State of Maryland, and any other jurisdiction. In pursuance of the foregoing

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

1-10-92 at 10:00 a.m.

20108166

~~12500000~~ 2674

1992 JAN 10 P 8:00
1991 DEC 19 P 8:52

purposes, the objects of the Corporation shall be:

- (a) To acquire, receive by gift, device, purchase, lease or otherwise, property, real, personal or mixed, and to hold such property for the charitable and educational purposes for which this Corporation is being formed and to dispose of same in whole or in part, as may from time to time become necessary or desirable, provided there is no conflict with the provisions of section 501(c)(8) of the Internal Revenue Code and the Regulations as they now exist or as they hereafter may be amended. To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real, personal and mixed, as purposes may require. To exercise such other powers which now or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, subject to the further limitation and condition that notwithstanding any other provision of these articles, only such powers shall be exercised as are in furtherance of the purposes of the Corporation as may be exercised by an organization exempt under section 501(c)(8) of the Internal Revenue Code and its Regulations as

they now exist and as they may hereinafter be amended.

(b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind. 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. To carry on and transact, for itself, or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers, and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description. To purchase, lease, or otherwise acquire, all or any part of the property, rights, businesses, contracts, goodwill, franchises, and assets of every kind, of any corporation, co-partnership, or individual (including the estate of a decedent), carrying on or having carried on the 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. To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same. 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 such 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 or the Corporation for its corporate purposes.

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

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

The foregoing enumeration of the purposes, objects, and business of the Corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose or object or business, in any manner, to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions, and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this

State.

FOURTH: The post office address of the principal office of the Corporation in this state is Rt. 9 Box 63B Hagerstown, Maryland 21740. The resident agent of the Corporation is Danny H. Seiler, whose post office address is , 15627 Broadfording Road Clear Spring, Maryland, The resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: This Corporation shall be a non-stock corporation and no capital stock shall ever be issued by the Corporation. The number of qualifications for, and other matters relating to its members shall be set forth in the by-laws of the Corporation.

SIXTH: The Corporation shall have a Board of Directors consisting of not less than three(3) members. The number of members on the Board of Directors may be increased or decreased pursuant to the by-laws of this Corporation.

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

Danny H. Seiler

Janet Decker

W. Todd Turner

SEVENTH: Said Corporation is organized exclusively for educational and scientific purposes, including, for such purposes, the making of distributions to organizations that

qualify as exempt organizations under section 501(c)(8) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

EIGHTH: 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 distribution in furtherance of the purposes set forth in Article Seventh hereof. No substantial part of the activities of the Corporation other than by the legally established PAC of this 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 by a Corporation exempt from Federal income tax under section 501(c)(8) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law). **NINTH:**

Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the Corporation exclusively

for the purposes of the Corporation in said manner, or to such organization or organizations organized and operated exclusively for the establishment and furtherance of the purposes as hereinabove set forth in Paragraph numbered Third or for such purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(8) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Trustees shall determine. Any of such assets not so disposed of 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 or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 16th day of December, 1991; Severally
Acknowledge SAME to be our ACT.

DHS.
1-8-92

WITNESS:

Janet I. Decker

[Signature]

[Signature]

Janet I. Decker

[Signature]

[Signature]

3195 2581

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

BUSINESS CODE

COUNTY

_____ 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	14	Certified Copy
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance

Name Change

(New Name) _____

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent Address

Resignation of Resident Agent

Designation of Resident Agent and Resident Agent's Address

Other Change _____

76 _____ Certificate of Merger/Transfer

Code _____

75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to 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

ATTENTION: _____

MAIL TO ADDRESS: _____

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 _____

Danny H. Seiler
Rt. 9, Box 63B
Hagerstown, Md. 21740

TOTAL FEES

54

Check

Cash

NOTE:

Documents on _____ checks

APPROVED BY:

Pam

ARTICLES OF INCORPORATION
OF
MARYLAND HYPNOSIS ASSOCIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **JANUARY 10, 1992** AT **10:00** O'CLOCK **A.M.** AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

D3352051

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE 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 15 1992

RETURN TO:
DANNY H. SEILER
ROUTE 9, BOX 63B
HAGERSTOWN

MD 21740

137C3051142

A 377539

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.



1-10-93 at 10:00a.m.

ARTICLES OF INCORPORATION

OF

MOUNT TABOR HISTORIC CHURCH AND CEMETERY, INC.

The undersigned natural persons, each of the age of 21 years or more, hereby associate themselves to act as incorporators for the purpose of creating a nonstock, non-profit corporation under the General Laws of the State of Maryland, and further pursuant to Title 5, Subtitle 2 of the Corporations and Associations Article of the Annotated Code of Maryland, do hereby certify that:

ARTICLE I

NAME

The name of this corporation is Mount Tabor Historic Church and Cemetery, Inc.

ARTICLE II

PURPOSE

This corporation is organized exclusively for the promotion of social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law.)

This corporation is not organized for profit, and no part of the net earnings of this corporation shall inure to the benefit of any member of the Board of Directors or individual, except that this corporation may make payments of reasonable compensation for services rendered.

This corporation is organized primarily for the purpose of preserving, maintaining and/or restoring the architecture, history, integrity, and site context of that certain church building and surrounding cemetery and grounds formerly used as the principal place of worship of the congregation of the Mount Tabor United Brethren In Christ Church, located in Election District No. 13, Washington County, Maryland, and more

7387 1555

20108184

1991 DEC 11 A 8:59

NYDER & POOLE, ATTORNEYS AT LAW

1992 MAR 10 10:11 AM

particularly described in a Deed recorded at Liber 275, folio 465 among the Land Records of Washington County, Maryland, and with the improvements thereon being commonly known as 16377 Mt. Tabor Road, Hagerstown, MD 21742. The activities of this corporation shall not include direct or indirect participation or intervention in political campaigns on behalf of or in opposition to any candidate for public office. Nor is the primary activity of this corporation the operation of a social club for the benefit, pleasure or recreation of its members. This corporation shall not carry on business with the general public in a manner similar to organizations which are operated for profit.

Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income under Section 501 (c) (4) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law).

ARTICLE III

DURATION

The period of existence of this corporation shall be perpetual.

ARTICLE IV

PRINCIPAL OFFICE AND RESIDENT AGENT

The principal office of this corporation shall be located at 12913 Lauren Road, Hagerstown, Maryland 21742, and the name of the resident agent of this corporation at that address is David L. Resh, Jr., who actually resides in this State.

ARTICLE V

MEMBERSHIP

The number of, qualifications for, and other matters pertaining to the members of this Corporation shall be as set forth in the by-laws of the Corporation.

3387 1556

ARTICLE VI
NONSTOCK AND NONPROFIT STATUS

This corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, officers, directors, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payment and distribution in furtherance of the purposes set forth in Article 2 above. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under the provisions of Section 501(C)(4) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law).

ARTICLE VII
DISSOLUTION

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 and delivered to any other charitable organization of this or any other State, having a similar or analogous character or purpose, or which is in some way associated with or connected with the Corporation to which the property previously belonged, as determined by the Board of Directors of this Corporation.

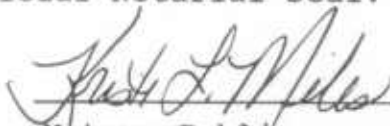
ARTICLE VIII
AMENDMENTS

These Articles may be amended or repealed by an affirmative vote of a majority of the members of the Board of Directors. 3387 1557

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

I HEREBY CERTIFY, that on this 9th day of Dec., 1991,
before me, the Subscriber, a Notary Public in and for the State
and County aforesaid, personally appeared David L. Resh, Jr., and
acknowledged the execution of the foregoing Articles of
Incorporation to be his voluntary acts and deed.

WITNESS my hand and Official Notarial Seal.


Notary Public

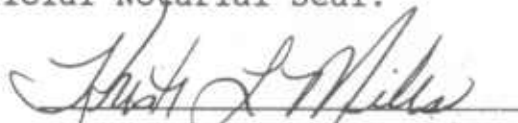
My Commission Expires:

1/1/94

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

I HEREBY CERTIFY, that on this 10th day of Dec., 1991,
before me, the Subscriber, a Notary Public in and for the State
and County aforesaid, personally appeared Charles W. Resh, and
acknowledged the execution of the foregoing Articles of
Incorporation to be his voluntary acts and deed.

WITNESS my hand and Official Notarial Seal.


Notary Public

My Commission Expires:

1/1/94

ARTICLE IX
INCORPORATORS

The name and address of the incorporators are David L. Resh, Jr., 12913 Lauren Road, Hagerstown, Maryland, 21742; Charles W. Resh, 14026 Cearfoss Pike, Hagerstown, Maryland 21742; and Josephine Burkett, 16231 Mt. Tabor Road, Hagerstown, MD 21742.

ARTICLE X
INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
David L. Resh, Jr.	12913 Lauren Road, Hagerstown, MD 21742
Charles W. Resh	14026 Cearfoss Pike, Hagerstown, MD 21742
Josephine Burkett	16231 Mt. Tabor Road, Hagerstown, MD 21742

The number of Directors of the Corporation shall never be less than three (3), but may be increased in accordance with the Bylaws of the Corporation.

IN WITNESS WHEREOF, we hereby set our hands and seals this

10th day of December, 1991.

David L. Resh, Jr. (SEAL)
David L. Resh, Jr.

Charles W. Resh (SEAL)
Charles W. Resh

Josephine Burkett (SEAL)
Josephine Burkett

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

I HEREBY CERTIFY, that on this 9th day of Dec., 1991,
before me, the Subscriber, a Notary Public in and for the State
and County aforesaid, personally appeared Josephine Burkett, and
acknowledged the execution of the foregoing Articles of
Incorporation to be her voluntary acts and deed.

WITNESS my hand and Official Notarial Seal.

Judith A. Boyer
Notary Public

My Commission Expires: 11/1/95

2387 1590

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 0239 BUSINESS CODE 04 COUNTY 71# _____ P.A. _____ Reliquious _____ Close _____ Stock ☒ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

10		Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	<u>11</u>	<u>1</u> Certified Copy <u>5</u>
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance

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

76 _____ Certificate of Merger/Transfer

Code _____

75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to 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 _____

ATTENTION: _____

Carl W. DisqueMAIL TO ADDRESS: Snyder &Pooler, P.A., Attorneysat Law, 28 JonathanStreetHagerstown, Md. 21740TOTAL
FEES 51☒ Check

_____ Cash

NOTE: copy made

_____ Documents on _____ checks

APPROVED BY: Jm T

7387 1561

ARTICLES OF INCORPORATION
OF
MOUNT TABOR HISTORIC CHURCH AND CEMETERY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **JANUARY 10, 1992** 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

\$ _____

D3354073

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE 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 15 1992

RETURN TO:
SNYDER & POOLE, P.A. ATTORNEYS
ATTN: CARL W. DISQUE
28 JONATHAN ST.
HAGERSTOWN MD 21740

138C3051425

A 377799

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

2387 1554



STANLEY HAROLD, INC.

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

ARTICLES OF INCORPORATION

1. Incorporators. The undersigned, CHARLES A. POOLE of 7600 Shady Lane, Boonsboro, Maryland 21713, and Phyllis R. Poole, of 7600 Shady Lane, Boonsboro, Maryland 21713, 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 Stanley Harold, Inc.

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

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

a) To 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 fountains, bakeries, kitchens, bars, saloons, cocktail lounges, banquet halls, catering establishments, concessions, and other eating and drinking places and establishments of every kind and description, and checkrooms, newsstands, and cigar, cigarette, and tobacco stands and stores, and generally to conduct the business of restaurateurs, caterers, innkeepers, tobacconists, bakers, butchers, cooks, concessionaires and purveyors, suppliers, preparers, servers and dispensers of food and drink; and to engage in all activities to render all services, and to buy, sell, use, handle and ~~deal in~~ all fixtures

20138701
STATE DEPARTMENT OF REVENUE
AND TAXATION
APPROVED FOR RECORD
11/13/92 at 12:35

machinery, apparatus, equipment, accessories, tools, materials, products, and merchandise incidental or related thereto, or of use therein.

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 and with confections, extracts, syrups, food and food products of every kind and description, coffee tea, cocoa, wines, liquors, ale, beer, sodas, and other drinks and beverages of every kind and description, ice cubes, crushed and block ice, cigars, cigarettes, tobacco, and smoking supplies; and products, books, newspapers, magazines, and other publications and all similar, kindred, and allied articles, products and merchandise.

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

5. Registered Agent Address. The post office address of the principal office of the Corporation in Maryland is 7600 Shady Lane, Boonsboro, Maryland 21713. The name and post office address of the resident agent of the Corporation in Maryland are Charles A. Poole, 7600 Shady Lane, Boonsboro, Maryland 21713. Such resident agent is a citizen of the State of Maryland and actually resides therein. ✓

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

7. Election to Have No Board of Directors. After the completion of the organizational meeting of the directors and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no Board of Directors. Until such time, the Corporation shall have one Director whose

2117 0457

name is Charles A. Poole.

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 - Phyllis R. Poole

(2) Secretary-Treasurer - Charles A. Poole

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

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

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this day of , A.D., 1992.

WITNESS:

Frank D. Walter
Frank D. Walter

Charles A. Poole (SEAL)
Charles A. Poole
Phyllis R. Poole (SEAL)
Phyllis R. Poole

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

I HEREBY CERTIFY, That on this 13th day of JANUARY, A.D., 1992, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Charles A. Poole, proven to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, who did acknowledge that he executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

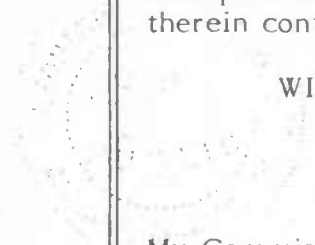
Lionard M. Armstrong
Notary Public

My Commission Expires: NOVEMBER 6, 1993

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

I HEREBY CERTIFY, That on this 13TH day of JANUARY, A.D., 1992, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Phyllis R. Poole, proven to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, who did acknowledge that she executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.


Ernest M. Armstrong
Notary Public

My Commission Expires: NOVEMBER 4, 1993

2757 1471

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

02

BUSINESS CODE

03

COUNTY

71

_____ P.A. _____ Religious ☒ Close ☒ Stock _____ NonstockMerging
(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)
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65		Rec. Fee (Dissolution)
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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

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

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Charles Poole
 7600 Shady Ln
 Boonsboro Md
 21713

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

Check

☒ Cash

NOTE: _____

Documents on _____ checks

APPROVED BY: _____

PCM

3327 C-400

ARTICLES OF INCORPORATION
OF
STANLEY HAROLD, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **JANUARY 13, 1992** AT **12:35** O'CLOCK **P.M.** AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

D3353364

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE 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 15 1992
RETURN TO:
CHARLES A. POOLE
7600 SHADY LANE
BOONSBORO

MD 21713

137C3051273

A 377657

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

3387 0455



1992 JAN -6 P 8:55

STYTCHEN TYME, INC.

NOTICE OF CHANGE OF NAME AND ADDRESS
OF RESIDENT AGENT

RESOLVED: That the name and address of the resident agent of the Corporation in the State of Maryland, be and hereby are changed from from Linda R. Weaver, 122 North Colonial Drive, Hagerstown, Maryland, 21740, to Nancy Wise, 16945 Sprecher Road, Boonsboro, Maryland, 21713.

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.

* * * * *

We do solemnly declare and affirm under the penalties of perjury that the foregoing is a true copy of the Resolution changing the name and address of the Resident Agent of the Corporation.

Nancy Wise
Nancy Wise, President

(CORPORATE SEAL)

Ronald Wise
Ronald Wise, Secretary

1992 JAN 16 P 10:27

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

1-16-92 at 10:27 A.m.

7200 1047

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 21
D1276484 _____ 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 _____ Personal
600	_____	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:

Linda R. Weaver
122 North Colonial Drive
Hagerstown, MD 21740

TOTAL FEES \$10.00

1 Check _____ Cash

NOTE:

1 Documents on 1 checks

APPROVED BY: RMC

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS
OF
STYTCHEN TYME, INC.

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

OF MARYLAND JANUARY 16, 1992 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:

\$ _____

\$ 10.00

\$ _____

D1276484

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
LINDA R. WEAVER
122 N. COLONIAL DRIVE
HAGERSTOWN

MD 21746

143C3052102

A 379263



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

SPECTRUM SOFTWARE SYSTEMS, INC.
ARTICLES OF SALE AND TRANSFER APPROVED FOR RECORD1-17-92 at 8:25 A.m.

ARTICLES OF SALE AND TRANSFER, entered into this 24th day of January, 1991, by and between Spectrum Software Systems, Inc., (hereinafter sometimes referred to as the "Transferor"), and AUDIOCOM, INC., (hereinafter sometimes referred to as the "Transferee").

THIS IS TO CERTIFY:

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

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

Transferor is Spectrum Software Systems, Inc., a corporation organized under the laws of the State of Maryland.

Transferee is AUDIOCOM, INC., 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 is not to exceed Four Hundred Fifty Thousand Dollars (\$450,000.00) based upon the calculations at closing.

FOURTH: The location of the principal office of Transferor in the State of Maryland is 18704 Crestwood Drive, Hagerstown, Maryland 21742. The Transferor does not own any real property.

FIFTH: The location of the principal office of Transferee in the State of Maryland is 13515 Overhill Drive, Hagerstown, Maryland 21742.

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

A unanimous written informal action setting forth approval of these Articles of Sale and Transfer was signed by all of the

20178233

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 in accordance with the terms and conditions of an Agreement between the Transferor and Transferee dated November 22, 1991, 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, Spectrum Software Systems, Inc. and AUDIOCOM, INC., parties to these Articles of Sale and Transfer, have caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of each 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 24th day of December, 1991.

ATTEST:

SPECTRUM SOFTWARE SYSTEMS, INC.

* Clare K Hesse
Clare K. Hesse, Secretary

BY:

Scott D. Hesse
Scott D. Hesse, President

AUDIOCOM, INC.

Sandra L. Glessner
Sandra L. Glessner, Secretary

BY:

Michael L. Glessner
Michael L. Glessner, President

THE UNDERSIGNED, President of Spectrum Software Systems, 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.

Scott D. Hesse
Henry A. Hesse, President
Scott D.

THE UNDERSIGNED, President of AUDIOCOM, 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.

Michael L. Glessner
Michael L. Glessner, President

~~2226-0574-17~~

3799 2207

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

12 ^{MA}

BUSINESS CODE

COUNTY 21

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

Merging

(Transferor)

Spectrum Software
Systems, Inc. (D1510718)

Surviving

(Transferee)

Audiocon, Inc.
(D2806941)

CODE AMOUNT FEE REMITTED

Name Change

(New Name)

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
70	_____	Property Reports and _____ late filing penalties
91	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Amend/Cancellation, For. Limited Part.
_____	_____	Other _____
_____	_____	Other _____

_____ 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 G. Day, Esq.
 120 West Washington St., Suite 300
 Hagerstown, MD 21740

TOTAL
FEES

20

Check

Cash

NOTE:

Documents on _____ checks

APPROVED BY: HV

ARTICLES OF TRANSFER
OF
SPECTRUM SOFTWARE SYSTEMS, INC.
(A MD CORP.)
AND
AUDIOCOM, INC.
(A MD CORP.)

TRANSFEROR

TRANSFeree

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **JANUARY 17, 1992** AT **8:25** 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

\$ _____

D2806941

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE 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 15 1992

RETURN TO:
MICHAEL G. DAY, ESQ.
120 WEST WASHINGTON ST., STE. 300
HAGERSTOWN MD 21740

145C3052304

A 379503

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.



1-17-92 at 2:42a.m.
NEEDY'S FURNITURE, 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 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 NEEDY'S FURNITURE, 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 assembling, upholstering, repairing, and refinishing furniture; to sell, export, import, or otherwise deal in furniture, furnishings, fixtures, fittings, equipment, devices, and articles of all kinds and description for use in or on public or private buildings or structures, whether used as offices, residences, factories, libraries, banks, hospitals, or otherwise, made of metal, wood, stone, plastics, or other materials or combinations of materials, filing, indexing, and other office equipment and systems, office stationary, and supplies and building materials and equipment of every nature and description.

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.

20178228

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 corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is David F. Needy, Jr.

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

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 30 day of Dec, 1991, and I acknowledge the same to be my act.

Jodi Wright
WITNESS

Ed - Button
Edward N. Button

3789 0080
1991 0071

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 022-9 BUSINESS CODE 03 COUNTY 71# _____ P.A. _____ Religious ☒ Close ☒ Stock _____ Nonstock _____Merging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

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

76 _____ Certificate of Merger/Transfer

75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign 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: _____

MAIL TO ADDRESS: Edward
W. Button, Attorney
at Law
44 North Potomac Str.
Suite 104
Hagerstown, Md. 21740

NOTE:

3399 0031

ARTICLES OF INCORPORATION
OF
NEEDY'S FURNITURE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 17, 1992 AT 9:08 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:

\$

D3356847

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE 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 15 1992

RETURN TO:
EDWARD N. BUTTON, ATTORNEY AT LAW
44 NORTH POTOMAC ST., STE. 104
HAGERSTOWN MD 21740

142C3051858

A 379142



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO

APPROVED FOR RECORD

Articles of Amendment

1-20-92 at 8:38 a.m.

B & E Floors, Inc., a Maryland Corporation, having its principal office at Route 4, Box 105, Smithsburg, Maryland 21783 (hereafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

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

SECOND: The name of the Corporation (which is hereinafter referred to as "Corporation") is B & E Enterprises, Inc.

SECOND: 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 105 Trotter Drive, Hagerstown, Maryland 21742. The name and post office address of the Resident Agent of the Corporation in this state are William L. Eshleman, 105 Trotter Drive, Hagerstown, Maryland 21742. 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 amendments and by written informal

20208-1-1-1992

3419 1009
23767678

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, B & E 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 17th day of January and its President acknowledges that these Articles of Amendment are the act and deed of B & E Enterprises, Inc., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information, and belief.

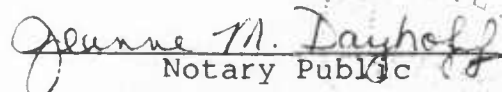

 Patricia A. Eshleman
 Secretary


 William L. Eshleman
 President

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 17th day of January 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid personally appeared William L. Eshleman 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.


 Notary Public

My Commission Expires:

July 31, 1994

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 09A BUSINESS CODE _____ COUNTY 71# D227770 P.A. _____ Religious _____ Close _____ Stock _____ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

10	_____	Expedited Fee
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>8</u>	<u>1</u> Certified Copy <u>2</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance

Name Change
(New Name) B&E Enterprises, Inc.

<input checked="" type="checkbox"/>	Change of Name
<input checked="" type="checkbox"/>	Change of Principal Office
<input checked="" type="checkbox"/>	Change of Resident Agent
<input checked="" type="checkbox"/>	Change of Resident Agent Address
_____	Resignation of Resident Agent
_____	Designation of Resident Agent and Resident Agent's Address
_____	Other Change

76 _____ Certificate of Merger/Transfer

Code _____

ATTENTION: Scott L. Schubel

MAIL TO ADDRESS: _____

Wachs, Boone & Schubel, P.A.
138 West Washington St.
Hagerstown, Md. 21740-4769
TOTAL
FEES20☒ Check

_____ Cash

_____ Documents on _____ checks

APPROVED BY: HNNOTE: Copy made

ARTICLES OF AMENDMENT
OF
B & E FLOORS, INC.
CHANGING ITS NAME TO:
B & E ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 20, 1992 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

\$ _____

D2277770

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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, BCCNE & SCHUBEL, P.A.
ATTN: SCOTT L. SCHUBEL
138 WEST WASHINGTON ST.
HAGERSTOWN

MD 21740 4769

14603052519

A 379708



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

Received for Record June 5, 1992 at 11:00 am

Corporation Record liber 45

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

1-20-92 at 8:54 A. .m.

HAGERSTOWN SOCCER CLUB, INC.

ARTICLES OF AMENDMENT

Hagerstown Soccer Club, Inc., a Maryland Corporation, whose mailing address is P.O. Box 384, Maugansville, Maryland 21767, (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: Article Eighth of the Articles of Incorporation be amended to add the following language:

EIGHTH: No part of the net earnings of the corporation/organization shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation/organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the corporation/organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation/organization 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

20208249 2719

RECEIVED

'92 JAN 20 AM 8 54

STATE DEPT. OF
ASSESSMENTS & TAXATION

corporation/organization shall not carry on any other activities not permitted to be carried on (a) by a corporation/organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or (b) by a corporation/organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

SECOND: New articles Ninth and Tenth be added as follows:

NINTH: Upon the dissolution of this corporation/organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

TENTH: However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of the corporation/organization shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Codes (or corresponding section of any future Federal tax code.)

THIRD: Articles Ninth and Tenth be changed to articles Eleventh and Twelfth.

3789 2719

FOURTH: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendments and by written informal action unanimously taken by the members of 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, Hagerstown Soccer Club, 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 9th day of January, 1992, and its President acknowledges that these Articles of Amendment are the act and deed of Hagerstown Soccer Club, 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:

HAGERSTOWN SOCCER CLUB, INC.

Peggy Karap
Peggy Karap
Secretary

BY: Rudolph M. Krumpke
Rudolph M. Krumpke
President

CORPORATE SEAL:

2720 2720

2720 2720

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION


Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 13 BUSINESS CODE 04 COUNTY 71
D3143823 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	_____	_____ Person

70	Property Reports and late filing penalties
91	Change of P.O., R.A. or R.A.A.
	Amend/Cancellation, For. Limited Part.
	Other
	Other

TOTAL FEES 20

✓ Check Cash

NOTE:

Documents on _____ checks

APPROVED BY:

ARTICLES OF AMENDMENT
OF
HAGERSTOWN SOCCER CLUB, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 20, 1992 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

\$ _____

03143023

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE 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 15 1992

RETURN TO:
RUDOLPH M. KRUMPE
P.O. BOX 384
MAUGANSVILLE

PO 21767

144C3052241

A 379441



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3389 3717

Received for Record June 5, 1992 at 11:00am

STATE DEPARTMENT OF ASSESSMENT
AND TAXATION 449

Corporation Record Liber 45

APPROVED FOR RECORD

ARTICLES OF INCORPORATION 1-20-92 at 8:56 A.M.

1992 JAN 20 A 3:56

Blackbeard's Antique Treasures 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 North Potomac Street, Hagerstown, Md. 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Blackbeard's Antique Treasures 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 and operate an antique and collectible market; and to engage in any other lawful purpose and/or business; and

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

FIFTH: The post office address of the principal office of the Corporation in this State is 2315 Pennsylvania Avenue, Hagerstown, Md. 21742. The name and post office address of the Resident Agent of the Corporation in this State is Richard W. Lauricella, 498 North Potomac Street, Hagerstown, Md. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 1,000 shares with a par value of \$100.00 per share.

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

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

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

20208483-
3419 0296

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

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 16th day of January, 1992, and I acknowledge the same to be my act.

WITNESS:

Anta Buchanan

Richard W. Lauricella
Richard W. Lauricella

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

I HEREBY CERTIFY, That on this 16th day of January, 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard W. Lauricella and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Bonnie K. McNeal
Notary Public

My Commission Expires:

December 1, 1993

3419 0297

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT 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

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 _____

76 _____ Certificate of Merger/Transfer

Code _____

75 _____ Special Fee
 80 _____ For. Limited Partnership
 83 _____ Cert. Limited Partnership
 84 _____ Amendment to 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

ATTENTION: _____

MAIL TO ADDRESS: Richard W. Lauricella, Esq.
498 N. Patamac St
Hagerstown, MD. 21740TOTAL FEES 40☒ Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: HA

7419 0299

ARTICLES OF INCORPORATION
OF
BLACKBEARD'S ANTIQUE TREASURES LTD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **JANUARY 20, 1992** AT **8:56** O'CLOCK **A.** M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

D3359445

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE 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 15 1992

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

146C3052369

A 379571



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 146C3052369

APPROVED FOR RECORD

1-21-92 at 1:40 p.m.
MELLOTT DEVELOPMENT CORPORATION

ARTICLES OF INCORPORATION

FIRST: THE UNDERSIGNED, Dianna L. Brown, whose address is 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:

Mellott 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 convey interests in real estate, either directly or indirectly through general or limited partnerships; and

(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 725 Fountain Head Road, Hagerstown, Maryland 21740.

STATE DEPT. OF
ASSESSMENTS & TAXATION

20228041

92 JAN 21 PM 1 40

RECEIVED
-1-

FIFTH: The name and address of the resident agent of the Corporation in this State are Paul C. Mellott, Jr., 725 Fountain Head Road, Hagerstown, Maryland 21740. Said resident agent is a citizen of Maryland who resides here.

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

Forrest R. Mellott
Paul C. Mellott, Jr.
Herman B. Mellott
Brian L. Mellott

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 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 authorized by the Board of Directors and be consistent with law. The foregoing shall not limit the authority of the Corporation to indemnify other employees and agents consistent with law.

(7) 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 amendment which changes such terms or contract rights of any of its outstanding stock shall be valid unless such amendment shall have been authorized by not less than a majority of the

aggregate number of the votes entitled to be cast thereon, by a vote at a meeting or in writing with or without a meeting.

(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 21, 1992.

Witness:

Helen K. Foskit

Helen K. Foskit

Dianna L. Brown

Dianna L. Brown

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 0239 BUSINESS CODE 03 COUNTY 71# _____ P.A. _____ Reliquious _____ Close ☒ Stock _____ Nonstock _____Merging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

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

Name Change
(New Name) _____

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 _____

_____	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: _____

Dianna L. Brown

MAIL TO ADDRESS: _____

TOTAL
FEES40 Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: A

ARTICLES OF INCORPORATION
OF
MELLOTT DEVELOPMENT CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 21, 1992 AT 1:40 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3360237

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
PIPER & MARBURY
1100 CHARLES CENTER SOUTH
36 SOUTH CHARLES STREET
BALTIMORE

MAILED JUL 15 1992

MD 21201

146C3052448

A 373646



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

464

Corporation Record Liber 45

APPROVED FOR RECORD

1-21-92 at 1:43 p.m.

MELLOTT ENTERPRISES, INC.

ARTICLES OF INCORPORATION

FIRST: THE UNDERSIGNED, Dianna L. Brown, whose address is 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:

Mellott Enterprises, 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 and convey interests in real estate;

(2) to own, operate and manage quarries;

(3) to manufacture and sell excavation, quarrying and related equipment; and

(4) 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.

STATE DEPARTMENT OF REVENUE AND TAXATION

RECEIVED JUN 21 PM 1 43

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-1-

FOURTH: The present address of the principal office of the Corporation in this State is 725 Fountain Head Road, Hagerstown, Maryland 21740.

FIFTH: The name and address of the resident agent of the Corporation in this State are Paul C. Mellott, Jr., 725 Fountain Head Road, Hagerstown, Maryland 21740. Said resident agent is a citizen of Maryland who resides here.

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

Forrest R. Mellott
Paul C. Mellott, Jr.
Herman B. Mellott
Brian L. Mellott

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 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 authorized by the Board of Directors and be consistent with law. The foregoing shall not limit the authority of the Corporation to indemnify other employees and agents consistent with law.

(7) 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 amendment which changes such terms or contract rights of any of its outstanding

stock shall be valid unless such amendment shall have been authorized by not less than a majority of the aggregate number of the votes entitled to be cast thereon, by a vote at a meeting or in writing with or without a meeting.

(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 21, 1992.

Witness:

Helen K. Foskit

Helen K. Foskit

Dianna L. Brown

Dianna L. Brown

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 0229 BUSINESS CODE 03 COUNTY 71# _____ P.A. _____ Religious _____ Close ☒ Stock _____ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

10		Expedited Fee
20	<u>30</u>	Organ. & Capitalization
61	<u>30</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or 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 048

ATTENTION: _____

Dianna E. Brown

MAIL TO ADDRESS: _____

TOTAL
FEES _____40 Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: A

ARTICLES OF INCORPORATION
OF
MELLOTT ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 21, 1992 AT 1:43 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D336C252

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE 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 16 1992

RETURN TO:
PIPER & MARBURY
1100 CHARLES CENTER SOUTH
36 SOUTH CHARLES STREET
BALTIMORE MD 21201

146C3052450

A 379648



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

To: Dalmer M. Schnur
c/o Tri-State Enterprises, Inc.
400 Mechanics Blvd.
Hagerstown, Md. 21740

January 10, 1992

From: Daniel G. Chappell
230 Rushes Dr.
Bear, De. 19702

Dal:

This letter is to confirm previous conversations and letters concerning the unauthorized use of my name in connection with Tri-State Enterprise, Inc. I am aware that my name was mistakenly put down as agent by the person handling the original incorporating of Tri-State Enterprise, Inc, and that this was done without either yours or my knowledge. We both are also aware that the firm (GBS) that was asked to handled this and the taxes for Tri-State Enterprises (the company) was also acting as my personal accountant, and while Mr. Lygate was made aware that you were to be the agent for Tri-State Enterprise, Inc., it is obvious that this information was never passed on to the firm's clerk that handled the paperwork. As you and I have discussed, my name was the one that they all knew, and he or she probably assumed that since I handled the books for Tri-State Enterprise (the company), I would continue handling the books for Tri-State Enterprises, Inc.

Since the time we discovered that my name was mistakenly listed as agent, it has been brought to your attention several times by both phone and mail that I wish to have this mistake corrected as quickly as possible. On January 9, 1992, I made a call to the Department of Assessment and Taxation to confirm if my name had ever been removed, and to my surprise, I find that I still am listed as agent.

In an effort to get this situation corrected, I am taking the following steps; I will mail a copy of this letter, along with a check for \$10.00 to the Department of Taxation to have my name removed. A copy of this letter will also be mailed to my attorney, and placed in my file. The original will, of course, be mailed to you, along with a request for the \$10.00 spent by me to clear this matter up.

25 5 VILZ 12 1992
STATE DEPARTMENT OF ASSESSMENT
AND TAXATION

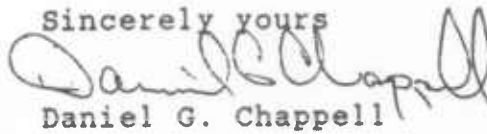
APPROVED FOR RECORD

20278654

1-27-92 at 9:50 A.m.

I am not sure if this letter will suffice as a legal document to have your name listed as agent, but I will convey the message given to me, by you, that it is your wish to be listed as agent. You should follow up on this, and make sure that this is what happens.

Sincerely yours


Daniel G. Chappell

cc: Department of Assessments and Taxation
Mary Anne Bazzano P.A.

2291 0291

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE _____

BUSINESS CODE _____

COUNTY 71# D2453629 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

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 _____

76 _____ Certificate of Merger/Transfer

Code _____

75 _____ Special Fee
 80 _____ For. Limited Partnership
 83 _____ Cert. Limited Partnership
 84 _____ Amendment to 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 _____ Personal
 600 _____
 70 _____ Property Reports and late filing penalties
 91 _____ Change of P.O., R.A. or R.A.A.
 _____ Amend/Cancellation, For. Limited Part.
 _____ Other _____
 _____ Other _____

ATTENTION: _____

MAIL TO ADDRESS:

Daniel H. Chappell
230 Rusher Drive
Deer, Delaware 19701

TOTAL
FEES \$10.001 Check _____ Cash

NOTE:

1 Documents on 1 checksAPPROVED BY: RMC

RESIGNATION OF RESIDENT AGENT
OF
TRI-STATE ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 27, 1992 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:

\$ _____

\$ 10.00

\$ _____

D2453629

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE 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 15 1992

RETURN TO:
DANIEL G. CHAPPELL
230 RUSHES DR.
BEAR

DL 19701

14703052738

A 379873



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

01-27-92 at 11:57 .m. ARTICLES OF INCORPORATION

RECEIVED
JAN 27 AM 11:00
STATE DEPT OF
ASSESSMENTS & TAXATION

FIRST: The undersigned, Bradley A. Fulton, whose address is 11535 Hopewell Road, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, does hereby act 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

FULTON PROPERTIES, INC.

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

(a) To acquire, hold, develop, sell, transfer and exchange parcels of real property located in and around Washington County, Maryland and to carry on any and all business activities permitted by law; and

(b) To do anything permitted by Section 2-103 of the Maryland General Corporation Law, as amended from time to time.

FOURTH: The address of the principal office of the Corporation is 11535 Hopewell Road, Hagerstown, Maryland 21740. The name and address of the Resident Agent of the Corporation in this State is Mark A. Fulton, 11535 Hopewell Road, 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) shares having an aggregate par value of One Thousand Dollars (\$1,000.00), divided into Five Thousand (5,000) shares of Class A Common Stock with a par value of One Cent (\$0.01) per share having an aggregate par value of Fifty Dollars (\$50.00), and Ninety-Five Thousand (95,000) shares of Class B Common Stock with a par value of One Cent (\$0.01) per share having an aggregate par value of Nine Hundred Fifty Dollars (\$950.00).

The following is a description of each class of Stock of the Corporation with the preferences, conversion and other rights, restrictions, voting powers, and qualifications of each class:

1. 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, 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 stockholders.

That further, the Board of Directors may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before the issuance of the shares, the preferences, rights, voting powers, restrictions and limitations as to dividends, qualifications, or the terms or conditions of redemption of, and the conversion rights of, such shares.

SIXTH: At such time as there is stock outstanding, the Corporation shall have three (3) Directors at all times, which number may be increased or decreased pursuant to the Bylaws of the Corporation, provided, that if 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 and until their successors are duly chosen and qualify are Mark A. Fulton, Steven D. Fulton and Bradley A. 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:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized; and may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares or securities, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of the redemption of, and the conversion rights of such shares or securities.

(b) No contract or other transaction between the Corporation and any other corporation and no act of the Corporation shall in any way be affected or invalidated by the fact that any of the Directors or officers of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; and Directors or officers of the Corporation individually, or any firm of which any Director or officer of the Corporation may be a member, may be party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, and any Director or officer of the Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation that 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

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Religious _____ Close ☒ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10	<u>39</u>	Expedited Fee
20	<u>30</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance

Name Change
(New Name) _____

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

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	<u>6</u>	<u>1</u> Corp. Good Standing <u>140480MA</u>
NA	_____	Foreign Corp. Registration
87	_____	Limited Part. Good Standing
71	_____	Financial

600 _____ Personal

70	_____	Property Reports and late filing penalties
91	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Amend/Cancellation, For. Limited Part.
_____	_____	Other _____
_____	_____	Other _____

TOTAL FEES 85☒ Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: JmT

7390 183

ARTICLES OF INCORPORATION
OF
FULTON PROPERTIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 27, 1992 AT 11:57 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3360864

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
OBER, KALER, GRIMES AND SHRIVER
FRAN LANDERS
120 EAST BALTIMORE ST.
BALTIMORE MD 21202 1643

MAILED JUL 15 1992

14703052571

A 379759



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 2290 1992

00045 00484

Corporation Record

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

HAGERSTOWN AVIATION SERVICES, INC.

Articles of Amendment FOR RECORD

1-23-92 *838a*
Hagerstown Aviation Services, Inc., a Maryland

Corporation, having its principal office at P.O. Box 486,
Washington County Regional Airport, Hagerstown, Maryland 21741.
(hereafter referred to as the "Corporation"), hereby certifies
to the State Department of Assessments and Taxation of Maryland
that:

FIRST: The Charter of the Corporation is hereby
amended by 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 P.O. Box 689,
Washington County Regional Airport, Hagerstown, Maryland
21741-0689; the name and post office address of the resident
agent in this state are Roland G. Funk, 100 Donnybrook Drive,
Hagerstown, Maryland 21742. Said resident agent is an
individual actually residing in this state;

SECOND: the Charter of the Corporation is hereby
amended by adding thereto the following new Article NINTH:

NINTH: Notwithstanding any provision of law to
the contrary, the affirmative vote of a majority of all of the
votes entitled to be cast by the shareholders shall be
sufficient, valid and effective, after due authorization,
approval, and/or advise of **FILED** action by the Board of

838 d 12 MAY 25 1992

JUL 1 2 40 PM '92

LENNIE J. WEAVER, CLERK
BY: _____

20238189

00045 00485

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

Directors, as required by law, to approve and authorize the following acts of the Corporation:

- (a) the amendment of the Charter of the Corporation;
- (b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;
- (c) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;
- (d) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;
- (e) the participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the Corporation the stock of which is to be acquired;
- (f) the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation.

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

1191 257

Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendments.

IN WITNESS WHEREOF, Hagerstown Aviation Services, Inc., Incorporated has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 14th day of November and its President acknowledges that these Articles of Amendment are the act and deed of Hagerstown Aviation Service, Inc., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information, and belief.

Patsy J. Dellinger
Patsy J. Dellinger, Secretary

Roland G. Funk
Roland G. Funk, President

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 14th day of November, 1991 before me, the subscriber, a Notary Public in and for the State and County aforesaid personally appeared Roland G. Funk 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

Elizabeth H. Hall
Notary Public

My Commission Expires:

April 1, 1994

7383 2704

00045 00487

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorCLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
Department of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 09 gmo BUSINESS CODE _____ COUNTY 71
A 3214012 _____ P.A. _____ Religious _____ Close _____ Stock _____ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

10	_____	Expedited Fee
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>9</u>	<u>1</u> Certified Copy <u>3p</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance

Name Change
(New Name) _____

<input checked="" type="checkbox"/>	Change of Name
<input checked="" type="checkbox"/>	Change of Principal Office
<input type="checkbox"/>	Change of Resident Agent
<input type="checkbox"/>	Change of Resident Agent Address
<input type="checkbox"/>	Resignation of Resident Agent
<input type="checkbox"/>	Designation of Resident Agent and Resident Agent's Address
<input type="checkbox"/>	Other Change _____

76 _____ Certificate of Merger/Transfer

Code _____

75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to 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

ATTENTION: _____

MAIL TO ADDRESS: _____

Scott Schubel
Wachs, Boone
138 W. Wash. St
Hagerstown Md
21740-4769

TOTAL FEES 29☒ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: [Signature]NOTE: Copy made

00045 00488
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF AMENDMENT
CF
HAGERSTOWN AVIATION SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 23, 1992 AT 8:32 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

\$ _____

D3214C12

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE 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 28 1992

RETURN TO:
WACHS, BCCNE
ATTN: SCOTT SCHUBEL
138 W. WASHINGTON ST.
HAGERSTOWN

MD 21740 4769

149C3053015

A 380215



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3391 2301

00045 00489

Corporation Record

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

RGF, INC. STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

Articles of Amendment

(A Close Corporation)

1-23-92 840a

RGF, Inc., a Maryland Corporation, having its principal office at Washington County Regional Airport, 18434 Showalter Road, Suite 8, Hagerstown, Maryland 21742 (hereafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Charter of the Corporation is hereby amended by striking Article THIRD of the Charter, and by substituting in lieu thereof the following:

THIRD: The purposes for which the Corporation is formed are to do anything permitted by Section 2-103 of the Corporation and Article of the Annotated Code of Maryland, as amended from time to time.

SECOND: 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 Washington County Regional Airport, 18434 Showlater Road, Suite 8, Hagerstown, Maryland, 21742. The name and post office address of the Resident Agent of the Corporation in this State is Roland G. Funk, 100 Donneybrook Drive, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

THIRD: The Charter of the Corporation is hereby amended by striking Article SIXTH of the Charter and by substituting in lieu thereof the following:

JUL 1 2 48 PM '92

LENNIE J. WEAVER, CLERK
BY: _____

2023819

1992 JUL 23 11 26 AM
01 8 01 12 11 26 AM

00045 00490

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

SIXTH: The Corporation shall be a Close Corporation as authorized by Title IV of the Corporation and Associations Article of the Annotated Code of Maryland. The Corporation elects to have no Board of Directors.

FOURTH: The Charter of the Corporation is hereby amended by striking Articles SEVENTH and NINTH thereof.

IN WITNESS WHEREOF, RGF, 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 10th day of JAN. 1992 and its President acknowledges that these Articles of Amendment are the act and deed of RGF, 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.

Brenda L. Rice
Brenda L. Rice, Secretary

Roland G. Funk
Roland G. Funk, President

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 10th day of Jan 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid personally appeared Roland G. Funk 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.

Janet A. Smith
Notary Public

My Commission Expires:

1200-1, 1994

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorCLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
Department of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

09

BUSINESS CODE

03

COUNTY

71

#1637339

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	7	1 Certified Copy 24
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

70		Property Reports and late filing penalties
91		Change of P.O., R.A. or R.A.A.
		Amend/Cancellation, For. Limited Part.
		Other
		Other

TOTAL
FEES

27

Check

Cash

Documents on checks

APPROVED BY:

AS

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 Schuhel
138 W. Wash. St
Hagerstown Md
21740-4769

NOTE:

add done
copy made

3391 229

ARTICLES OF AMENDMENT
CF
RGF, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 23, 1992 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

\$ _____

D1637339

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

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

MAILED JAN 23 1992

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

149C3053011

A 380213

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 339/ 2257



00045 00493

Corporation Record

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

APPROVED FOR RECORD

1-24-92 at 2:14 p.m.

ARTICLES OF INCORPORATION
OF

DELAUTER'S AMERICAN CONVENIENCE STORE, INC.

FIRST: I, Roger Schlossberg, whose post office address is 134 West Washington Street, P.O. Box 4227, Hagerstown, Maryland 21741-4227, 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 Delauter's American Convenience Store, Inc.

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

(1) To engage in the business of owning and operating a retail convenience store; including the sale of, *inter alia*, groceries, gasoline, oil and miscellaneous and related items; and for the purpose of operating a commercial car wash 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 25313 Military Road, Cascade, Maryland 21719. The name and post office address of the Resident Agent of the Corporation in this State is Gregory B. DeLauter, 25313 Military Road, Cascade, Maryland 21719. 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, 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:

Gregory B. DeLauter
Letricia K. DeLauter

20248341

JUL 1 2 48 PM '92

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:

DENNIS J. WEAVER, CLERK

BY:

FILED

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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

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

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

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

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

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

272

00045 00495

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

proceeding, that indemnification of such corporate representative other than a present or former Director or Officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 22nd day of January, 1992, and I acknowledge the same to be my voluntary act and deed.

Joanna E. Kemmerer
Witness

Roger Schlossberg

(SEAL)

WASHINGTON COUNTY
CIRCUIT COURT
1992

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00045 00496

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

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

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 _____

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 _____

Code _____

ATTENTION: _____

Roger Schlossberg

MAIL TO ADDRESS: Schlossberg
& Digiralamo, Attorneys
at Law, 134 West
Washington Street,
P.O. Box 4227
Hagerstown, Md. 21741-
4227

TOTAL
FEES 40

☒ Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: JmT

00045 00497

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
DELAUTER'S AMERICAN CONVENIENCE STORE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **JANUARY 24, 1992** AT **8:14** 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:

\$ _____

D3362829

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE 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 28 1992

RETURN TO:
SCHLOSSER & DIGIROLAMO
134 WEST STREET, P.O. BOX 4227
HAGERSTOWN MD 21741 4227

148C3052841

A 380025



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 7391 0920

Corporation Record
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

APPROVED FOR RECORD

1-24-92 8:21 a.m.
ARTICLES OF INCORPORATION

Euro Motorsports Ltd.

1992 JAN 24 A 8 21

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

FIRST: I, Brian K. Blevins, whose post office address is 425 Antietam Drive, Hagerstown, Md. 21742, 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 Euro Motorsports 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 repair of motor vehicles; and to engage in any other lawful purpose and/or business; and

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

FIFTH: The post office address of the principal office of the Corporation in this State is 42 North Avenue (rear), Hagerstown, Md. 21740. The name and post office address of the Resident Agent of the Corporation in this State is Brian K. Blevins, 425 Antietam Drive, Hagerstown, Md. 21742. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 1,000 shares with a par value of \$100.00 per share.

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

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

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

FILED
JAN 24 1992
LENNIE J. WEAVER, CLERK
BY: _____

20248343

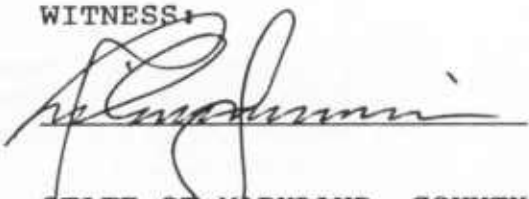
the meaning as provided in the Indemnification Section.

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 23rd day of January, 1992, and I acknowledge the same to be my act.

WITNESS:

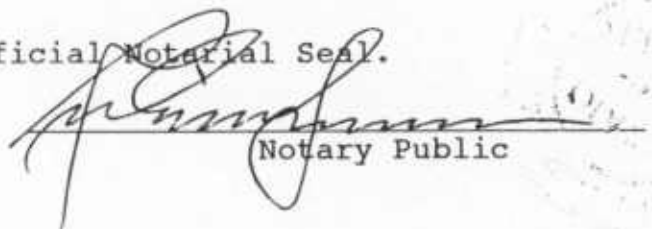



Brian K. Blevins

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

I HEREBY CERTIFY, That on this 23rd day of January, 1992 before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Brian K. Blevins 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:
August 1, 1992

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00045 00500

CLERK OF THE CIRCUIT COURT
Washington County
Declarations and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02^{MA} BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Religious ☒ Close ☒ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

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

Name Change
(New Name) _____

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

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

Code _____

ATTENTION: _____

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

TOTAL FEES 40

☒ Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: Jm T

7391 0070

00045 00501

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
EURO MOTORSPORTS LTD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 24, 1992 AT 8:21 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3362837

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

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

MAILED JUL 28 1992

148C3052842

A 380026



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

00045 00502

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

Corporation Record

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

APPROVED FOR RECORD

1-24-92 at 8:22 a.m.

ARTICLES OF INCORPORATION

OF

RT&A, INC.

(A Maryland Close Corporation)

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

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is RT&A, INC.

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

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

1. To engage in the business of real estate title abstracting, title searching, title insurance, real estate closings, judgment and land record researching, and any other lawful act.

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

FOURTH: The post office address of the principal office of the Corporation in this state is 7404 Mountain Laurel Road, Boonsboro, Maryland 21713. The name of the resident agent is Sharon A. Wilson whose address is 7404 Mountain Laurel Road, Boonsboro, Maryland 21713, and she actually resides thereat.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1,000) shares of common stock, having no par value and of one class.

LENNIE J. WEAVER, CLERK

BY: _____

20248351

7791 1783

JUL 1 2 48 PM '92

FILED

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 Sharon A. Wilson.

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

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

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

00045 00504

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of
Incorporation this 22th day of January, 1992, and I acknowledge
the same to be my act.


SHARON A. WILSON

STATE OF MARYLAND :
: S.S.
COUNTY OF WASHINGTON :

On this 22th day of January 1992, before me, the undersigned officer,
personally appeared SHARON A. WILSON, known to me or satisfactorily proven
to be the person whose name is subscribed to the within instrument and
acknowledged that he has executed the same for the purpose therein
contained.

My Commission Expires:

11-21-95


NOTARY PUBLIC

After Recording Mail To:

RT&A, Inc.
7404 Mountian Laurel Road
Boonsboro, Maryland 21713

1992 1 22

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
Administrator

CLERK OF THE CIRCUIT COURT

WASHINGTON COUNTY

Department of Assessments and Taxation

CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 02 Jno BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Religious ☒ Close ☒ Stock _____ Nonstock _____Merging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

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

Name Change

(New Name) _____

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

76 _____ Certificate of Merger/Transfer

Code _____

75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to 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 _____

ATTENTION: _____

Robert J. Wilson, Esq.MAIL TO ADDRESS: Law Officeof Edward J. BruschAttorneys at Law702 Russell Ave, Suite207,Laithersburg, Md. 20377TOTAL
FEES 40☒ Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JMT

00045 00506

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
CF
RT&A, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 24, 1992 AT 8:22 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:

\$

03363157

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE 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 28 1992
RETURN TO:
LAW OFFICES OF EDWARD J. BRUSH
ROBERT WILSON, ESQUIRE
702 RUSSELL AVE., STE. 207
GAITHERSBURG MD 20877

149C3052915

A 380140



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

CHURCH OF GOD OF HAGERSTOWN, INC.

"The Old Paths" Publishers

P.O. BOX 1069 ✓
919 CORBETT STREET
HAGERSTOWN, MD 21740
301-790-0149

R E S O L U T I O N

The Board of Directors of Church of God of Hagerstown, Incorporated, a Corporation organized in Maryland, on Wednesday, January 15, 1992 duly approved a Resolution as follows:

RESOLVED: ~~That the address of~~ Naomi R. Marquiss, Resident Agent of the Corporation, ~~is~~ changed to

~~12 West Wilson Boulevard~~
~~Hagerstown, Maryland 21740~~

I, Vice President, 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.

Leah Dobbins
Mrs. Leah Dobbins, Vice President

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

1-21-92 at 9:43 A.m.

FILED

Jul 1 2 48 PM '92

DENNIS J. WEAVER, CLERK

BY: _____

20278652

3393 1457

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorK OF THE CIRCUIT COURT
WASHINGTON COUNTYAssessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE _____

BUSINESS CODE _____

COUNTY 71# D1009794

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

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 _____

76 _____ Certificate of Merger/Transfer

Code _____

75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to 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

MAIL TO ADDRESS: _____

Chund of
Law of H. Augustin, Jr.
P.O. Box 1069
919 Corbett Street
Hagerstown, Md 21740

600 _____ Personal

70	\$10.00	Property Reports and late filing penalties
91	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Amend/Cancellation, For. Limited Part.
_____	_____	Other
_____	_____	Other

TOTAL
FEES \$10.001 Check _____ Cash

NOTE:

1 Documents on 1 checksAPPROVED BY: RMC

2392 1458

00045 00509

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

CHANGE OF RESIDENT AGENT'S ADDRESS
OF
CHURCH OF GOD OF HAGERSTOWN

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

OF MARYLAND JANUARY 27, 1992 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:

S. _____

S. 10.00

S. _____

D1009794

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE 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 28 1992

RETURN TO:
CHURCH OF GOD OF HAGERSTOWN INC.
P.O. BOX 1069
919 CORBETT ST.
HAGERSTOWN MD 21740

153C3050586

A 378113



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3393 1456

00045 00510

Corporation Recorder
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT

1-29-92 at 9:25 A.M.

1992 JAN 29 A 9 25
1992 JAN 29 A 9 25

ARTICLES OF INCORPORATION

TeleService USA, 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 TeleService USA, Inc. (the "Corporation").

THIRD: The Corporation is formed for the purposes of engaging in the business of marketing 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 19723 Leitersburg Pike, Hagerstown, Maryland 21742. The name and post office address of the resident agent of the Corporation is John Polk, 19723 Leitersburg Pike, Hagerstown, Maryland 21742.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Hundred Thousand (100,000), all of one class called Common Stock. The par value of each share of Common Stock is One Dollar (\$1.00), and the

FILED

JUL 1 2 48 PM '92

LENNIE J. WEAVER, CLERK

BY: _____

20298397

00045 00511

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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 John Polk.

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.

EIGHTH: With respect to:

- (a) the amendment of the Charter of the Corporation;
- (b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;
- (c) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;

(d) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;

(e) the participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the Corporation the stock of which is to acquired;

(f) the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation.

Such action shall be effective and valid if taken or approved by a majority of the vote of the shares entitled to be cast thereon, after due authorization and/or approval and/or advice of such action by the Board of Directors as required by law, notwithstanding any provision of law requiring any such action to be taken or authorized other than as provided in this Article.


IN WITNESS WHEREOF I acknowledge these Articles of Incorporation to be my act this 24th day of January, 1992.

WITNESS:


James D. Johnson, Jr.

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

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
Administrator

CLERK OF THE CIRCUIT COURT

WASHINGTON COUNTY

Department of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

02^{mk}

BUSINESS CODE

03

COUNTY

71

_____ P.A. _____ Religious _____ Close ☒ Stock _____ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT

FEE REMITTED

10	_____	Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign 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 D Johnson
ESB

MAIL TO ADDRESS: _____

Strite & Sechelt
 138 W. Washington St
 Hagerstown, MD 21740

TOTAL
FEES

40

Check

Cash

NOTE:

Documents on _____ checks

APPROVED BY: _____

A

7381 1247

00045 00514

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
TELESERVICE USA, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 29, 1992 AT 9:25 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:

\$

D3363470

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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
JAMES D. JOHNSON, JR., ESQUIRE
138 W. WASHINGTON STREET
HAGERSTOWN MD 21740

149C3052947

A 380169



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

00045 00515

APPROVED FOR RECORD

Corporation Record

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

1-30-92 at 9:35 a.m.

MENNONITE FELLOWSHIP HOME, INC.

ARTICLES OF INCORPORATION

Maurice S. Martin, whose post office address is 12341 Huyett Lane, Hagerstown, Washington County, Maryland 21740, being at least eighteen (18) years of age, hereby forms a corporation under and by virtue of the laws of the State of Maryland.

1. The name of the corporation is Mennonite Fellowship Home, Inc.

2. The purposes for which the corporation is formed are:

(a) To construct, own, or operate one or more facilities to provide care and other accommodations for the elderly.

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

LENNIE J. WEAVER, CLERK

BY: _____

20308115

1992 JAN 30 A 9:30
FILED

JUL 1 2 48 PM '92

00045 00516

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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," with the meaning of such terms as defined in these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for educational and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the

FILE 1203

extent the exercise of such powers are in furtherance of exempt purposes.

(c) No part of the net earning of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, 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 States Internal Revenue Law).

3. The post office address of the principal office of the Corporation in Maryland is 12341 Huyett Lane, Hagerstown, Washington County, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland are Maurice S. Martin, 12341 Huyett Lane, Hagerstown, Washington

FILED 1988

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

County, Maryland 21740. Said Resident Agent is a citizen of Maryland and actually resides therein.

4. 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.

5. 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 five (5) nor more than seven (7). The names of the Directors, who shall act until the first annual meeting or until their successors are duly elected and qualify, are: Maurice S. Martin, Menno A. Martin, John D. King, Dale Dueck, and Arnold Campbell.

6. 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 purposes, in some way associated with or connected with the corporation to which the property previously belonged.

7. 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

00045 00519

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

with these Articles of Incorporation nor contrary to the laws of the State of Maryland or the United States.

8. In these Articles of Incorporation, references to "charitable organizations" means corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earning 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 paragraph 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.

In these Articles of Incorporation, the term "charitable purposes" shall be limited to and shall include only charitable, scientific, 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.

173

00045 00520

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

9. 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 act in, or failure to act, was (1) 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 28th day of January, 1992, and I acknowledge the same to be my act.

WITNESS:

Cathy B. Chalfant

Maurice S. Martin
Maurice S. Martin

6392 1202

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorCLERK OF THE CIRCUIT COURT
WASHINGTON COUNTYDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

0238

BUSINESS CODE

04

COUNTY

71

_____ P.A. _____ Religious _____ Close _____ Stock ☒ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

10	_____	Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal
70	_____	Property Reports and _____ late filing penalties
91	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Amend/Cancellation, For. Limited Part.
_____	_____	Other _____
_____	_____	Other _____

Name Change
(New Name) _____

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

Code _____

ATTENTION: _____

William C. Wanta

MAIL TO ADDRESS: _____

Kayla
Wanta, Attorney
at Law, 123 West
Washington Street
Hagerstown, Md. 21740
TOTAL
FEES

40

Check

Cash

Documents on _____ checks

APPROVED BY: _____

A

NOTE:

00045 00522

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
MENNONITE FELLOWSHIP HOME, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 30, 1992 AT 9:35 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3364528

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE 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 28 1992

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

150C3050065

A 380289



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3392 120a

00045 00523

Corporation record

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

APPROVED FOR PAYMENT

01-31-92 at 9:16 A.m.

B & B LAWN SERVICE AND LANDSCAPING, INC.

ARTICLES OF INCORPORATION

A-Statutory Close Corporation Under Title 4

FIRST: I, William H. Higgins, whose post office address is 6517 Fordice Drive, Mount Airy, Maryland 21771 being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the 'Corporation'), is B & B Lawn Service and Landscaping, Inc.

THIRD: The corporation shall be a close corporation as authorized by Title 4 of the Corporations and Associations Article of the Maryland Code.

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

(1) To provide mowing, landscaping, maintenance and related services.

(2) To purchase, lease and otherwise acquire, hold, mortgage, convey otherwise dispose of all kinds of property and equipment necessary to conduct this business; 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 to the extent not inconsistent with Title 4 of said Article.

The foregoing enumeration of the purposes, objects and businesses of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or 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.

FIFTH: The post office address of the principal office of the Corporation in this state is 6517 Fordice Drive, Mount Airy, Maryland 21771. The resident agent is an individual actually residing in this state whose name and post office address is William H. Higgins, 6517 Fordice Drive, Mount Airy, Maryland 21771.

Jul 1 2 42 PM '92

LENNIE J. WEAVER, CLERK

BY: _____

The total number of shares of capital stock which

1

20318282

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

the Corporation has authority to issue is One Thousand (1,000) shares of common stock, with par value of One Dollar (\$1.00) per share all of one class. The aggregate par value of all shares of stock is One Thousand Dollars (\$1,000.00).

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 two directors whose names are William H. Higgins and Brenda K. Higgins.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledge same to be my act, this 24 day of January, 1992.

[Signature]
WITNESS

William H. Higgins
William H. Higgins

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
Administrator

CLERK OF THE CIRCUIT COURT

WILMINGTON COUNTY

Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

0238

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

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:

Tad P. Salisbury

MAIL TO ADDRESS:

Salisbury + Salisbury ESO
53 E. Patrick St
Frederick MD. 21701

NOTE:

7730 1993

00045 00526

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
B & B LAWN SERVICE AND LANDSCAPING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **JANUARY 31, 1992** AT **9:16** 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:

\$ _____

03365277

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE 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 18 1992
RETURN TO:
SALISBURY & SALISBURY, ESQ.
TOD P. SALISBURY
53 E. PATRICK ST.
FREDERICK

MD 21701

151C3050206

A 380383



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3392 1850

00045 00527

Corporation Record

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

NOTICE OF CHANGE OF
RESIDENT AGENT'S ADDRESS

FOR

EXPEDITED SERVICES, INC.

I, Gerald K. Gimmel, Resident Agent of Expedited Services, Inc. , hereby changes the resident agent's address from 444 N. Frederick Avenue, Suite 200, Gaithersburg, Maryland 20877 to 4 Professional Drive, Suite 145, Gaithersburg, Maryland 20879.

All change shall be effective July 1, 1991.

Dated this 31st day of July, 1991.

WITNESS:

Gerald F. Lucas

Gerald K. Gimmel
GERALD K. GIMMEL

FILED

Jul 1 2 49 PM '92

LENNIS J. WEAVER, CLERK

BY: _____

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

1-31-92 at 11:11 A.m.

3394 1703

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
Administrator00045 00528
Department of Assessments and Taxation
WASHINGTON COUNTY CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE _____

BUSINESS CODE _____

COUNTY 21# D1897289 _____ P.A. _____ Religious _____ Close _____ Stock _____ NonstockMerging
(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

Name Change
(New Name) _____

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

76 _____ Certificate of Merger/Transfer

Code 029

75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to 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	<u>\$10.00</u>	Change of P.O., R.A. or R.A.A.
91	_____	Amend/Cancellation, For. Limited Part.
_____	_____	Other _____
_____	_____	Other _____

ATTENTION: Gerald K. Gimmel

MAIL TO ADDRESS: _____

TOTAL
FEES \$10.001 Check _____ Cash

NOTE:

55 _____ Documents on 1 checksAPPROVED BY: RMC

3394 1704

00045 00529

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

CHANGE OF RESIDENT AGENT'S ADDRESS
OF
EXPEDITED SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 31, 1992 AT 11:11 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 10.00

\$ _____

D1897289

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:

GIMMEL, WEIMAN, ERSEK &
BLOMBERG, P.A.

4 PROFESSIONAL DRIVE, STE 145
GAITHERSBURG MD 20879

MAILED JUL 28 1992

15603051103

A 378477



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3394 1702

FOR RECORD

ARTICLES OF INCORPORATION FOR A STOCK CORPORATION

2/3/92 at 10:55 a.m.

(See instructions on reverse side.)

FIRST: The undersigned Jackie Lynn Poffenberger Stephen A. Smithwhose address is 16909 Broadfording Road Hagerstown, Maryland 21740

_____, being at least eighteen years of age, do(es) hereby form a corporation under the laws of the State of Maryland.

SECOND: The name of the corporation is Hagerstown Masonry Contractors, Inc.THIRD: The purposes for which the corporation is formed are as follows: Are business will consist of all aspects of masonry work. For example: brick, stone and block.FOURTH: The post office address of the principal office of the corporation in Maryland is 16909 Broadfording Road Hagerstown, Maryland 21740FIFTH: The name and post office address of the resident agent of the corporation in Maryland are Jackie Lynn Poffenberger
10824 Downsville Pike #3 Hagerstown, Maryland 21740SIXTH: The corporation has authority to issue \$10,000 shares at \$ 10.00 par value per share.SEVENTH: The number of directors of the corporation shall be 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 name(s) of the director(s) who shall act until the first meeting or until their successors are duly chosen and qualified is/are _____Jackie Lynn Poffenberger Stephen A. Smith
16909 Broadfording Road Hagerstown, Maryland 21740

EIGHTH: IN WITNESS WHEREOF, I have signed these Articles and acknowledge the same to be my act.

RETURN TO:

Jackie Lynn Poffenberger10824 Downsville Pike #3Hagerstown, Maryland 21740

AT5-113

SIGNATURE(S)

FILED

Jackie L. Poffenberger
Stephen A. Smith

Jul 1 2 49 PM '92

LENNIS J. WEAVER, CLERK

BY: _____

20358049

RECEIVED
'92 FEB 3 AM 10 55
STATE DEPT. OF
ASSESSMENTS & TAXATION

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

GUIDELINES FOR DRAFTING ARTICLES OF INCORPORATION FOR A "STOCK" CORPORATION

(See form on reverse side.)

This type of corporation would be most appropriate for two or more individuals engaged in an enterprise with the intention of making a profit.

This guide is to be used for "Articles of Incorporation for a STOCK Corporation." Each item describes how to fill a blank in the sample. The sample is the minimum necessary to incorporate. If you wish to expand on any item consult with your lawyer, accountant or financial advisor. Legal questions of a general nature cannot be answered by the staff of this Department.

You may fill in the blanks on the sample and submit it as your Articles of Incorporation. All items must be typed. Forms filled in by hand will not be accepted.

- FIRST:** Insert the names and addresses of the individuals who are incorporating. One or more individuals can act as incorporators. The only requirement is that they be at least 18 years old. The address should be one where mail can be received. It can be anywhere, even a foreign county.
- SECOND:** Insert the corporate name. The corporate name must contain "Corporation," "Incorporated," "Limited," "Inc.," "Corp.," or "Ltd." The name cannot be misleadingly similar to a name already on record in Maryland. You may call 225-1330 for a non-binding check for name availability. Acceptance of a name guarantees only that the corporation will have that name. It does not mean you cannot be sued for trade name or trade mark infringement. For more information on this consult your attorney.
- THIRD:** Give a one or two sentence description of the business of the corporation.
- FOURTH:** Insert the address of the principal place of business. It must be a specific address in Maryland and must include street, city and zip code. It cannot be a post office box.
- FIFTH:** This is the name and address of an agent designated to accept service of process if the corporation is summoned to court for any reason. The agent must be either an adult citizen of Maryland or another existing Maryland corporation. The address must include the street, city and zip code. The address must be in Maryland and cannot be a post office box. A corporation cannot act as its own resident agent.
- SIXTH:** Insert the number of shares of stock the corporation will have the authority to issue as well as the par value of each share. If the aggregate par value (number of shares multiplied by the par value) exceeds \$100,000, or if over 5,000 shares of stock without par value is used, the filing fee will increase beyond the \$40.00 minimum. If stock without par value is used insert "\$0" as the par value per share. Stock is the means by which ownership of the corporation is divided and assigned. Generally, the owner of 20% of the outstanding stock of the corporation "owns" 20% of the corporation and exercises 20% control. Additionally, stock is required to take advantage of certain tax options. Questions about stock should be directed to your attorney, accountant or financial advisor.
- SEVENTH:** Insert the number of directors and the names of those adult individuals who will be directors. These individuals do not have to be residents of Maryland.
- SIGNATURE(S):** Have all the individuals named in FIRST sign here. It must be the original (no xerox, stamp or carbon) signatures of all the people listed in First and no one else may sign here. No witness or notary is required.
- RETURN TO:** State where the receipt, certified copies, certificates of status and the original articles are to be sent.

FEES

The fee to file Articles of Incorporation is \$40.00 unless the aggregate par value of the stock exceeds \$100,000 or, if no par value stock is used, the corporation has authority to issue more than 5,000 shares. If stock exceeds these amounts, call 225-1340 for the fee.

TELEPHONE/(301) 225-1340
TTY FOR DEAF: BALTIMORE AREA 383-7555 • D.C. METRO AREA 565-0451
FAX (301) 333-7096

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
Administrator

CLERK OF THE CIRCUIT COURT

WASHINGTON COUNTY

Department of Assessments and Taxation

CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 02BUSINESS CODE 03COUNTY 21# _____ P.A. _____ Religious _____ Close ☒ Stock _____ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

10	<u>30</u>	Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign 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: _____

Jicki Lynn Poffenberger
10824 Downsville Pike #3
Argentstown, Maryland 21740

TOTAL FEES 70☒ Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: HA

7702 2705

00045 00533

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
HAGERSTOWN MASONRY CONTRACTORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 3, 1992 AT 10:55 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3366184

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
JACKIE LYNN POFFENBERGER
10824 DOWNSVILLE PIKE, #3
HAGERSTOWN MD 21740

151C3050297

A 380461



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3392 2354

00045 00534

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

Corporation Record

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

APPROVED FOR RECORD

CLASSIC DESIGNS, INC.

D-2612166

ARTICLES OF DISSOLUTION

2-4-92 at 8:38 a.m.

- FIRST:** The name of the corporation is Classic Designs, Inc.
- SECOND:** The address of the principle office of the corporation is 1729 Woodburn Drive, Hagerstown, Maryland, 21742
- THIRD:** The name and address of the resident agent of the corporation who shall serve for one year after dissolution and until the affairs of the corporation are wound up is Leo P. Burke, Jr., 1729 Woodburn Drive, Hagerstown, Maryland, 21742
- FOURTH:** The name and address of each of the directors is as follows:
Leo P. Burke, Jr., 1729 Woodburn Drive, Hagerstown, Maryland, 21742
Frank E. Bushey, III, 2070 Blue Ridge Road, Hagerstown, Maryland, 21742
- FIFTH:** The name, title, and post office address of each of the officers is as follows:
Leo P. Burke, Jr., President and Treasurer
1729 Woodburn Drive, Hagerstown, Maryland, 21742
Frank E. Bushey, III, Vice President and Secretary
2070 Blue Ridge Road, Hagerstown, Maryland, 21742
- SIXTH:** The dissolution of the corporation was approved in the manner and by the vote required by law and by the charter of the corporation. The dissolution of the corporation was duly authorized by the Board of Directors and stockholders of the corporation.
- SEVENTH:** The corporation has no known creditors.
- EIGHTH:** It is hereby declared that the corporation known as Classic Designs, Inc. is dissolved.

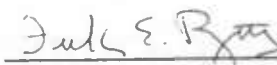
The undersigned certify under the penalties of perjury that to the best of their knowledge, information and belief, the matters and facts set forth in these Articles of Dissolution with respect to the approval thereof are true in all material respects.

2035823C

ATTEST:



Leo P. Burke, Jr.
President and Treasurer



Frank E. Bushey, III
Vice President and Secretary

FILED

JUL 1 2 49 PM '92

CENNIS J. WEAVER, CLERK

BY: _____

2035823C
8E 8 A 11-831 2661

2395 0496

00045 00535

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

AFFIDAVIT

I hereby declare that Classic Designs, Inc. owned no tangible personal property on January 1, 1992.


Leo P. Burke, Jr.

Leo P. Burke, Jr.
President and Treasurer

*My commission expires
8/1/93*



STATE OF MARYLAND

00045 00536
COMPTROLLER OF THE TREASURY

LOUIS L. GOLDSTEIN, COMPTROLLER

J. BASIL WISNER, CHIEF DEPUTY COMPTROLLER

GENERAL ACCOUNTING DIVISION

LOUIS L. GOLDSTEIN TREASURY BUILDING, P.O. BOX 746,
ANNAPOLIS, MARYLAND 21404-0746

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

CLASSIC DESIGNS, INC.

have been paid.

WITNESS my hand and official seal this

27TH day of JANUARY A.D. 19 92.

DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

7795 0499

MY TELEPHONE NUMBER IS:

TTY FOR THE DEAF: ANNAPOLIS AREA 974-2609
BALTIMORE AREA 383-7555

PS-409

AN EQUAL OPPORTUNITY EMPLOYER

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

Department of Assessments and Taxation

CHARTER DIVISION

Room 809

301 West Preston Street:
Baltimore, Maryland 21201

DOCUMENT CODE

BUSINESS CODE

COUNTY

D 2612166

P.A.

Religious

Close

Stock

Nonstock

Merging (Transferor)

Surviving
(Transferee)

<u>CODE</u>	<u>AMOUNT</u>	<u>FEE REMITTED</u>
-------------	---------------	---------------------

Name Change
(New Name)

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	<u>20</u>	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance

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:

76 _____ Certificate of Merger/Transfer

75	<u>30</u>	Special Fee
80	<u> </u>	For. Limited Partnership
83	<u> </u>	Cert. Limited Partnership
84	<u> </u>	Amendment to Limited Partnership
85	<u> </u>	Termination of Limited Partnership
21	<u> </u>	Recordation Tax
22	<u> </u>	State Transfer Tax
23	<u> </u>	Local Transfer Tax
31	<u> </u>	<u> </u> Corp. Good Standing
NA	<u> </u>	Foreign Corp. Registration
87	<u> </u>	<u> </u> Limited Part. Good Standing
71	<u> </u>	Financial
600	<u> </u>	<u> </u> Personal

Code _____

ATTENTION:

MAIL TO ADDRESS:

Classic Designs, Inc.

1729 Woodburn Drive

Hagerstown, Md. 21740

TOTAL
FEES

50

Check

Cash

NOTE:

Documents on checks

APPROVED BY:

7795 1499

00045 00538

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

THE ARTICLES OF DISSOLUTION
OF
CLASSIC DESIGNS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 4, 1992 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

\$ 30.00

D2612166

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUL 28 1992

RETURN TO:
CLASSIC DESIGNS, INC.
1729 WOODBURN DRIVE
HAGERSTOWN

MD 21740

158C3051417

A 378723

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3395 0495



00045 00539

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

Corporation Record

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

APPROVED FOR RECORD

COSS WELDING SUPPLY, INC.

2/4/92 at 2:04 .m.

ARTICLES OF AMENDMENT

RECEIVED

'92 FEB 4 PM 2 04

Coss Welding Supply, Inc., a Maryland corporation, (the "Corporation") which maintains its principal office at 21856 Boonsboro Mountain Road, Boonsboro, Maryland 21713 hereby certifies to the State Department of Assessments and Taxation of the State of Maryland (the "Department") that:

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

Fourth: The principal office of the Corporation is 21856 Boonsboro Mountain Road, Boonsboro, Maryland 21713. The resident agent in this State is Lynn F. Meyers of 82 West Washington Street, Hagerstown, Maryland 21740. The resident agent is a person who actually resides in this State.

Second: The Charter of the Corporation is hereby amended by adding thereto the following new Article NINTH:

Article NINTH. Indemnification Of Directors, Officers, Agents And Employees.

9.1 No director, or officer who also serves as a director of the Corporation shall be liable to the Corporation or to any other person for money damages except under the circumstances as provided by Maryland law, in which case this limitation on liability shall not apply.

9.2 To the maximum extent permitted by Maryland law, the Corporation shall indemnify its currently acting and its former directors against any and all liabilities and expenses (including reasonable attorneys' fees) incurred in connection with their services as either a director, an officer, or an employee. The Association shall advance expenses to such directors, officers or employees to the extent permitted by Maryland law. This indemnification provision shall not apply to liabilities or expenses arising out of a director's, officer's or employee's gross negligence, fraud or willful misconduct.

9.3 To the maximum extent permitted by Maryland law, the Corporation may indemnify (a) its currently acting and its former officers, employees, and agents, who are also its directors, and (b) persons who serve and have served, at the Corporation's request, as a director, officer, trustee, employee or agent of another association, or other enterprises, against any and all liabilities and expenses, including reasonable attorneys' fees, incurred in connection with their services in such capacities. The Corporation may advance expenses to such officers, employees,

JUL 11 2 49 PM '92

LENNIS J. WEAVER, CLERK

BY: _____

20368143

1994 1945

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

agents and other persons referred to in this paragraph to the extent permitted by Maryland law.

9.4 The directors of the Corporation may consult with legal counsel, financial advisors, certified public accountants, or other professionals in the performance of their duties and, to the maximum extent permitted by Maryland law, may rely upon any information, opinion, report, or statement, including any financial statements or other financial data, prepared or presented by such persons and shall be fully protected with respect to any action taken by them or omitted by them pursuant to the advice of such persons.

9.5 References to Maryland law shall include, but are not limited to, the MD. CORP & ASS'N CODE ANN. as amended from time to time. Neither the repeal or amendment of this Article NINTH nor any other amendment to the Articles of Incorporation, shall eliminate or reduce the protection afforded to any person by the foregoing provisions of this Article NINTH with respect to any act or omission which shall have occurred prior to such repeal or amendment.

Third: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to MD. CORP. & ASS'N. CODE ANN. Sec. 2-408(c) (1985 Repl. Vol.), the Board of Directors of the Corporation duly advised the foregoing amendments and by written informal action taken by the sole stockholder of the Corporation in accordance with MD. CORP. & ASS'N. CODE ANN. Sec. 2-505 (1985 Repl. Vol.), the sole stockholder of the Corporation duly approved said Amendments.

IN WITNESS WHEREOF, COSS WELDING SUPPLY, INC. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary this 6th day of January 1992, and its President acknowledges that these Articles of Amendment are the act and deed of Coss Welding Supply, 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.

Witness and Attest:

COSS WELDING SUPPLY, INC.,
a Maryland corporation

Karen C. Ridenour
Karen C. Ridenour
Secretary

By:

A. Wells Ridenour
A. Wells Ridenour
President

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
Administrator00045 00541
CIRCUIT COURT
Department of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

BUSINESS CODE

COUNTY

#

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

Name Change
(New Name)

<input checked="" type="checkbox"/>	Change of Name
<input checked="" type="checkbox"/>	Change of Principal Office
<input checked="" type="checkbox"/>	Change of Resident Agent
<input checked="" type="checkbox"/>	Change of Resident Agent Address
<input type="checkbox"/>	Resignation of Resident Agent
<input type="checkbox"/>	Designation of Resident Agent and Resident Agent's Address
<input type="checkbox"/>	Other Change

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

NOTE:

Documents on checks

APPROVED BY:

fcm

3394 1947

00045 00542

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
COSS WELDING SUPPLY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **FEBRUARY 4, 1992** AT **2:04** 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

\$ _____

D0225680

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE 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 28 1992

RETURN TO:
HYLIND INFOQUEST, INC.
ATTN: HELEN
307 DOLPHIN ST.
BALTIMORE

MD 21217

156C3051138

A 378501



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. **3394 1844**

00045 00543

Corporation Record . CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

ARTICLES OF REVIVAL

FOR

APPROVED FOR RECORD

2/5/92 at 9:37 .m.,

BIRTHRIGHT OF WASHINGTON COUNTY, 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 BIRTHRIGHT OF WASHINGTON COUNTY, INC.

SECOND: The name which the corporation will use after revival is

BIRTHRIGHT OF WASHINGTON COUNTY, INC.

THIRD: The address of the principal office in this state is

103 N. POTOMAC STREET, HAGERSTOWN, MD 21740

FOURTH: The name and address of the resident agent is

VIVienne E. SMITH, 13303 CANTERBURY DRIVE, HAGERSTOWN,

MD 21742

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.

FILED

JUL 1 2 49 PM '92

CENNIE J. WEAVER, CLERK

BY: _____

(1)

20368072

00045 00544

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

(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.

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.

Quirinus E. S. S.
Last Acting Director

Alfred E. Smith
Last Acting Director

Patricia F. Davis
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

00045 00545

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, VIVIENNE E. SMITH, DIRECTOR of BIRTHRIGHT OF WASHINGTON COUNTY,
IN (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.

Vivienne E. Smith

VIVIENNE E. SMITH

(print name beneath signature)

I hereby certify that on 2/3/92 before me the
(insert date)

subscriber, a notary public of the State of Maryland, in and for _____
(insert name)

Washington personally appeared Vivienne
of county for which notary is appointed) (insert name)

E. Smith and made oath under the penalties of perjury that
of person swearing)

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

Debra D. Zimm
(signature of notary public)

My Commission expires July 1, 1995.

3394 2371

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 1839 BUSINESS CODE _____ COUNTY 71
D1494343 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	Name Change (New Name) _____
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	<u>20</u>	Rec. Fee (Revival)	_____
52	_____	Foreign Qualification	_____
50	_____	Cert. of Qual. or Reg.	_____
51	_____	Foreign Name Registration	_____
13	_____	_____ Certified Copy _____	_____
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____

- ☒ 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 _____

76	_____	Certificate of Merger/Transfer
75	<u>10</u>	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial _____ Personal
600	_____	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 _____

Code _____
ATTENTION: Vivienne E. Smith
MAIL TO ADDRESS: Birchright of Washington County Room 212, Professional Arts Bldg., Public Square Hagerstown, Md. 21740

TOTAL FEES 30
☒ Check _____ Cash

NOTE: returns filed
3394 2372

APPROVED BY: PCN

Documents on _____ checks

00045 00547

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

THE ARTICLES OF REVIVAL
OF
BIRTHRIGHT OF WASHINGTON COUNTY, INC.

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

OF MARYLAND **FEBRUARY 5, 1992 AT 9:37 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

D1494343

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE 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 28 1992

RETURN TO:
BIRTHRIGHT OF WASHINGTON COUNTY
VIVIANNE E. SMITH
ROOM 212, PROFESSIONAL ARTS BLDG.
PUBLIC SQUARE
HAGERSTOWN MD 21740

157C3051234

A 378582



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3394 2368

APPROVED FOR RECORD Corporation Record

2/5/92 at 12:13 p.m.

RECEIVED
FEB 5 PM 12 13
STATE DEPT. OF
ASSESSMENTS & TAXATION

Green Spring Water Distributors E. S., Inc.

ARTICLES OF INCORPORATION
(Under Title 2 and Title 4 as a Close Corporation)

FIRST: I, the undersigned, Stephen F. Schoen, Jr., whose address is 745 Briarcliff Drive, Hagerstown, Maryland, 21742, being at least twenty-one years old, 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 is: Green Spring Water Distributors E. S., Inc. 4

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 bottle water with any processing, including, but not limited to, purification, filtration, sterilization and desalination, necessary to make such water potable for, or otherwise useful to, humans, and to distribute and/or sell such water, at wholesale or retail, for household or commercial consumption/use either directly by it or indirectly through the brokerage or agency of others.

2. To design, patent and procure patents or licenses to manufacture, and to manufacture, buy, sell, rent, import and export, and to generally deal in, install, repair, service and supply parts for any device or appliance designed to purvey water or other liquid for drinking or other use including, but not limited to, water fountains, water coolers, stands, racks and all other equipment useful in the business of making water available for drinking or other use.

3. To design, patent and procure patents or licenses to manufacture, and to manufacture, buy, sell, rent, import and export, and to generally deal in, **FILED**, repair, service and supply parts for any device or appliance designed to soften, condition, purify or otherwise

JUL 1 2 49 PM '92

DENNIS J. WEAVER, CLERK

BY: _____

20378126

7793 1764

improve the quality, taste or smell of water.

4. To own, operate and maintain, and construct, acquire by purchase, lease or otherwise, truck or pipe lines, and all vehicles and appliances useful therein, for the transportation of water, goods, wares, merchandise and other property of every kind and nature, and generally to conduct, engage in, and carry on the business of transporting property of every class and description for hire by truck and/or pipeline.

5. To manufacture, or to purchase or acquire in any lawful manner, and to hold, own, mortgage, pledge, sell, rent, transfer or in any manner dispose of and to deal and trade in goods, wares, merchandise and property of any and every class and description whether real, personal or mixed, and in any part of the world.

6. To enter into, make and perform contracts of every kind and with any persons, firms, associations or corporations, municipal body politic, county, territory, state, national government, or colony or dependency thereof, and, without limits as to amount, to draw, make, accept, endorse, discount its own paper, execute and issue promises, any notes, drafts, bills of exchange, warrants, bonds, mortgages, debentures, and other negotiable or transferable instruments and evidences of indebtedness, whether secured by mortgage or otherwise so far as may be permitted by the Laws of the State of Maryland.

7. In general to carry on any lawful business and to have and exercise all powers conferred by the General Laws of the State of Maryland upon corporations formed thereunder and to exercise and enjoy all powers, rights and privileges granted to or conferred upon corporations of this character by said General Laws now or hereafter in force; the enumeration of certain powers as herein specified not being intended to exclude any such other powers, rights and privileges.

FOURTH: The post office address of the principal office of the

00045 00550

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

corporation in this State is 745 Briarcliff Drive, Hagerstown, Maryland, 21742. The name and address of the resident agent of the corporation in this State is: Stephen F. Schoen, Jr., 745 Briarcliff Drive, Hagerstown, Maryland, 21742, who is a citizen of Maryland and actually resides therein.

FIFTH: The total amount of authorized capital stock of the corporation is One Hundred Thousand (\$100,000.00) Dollars par value divided into Ten Thousand (10,000) shares of the par value of Ten (\$10.00) Dollars per share.

SIXTH: The election is hereby made that this corporation shall be a "close corporation" under the provisions of Title 4 of the Corporations and Associations Volume of the Annotated Code of Maryland and, pursuant to Section 4-301 of said Title, Stephen F. Schoen shall act as the director of the corporation until the organization meeting of directors and the issuance of at least one share of stock of the corporation are completed, after which time the corporation shall have no board of directors.

SEVENTH: The duration of this corporation shall be perpetual.

IN WITNESS WHEREOF, I, the said Stephen F. Schoen, have signed these Articles of Incorporation this 4th day of ^{February} ~~January~~, 1992.

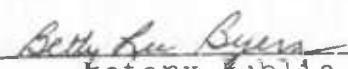

Stephen F. Schoen

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that, on this 4th day of February, 1992, before me, the Subscriber, a Notary Public of the State and County aforesaid, personally appeared Stephen F. Schoen and acknowledged the foregoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Official Notarial Seal.

My Commission Expires: 01/01/96


Notary Public
Betty Lee Byers

3393 1766

00045 00551

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 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 _____ 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: _____

Stephen F. Schoen, Jr.
762 Ocean Pines
Berlin, MD 21811

TOTAL FEES 70

_____ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: the

NOTE:

ack Verbal consent to name
repaired

1767

00045 00552

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
GREEN SPRING WATER DISTRIBUTORS E. S., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 5, 1992 AT 12:13 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3368222

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE 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 25 1992

RETURN TO:
STEPHEN F. SCHOEN, JR.
745 BRIARCLIFF DRIVE
HAGERSTOWN

MD 21742

154C3050708

A 378171



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

3393 1763

CORP1-19.MWS
071691:MWS

APPROVED FOR PAYMENT

02-06-92 at 1:24 P.m.

SNYDER & ASSOCIATES, INC.

ARTICLES OF VOLUNTARY DISSOLUTION

Snyder & Associates, Inc., a Maryland corporation, having its principal office in Frederick, 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 123 East Washington, 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:

Joy I. Snyder
702 College Lane, Apartment #8
Salisbury, Maryland 21801

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

Joy I. Snyder
702 College Lane, Apartment #8
Salisbury, Maryland 21801

Timothy G. Noffsinger
28 Mealy Parkway
Hagerstown, Maryland 21740

Beth L. Tracey
28 Mealy Parkway
Hagerstown, Maryland 21740

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

Joy I. Snyder, President
702 College Lane, Apartment #8
Salisbury, Maryland 21801

Timothy G. Noffsinger, Vice-President
28 Mealy Parkway
Hagerstown, Maryland 21740

FILED

Jul 1 2 49 PM '92

CENNIE J. WEAVER, CLERK

BY: _____

20378658

3394 2436

Beth L. Tracey, Secretary/Treasurer
28 Mealy Parkway
Hagerstown, Maryland 21740

SIXTH: The voluntary dissolution of the Corporation was approved in the manner and by the vote required by law and by the Charter of the Corporation. The voluntary dissolution of the Corporation was duly authorized by a vote of a majority of the Board of Directors of the Corporation at a duly convened meeting. The Board of Directors directed that the proposed voluntary dissolution be submitted for consideration to the Stockholders of the Corporation; and such voluntary dissolution of the Corporation was duly approved by the Stockholders of the Corporation by unanimous vote.


SEVENTH: The Corporation has no known creditors.

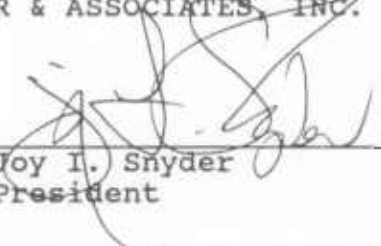
EIGHTH: These Articles of Voluntary Dissolution are accompanied by Certificates provided by Section 3-407(c)(2) of the Corporations and Associations Article of the Annotated Code of Maryland, stating that all taxes not barred by limitations which are levied on assessments made by the State Department of Assessments and Taxation of Maryland and billed by and payable to the issuer of each of said Certificates by the Corporation, include 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, Snyder & Associates, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 31st day of December, 1991, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of Snyder & Associates, Inc. and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of her knowledge, information and belief.

ATTEST:

SNYDER & ASSOCIATES, INC.


Betty L. Tracey
Secretary

BY:  (SEAL)
Joy I. Snyder
President



STATE OF MARYLAND

00045 00555

CLERK OF THE CIRCUIT COURT
WASHINGTON COURT
COMPTROLLER OF THE TREASURY

LOUIS L. GOLDSTEIN, COMPTROLLER

J. BASIL WISNER, CHIEF DEPUTY COMPTROLLER

GENERAL ACCOUNTING DIVISION

LOUIS L. GOLDSTEIN TREASURY BUILDING, P.O. BOX 746,
ANNAPOLIS, MARYLAND 21404-0746

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

SNYDER & ASSOCIATES, INC.

have been paid.

WITNESS my hand and official seal this

14TH day of AUGUST A.D. 19 91.

DEPUTY COMPTROLLER

COMPTROLLER OF THE TREASURY

MY TELEPHONE NUMBER IS:

TTY FOR THE DEAF: ANNAPOLIS AREA 974-2609
BALTIMORE AREA 383-7555

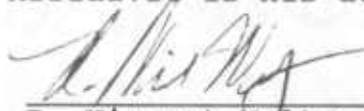
239d 2438
PS-409

AN EQUAL OPPORTUNITY EMPLOYER

MISC1-13.RVW
020492:RVW**AFFIDAVIT**


COUNTY OF FREDERICK, STATE OF MARYLAND, TO WIT: This is to certify that on this 4th day of February, 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared R. Vincent Welty, who made oath in due form of law as follows:

1. That he, R. Vincent Welty, is corporate counsel of the Corporation known as "Snyder & Associates, Inc."
2. That the Corporation desires to dissolve, and thus has filed Articles of Dissolution to accomplish this purpose.
3. That in order to finalize the dissolution of the Corporation, certain requirements of the State Department of Assessments and Taxation must be met, one of which is the confirmation by a representative of the Corporation as to the existence of any personal property owned by the Corporation at the time of dissolution.
4. That he, acting as corporate counsel of the Corporation, asserts that no personal property exists at the time of this acknowledgment.
5. That he has personal knowledge of the matters and facts herein contained, and that said facts are true and correct to the best of his knowledge, information and belief; and that this Affidavit is his act and deed.



R. Vincent Welty

Subscribed and sworn to before me the day and year first above written.



NOTARY PUBLIC

My Commission Expires:

2/1/94

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
Administrator

00045 00557

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

Department of Assessments and Taxation

CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

19

BUSINESS CODE

03

COUNTY

71

#D2769743

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	8	1 Certified Copy 2
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance

Name Change
(New Name)

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

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

Code

053

ATTENTION:

R. Vincent Welby

MAIL TO ADDRESS:

TOTAL
FEES

58

Check

Cash

NOTE:

Documents on checks

APPROVED BY:

J.M.T.

3394 2440

00045 00558

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

THE ARTICLES OF DISSOLUTION
OF
SNYDER & ASSOCIATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **FEBRUARY 6, 1992** AT **1:24** 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

\$ 30.00

D2769743

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE 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 28 1992

RETURN TO:
MILES AND STOCKBRIDGE
R. VINCENT WELTY
30 WEST PATRICK STREET
FREDERICK MD 21701

157C3051248

A 378593

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

3394 2435



00045 00559

Corporation Record CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

APPROVED FOR RECORD

2-7-92 at 8:44 a.m.

JERNIGAN'S LANDSCAPING, 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, 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 Jernigan's Landscaping, 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 providing landscaping, excavating and related services and the operation of a retail nursery business; 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 Route 3, Box 16, Stevenson Road, Smithsburg, Maryland 21783. The name and post office address of the Resident Agent of the Corporation in this State is Troy A. Jernigan, Route 3, Box 16, Stevenson Road, Smithsburg, Maryland 21783. 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

Dec91\JERNIGAN.AOI

JUL 1 2 49 PM '92

TENNIS J. WEAVER, CLERK

BY: _____

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CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

(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: Troy A. Jernigan and Elisabeth R. Jernigan.

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

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

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 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.

00045 00561

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

TENTH: (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 5 day of February, 1992, and I acknowledge the same to be my voluntary act and deed.

Angela L. Burgom
Witness

Thomas M. DiGirolamo (SEAL)
Thomas M. DiGirolamo

Schlossberg & DiGirolamo
Attorneys at Law

34 West Washington Street
Pagerstown, Maryland 21740

Dec91\JERNIGAN.AOI

7727 0846

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorCLERK OF THE CIRCUIT COURT
WASHINGTON COUNTYAssessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 02^{mn} BUSINESS CODE 03 COUNTY 71# _____ P.A. _____ Religious ☒ Close ☒ Stock _____ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

10.		Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
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NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
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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: _____

Thomas M. DigiovannaMAIL TO ADDRESS: Schlossberg
& Digiovanna, Attorneys
at Law, 134 West
Washington Street
P.O. Box 4227
Hagerstown, Md. 21741-
4227TOTAL
FEES40 Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: A

7397 0247

00045 00563

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
JERNIGAN'S LANDSCAPING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 7, 1992 AT 8:44 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:

\$

D3376969

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
SCHLOSSBERT & DIGIROLAMO
THOMAS M. DIGIROLAMO
134 W. WASHINGTON STREET
P.O. BOX 4227
HAGERSTOWN

MD 21741 4227

164C3052224

A 381039



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

2297 0947

00045 00564

STATE DEPARTMENT OF REVENUE

Corporation Record CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

AFFIDAVIT OF RECORD

T. P. & G. FOOD SERVICES, INC. 2/10/92 at 9:00 a.m.

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

ARTICLES OF INCORPORATION

1. Incorporators. The undersigned, Patricia A. Eyler of 800 Medway Road, Hagerstown, Maryland 21740, Thomas A. Crabb, of 436 McDowell Avenue, Hagerstown, Maryland 21740, and W. Gordon Crabb, of Route 10, Box 28M, Hagerstown, Maryland 21742, 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 T. P. & G. FOOD SERVICES, INC.

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

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

a) To maintain, operate and conduct delicatessen stores; to buy, sell and generally deal in canned goods, cheeses, baked goods, fancy foodstuffs, and every other thing commonly purchasable at a store of similar nature. To acquire the necessary real estate and stores to conduct its business.

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 and with food, and food products of every kind and description, coffee, tea, cocoa, wines, liquors, ale, beer, sodas and other drinks and beverages of every kind and description, ice, cigars, cigarettes, tobacco, and smoking supplies; and

LENNIE J. WEAVER, CLERK
BY: _____

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JUL 1 2 1992

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products, books, newspapers, magazines, and other publications, and all similar, kindred, and allied articles, products, and merchandise.

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

5. Registered Agent Address. The post office address of the principal office of the Corporation in Maryland is 800 Medway Road, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland are Thomas A. Crabb of 436 McDowell Avenue, Hagerstown, Maryland 21740. Such resident agent is a citizen of the State of Maryland and actually resides therein.

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

7. Election to Have No Board of Directors. After the completion of the organizational meeting of the director and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no Board of Directors. Until such time, the Corporation shall have one Director whose name is Thomas A. Crabb.

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 - Thomas A. Crabb
- (2) Vice President - Patricia A. Eyler
- (3) Secretary-Treasurer - W. Gordon Crabb

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

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

00045 00566

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

IN WITNESS WHEREOF, we have signed these Articles of Incorporation
this 7th day of February, A.D., 1992.

WITNESS:

Joann M. Lucas
Joann M. Lucas
Joann M. Lucas

Patricia A. Eyler (SEAL)
Patricia A. Eyler
Thomas A. Crabb (SEAL)
Thomas A. Crabb
W. Gordon Crabb (SEAL)
W. Gordon Crabb

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

I HEREBY CERTIFY, That on this 7th day of February,
A.D., 1992, before me, the undersigned, a Notary Public in and for the State
and County aforesaid, personally appeared Patricia A. Eyler, proven to me to
be the person whose name is subscribed to the foregoing Articles of
Incorporation, who did acknowledge that she executed the same for the purposes
therein contained.

WITNESS my hand and official Notarial Seal.

Joann M. Lucas
Notary Public

My Commission Expires: 12/1/93

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

I HEREBY CERTIFY, That on this 7th day of February,
A.D., 1992, before me, the undersigned, a Notary Public in and for the State
and County aforesaid, personally appeared Thomas A. Crabb, proven to me to be
the person whose name is subscribed to the foregoing Articles of
Incorporation, who did acknowledge that he executed the same for the purposes
therein contained.

WITNESS my hand and official Notarial Seal.

Joann M. Lucas
Notary Public

My Commission Expires: 12/1/93

3395 0105

00045 00567

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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

I HEREBY CERTIFY, That on this 17th day of February,
A.D., 1992, before me, the undersigned, a Notary Public in and for the State
and County aforesaid, personally appeared W. Gordon Crabb,, proven to me to be
the person whose name is subscribed to the foregoing Articles of
Incorporation, who did acknowledge that he executed the same for the purposes
therein contained.

WITNESS my hand and official Notarial Seal.

Joann M. Lucas
Notary Public

My Commission Expires: 12/1/93

3385 0106

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



CLERK OF THE CIRCUIT COURT
ASSESSMENTS AND TAXATION
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 Jmw BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Religious / Close / Stock _____ Nonstock _____

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	Name Change (New Name) _____
20	<u>20</u>	Organ. & Capitalization	
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	
62		Rec. Fee (Amendment)	
63		Rec. Fee (Merger or Consolidation)	
64		Rec. Fee (Transfer)	_____ Change of Name
65		Rec. Fee (Dissolution)	_____ Change of Principal Office
66		Rec. Fee (Revival)	_____ Change of Resident Agent
52		Foreign Qualification	_____ Change of Resident Agent Address
50		Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51		Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13		_____ Certified Copy _____	_____ Other Change _____
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: _____
84		Amendment to Limited Partnership	<u>Robert B. Stone, Esq.</u>
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31		_____ Corp. Good Standing	MAIL TO ADDRESS: _____
NA		Foreign Corp. Registration	<u>Miller + Stone</u>
87		_____ Limited Part. Good Standing	<u>120 North Potomac Street</u>
71		Financial	<u>Hagerstown, Md 21740</u>
600		_____ Personal	
		Property Reports and late filing penalties	
70		Change of P.O., R.A. or R.A.A.	
91		Amend/Cancellation, For. Limited Part.	
		Other _____	
		Other _____	

TOTAL FEES _____
40 Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: A

00045 00569

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
T. P. & G. FOOD SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **FEBRUARY 10, 1992** AT **9:00** O'CLOCK **A.** M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

D3371994

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE 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 28 1997

RETURN TO:
MILLER & STONE
ATTN: ROBERT B. STONE, ESQ.
120 NORTH POTOMAC STREET
HAGERSTOWN MD 21740

158C3051315

A 378661



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. **3395 0102**

00045 00570

STATE DEPARTMENT OF REVENUE

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ATTORNEY GENERAL

Corporation Record

2-10-92 at 9:33a.m.

WASHINGTON COUNTY MENTAL HEALTH ASSOCIATION, INC.

ARTICLES OF REVIVAL

WASHINGTON COUNTY MENTAL HEALTH ASSOCIATION, INC. a Maryland corporation having its principal office in Hagerstown, Maryland (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: These Articles of Revival are for the purpose of reviving the Charter of the Corporation.

SECOND: The name of the Corporation at the time of the forfeiture of its Charter was WASHINGTON COUNTY MENTAL HEALTH ASSOCIATION, INC.

THIRD: The name which the Corporation will use after the revival of its Charter pursuant to these Articles of Revival shall be WASHINGTON COUNTY MENTAL HEALTH ASSOCIATION, INC., which name complies with the provisions of the Corporation and Associations Article of the Annotated Code of Maryland with respect to corporate names.

FOURTH: The post office address of the principal office of the Corporation in the State of Maryland is 229 N. Potomac Street, Hagerstown, Maryland, and said principal office is located in Washington County, Maryland, the same county in which the principal office of the Corporation was located at the time of the forfeiture of its Charter.

Jul 1 2 50 PM '92

DENNIS J. WEAVER, CLERK

BY: _____

1

20418601

TTPS 2575

FIFTH: The name and post office address of the resident agent of the Corporation in the State of Maryland are Jill Furman, 149 N. Potomac Street, Hagerstown, Maryland. 21740 Said resident agent is a citizen actually residing in this State.

SIXTH: Prior to the filing of these Articles of Revival, the Corporation has:

(a) Filed all annual reports required to be filed by the Corporation or which could have been required to be filed by the Corporation if its Charter had not been forfeited; and

(b) Paid all State and local taxes (except taxes on real estate) and all interest and penalties due by the Corporation or which would have become due if its Charter had not been forfeited, whether or not barred by limitations.

(c) A copy of a letter from the Personal Property Division evidencing payment of personal property taxes is attached.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Revival to be signed and acknowledged in its name and on its behalf by its last acting President and its corporate seal to be hereunto affixed and attested by its last acting Secretary all as of this 5th day of February, 1992.

7726 1676

ATTEST:

WASHINGTON COUNTY MENTAL
HEALTH ASSOCIATION, INC.

Charlotte Loveless
Charlotte Loveless
Secretary

By: Mary Sue Farrell
Mary Sue Farrell
President

THE UNDERSIGNED, the last acting President and Secretary of WASHINGTON COUNTY MENTAL HEALTH ASSOCIATION, INC., who executed on behalf of said Corporation the foregoing Articles of Revival, of which this certificate is made a part, hereby acknowledge, in the name and on behalf of said Corporation, the foregoing Articles of Revival to be their act.

Dated: February 5, 1992

Mary Sue Farrell
Mary Sue Farrell
President

Charlotte Loveless
Charlotte Loveless
Secretary

33296 2677

00045 00573

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, Mary Sue Farrell, President, of WASHINGTON COUNTY MENTAL HEALTH ASSOCIATION, INC., hereby declare that the previously mentioned Corporation has paid all State and local taxes except taxes on real estate, and all interest penalties due by the Corporation or which would have become due if the Charter had not been forfeited, whether or not barred by limitations.

Dated:

February 5, 1992

Mary Sue Farrell
Mary Sue Farrell
President

State of Maryland, County of Washington, To-Wit:

I hereby certify that on the 5th day of February, 1992, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County personally appeared MARY SUE FARRELL and made oath under the penalties of perjury that the matters and facts set for in this Affidavit are true to the best of her knowledge, information and belief.

As witness my hand and notarial seal.

Sue Ann Rice
Notary Public

My Commission Expires: 10-23-94



7386 1678

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00045 00571

CLERK OF THE CIRCUIT COURT
Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 18 BUSINESS CODE 04 COUNTY 71

03224607 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

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 _____

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 _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Richard Douglas
21 Summit Ave
Hagerstown Md 21740

TOTAL FEES 30

☒ Check ☐ Cash

Documents on _____ checks

NOTE: 182
File list

1796 2673

APPROVED BY: [Signature]

00045 00575

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

THE ARTICLES OF REVIVAL
OF
WASHINGTON COUNTY MENTAL HEALTH ASSOCIATION,
INC.

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

OF MARYLAND FEBRUARY 10, 1992 AT 9:33 O'CLOCK A.M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$

\$ 20.00

\$ 10.00

D3224607

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE 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 28 1992

RETURN TO:
RICHARD DOUGLAS
21 SUMMIT AVE.
HAGERSTOWN

MD 21740

163C3052084

A 380931



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3398 2574

00045 00576

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

Corporation Record

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

ARTICLES OF AMENDMENT

2-10-92 et 9:34a

WASHINGTON COUNTY MENTAL HEALTH ASSOCIATION, INC., a Maryland corporation, having its principal office at 149 N. Potomac Street, Hagerstown, Maryland 21740 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: Prior to filing Articles of Revival, another corporation was chartered under a similar name. Such similarity is likely to cause confusion between the corporate names.

SECOND: Pursuant to the Informal Action of the Board of Directors on January 9, 1992, a copy of which is attached hereto, the Articles of Incorporation are hereby amended to change the name of the Corporation from:

WASHINGTON COUNTY MENTAL HEALTH ASSOCIATION, INC.

to

MENTAL HEALTH ASSOCIATION OF WASHINGTON COUNTY, INC.

IN WITNESS WHEREOF, Washington County Mental 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 5th day of February, 1992, and its President acknowledges that these Articles of Amendment are the act and deed of Washington County Mental Health Association,

JUL 1 2 50 PM '92

DENNIS J. WEAVER, CLERK

BY: _____

20528543

00045 00577

CLERK OF THE CIRCUIT COURT
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 her knowledge, information and belief.

ATTEST:

WASHINGTON COUNTY MENTAL
HEALTH ASSOCIATION, INC.

Charlotte Loveless
Charlotte Loveless
Secretary

By:

Mary Sue Farrell
Mary Sue Farrell
President

00045 00578

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

WASHINGTON COUNTY MENTAL HEALTH ASSOCIATION, INC.

INFORMAL ACTION OF THE BOARD OF DIRECTORS

January 9, 1992

The Directors of the Washington County Mental Health Association, Inc., a Maryland corporation, (hereinafter referred to as the "Corporation"), in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, do hereby take the actions below set forth, and to evidence their waiver of any right to dissent from such actions, do hereby consent as follows:

RESOLVED: That the amendment to the Articles of Incorporation of the Corporation as set forth in the form of the Articles of Amendment of the Corporation, attached hereto and incorporated by reference herein, be and the same is hereby advised.

RESOLVED: That the proper officers of the Corporation be and they are hereby authorized and directed in the name and on behalf of the Corporation to execute, acknowledge, seal and file with the State Department of Assessments and Taxation of Maryland such Articles of Amendment and to take any and all other actions and to execute, acknowledge, seal and file any and all instruments and documents deemed necessary or proper in connection therewith.

This Informal Action of Directors may be executed in counterparts.

WITNESS the execution hereof the day and year first above written.

The undersigned, the last acting President and Secretary of the Washington County Mental Health Association, Inc., hereby acknowledge, in the name of and on behalf of said Corporation, the foregoing to be the act of the Board of Directors.

BOARD OF DIRECTORS


_____(SEAL)
Mary Sue Farrell
President


_____(SEAL)
Charlotte Loveless
Secretary

00045 00579

STATE OF MARYLAND.

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
Administrator

00045 00580

CLERK OF THE CIRCUIT COURT
Department of Assessments and Taxation
WASHINGTON COUNTY
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

9A

BUSINESS CODE

COUNTY

71

3224607

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
70		Property Reports and late filing penalties
91		Change of P.O., R.A. or R.A.A.
		Amend/Cancellation, For. Limited Part.
		Other
		Other

Name Change
(New Name)Mental Health
Association of Washington
County, 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:

Richard Douglas
21 Summit Ave
Hagerstown Md 21740TOTAL
FEES

20

Check

Cash

Documents on checks

APPROVED BY:

NOTE:

2 of 2
Filed

7796 2724

00045 00581

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
WASHINGTON COUNTY MENTAL HEALTH ASSOCIATION,
INC.
CHANGING ITS NAME TO:
MENTAL HEALTH ASSOCIATION OF WASHINGTON COUNTY,
INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 10, 1992 AT 9:34 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

D3224607

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO:
RICHARD DOUGLAS
21 SUMMIT AVE.
HAGERSTOWN

MAILED JUL 28 1992

MD 21740

163C3052093

A 380940



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2296 2719

00045 00582

STATE DEPARTMENT OF ASSESSMENTS
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
AND TAXATION

Corporation Record

APPROVED FOR RECORD

2-11-92 at 8:46a .m.

ARTICLES OF INCORPORATION

of

MARYLAND TROOPERS ASSOCIATION FOUNDATION, INC.

The undersigned natural person of the age of 21 years or more, acting as incorporator for the purpose of creating a non-profit corporation under the Maryland laws for the State of Maryland- entitled "Maryland Nonprofit Corporation Act," does hereby Certify that:

ARTICLE I

NAME

The name of this corporation is the MARYLAND TROOPERS ASSOCIATION FOUNDATION, INC.

ARTICLE II

PURPOSE

This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law.)

This corporation is not organized for profit, and no part of the net earnings of this corporation shall inure to the benefit of any member of the Board of Director or individual, except that this corporation may make payments of reasonable compensation for services rendered.

This corporation is organized primarily for the purpose of making charitable contributions. This corporation shall not carry on business with the general public in a manner similar to organizations which are operated for profit.

JUL 1 2 50 PM '92

CENNIS J. WEAVER, CLERK

BY: _____

20428195

3396 1045

00045 00583

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income under Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law).

ARTICLE III

DURATION

The period of existence of this corporation shall be perpetual.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The registered office of this corporation shall be located at 28 Jonathan Street, Hagerstown, Maryland 21740, and the name of the registered agent of this corporation at that address is George E. Snyder, Jr.

ARTICLE V

MEMBERSHIP

There shall be no members of this corporation.

3396 1046

00045 00584

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLE VI

NONPROFIT STATUS

This corporation is organized and will be operated on nonprofit basis and no part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, officers, directors, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payment an distribution in furtherance of the purposes set forth in Article 2 above. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt form federal income tax under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law). The Corporation shall have no capital stock and shall not be authorized to issue capital stock.

ARTICLE VII

DISSOLUTION

Upon the dissolution of the corporation and after paying or making provisions for the payment of all the liabilities of the corporation, the remaining assets shall be distributed as determined by the Board of Directors but, in no event, shall be for other than charitable causes.

ARTICLE VIII

AMENDMENTS

These Articles may be amended or repealed by an affirmative vote of a majority of the members of the Board of Directors.

3396 1048

00045 00585

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLE IX

INCORPORATORS

The name and address of the incorporator is Patrick V. Drum, Sr., 7860 Flintshire Court, Pasadena, MD 21122.

ARTICLE X

INITIAL BOARD OF DIRECTORS

The number of directors of the Corporation shall be three (3), which number may be increased to twenty-five (25).

The initial Board of Directors of this corporation are:

NAME

ADDRESS

Patrick V. Drum, Sr.

7860 Flintshire Court, Pasadena, MD 21122

Joseph H. Pruitt

1803 Peachtree Lane, Bowie, MD 20721

E. Walter Mills, Jr.

RR 4, Box 4231, LaPlata, MD 20646

Executed this 8th day of JAN, 1992.

IN WITNESS WHEREOF, I have signed these articles and acknowledge same to be my act.

By: Patrick V. Drum Sr.
Patrick V. Drum, Sr.

3396 1048

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



OF THE CIRCUIT COURT
WASHINGTON COUNTY Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02^{MA} BUSINESS CODE 04 COUNTY 71
_____ P.A. _____ Religious _____ Close _____ Stock ☒ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	<u>30</u>	Organ. & Capitalization
61	<u>30</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	<u>10</u>	<u>1</u> Certified Copy <u>4</u>
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance

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: 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: L. E. "Chip" Snyder, Jr.

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

NOTE: Copysmade

3355 1049

00045 00587

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
MARYLAND TROOPERS ASSOCIATION FOUNDATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 11, 1992 AT 8:46 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3374709

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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.
G. E. "CHIP" SNYDER, JR.
28 JONATHAN STREET
HAGERSTOWN

MD 21740

162C3051842

A 380727



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 7396 1044

00045 00588

Corporation Record

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
MANNING BROADCASTING, INC.

APPROVED
2-11-92 8:47W

THIS IS TO CERTIFY:

FIRST: I, the undersigned, Eugene J. Manning and J. Frederick Manning, whose post office address is 880 Commonwealth Avenue, 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.

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

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

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.

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.

FILED

JUL 1 2 50 PM '92

DENNIS J. WEAVER, CLERK
BY: _____

20428197

3397 0592

FOURTH: The post office address of the principal office of the Corporation in this State is 880 Commonwealth Avenue, Hagerstown, MD 21740. The name and post office address of the Resident Agent of the Corporation in this State is Eugene J. Manning, 880 Commonwealth 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 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

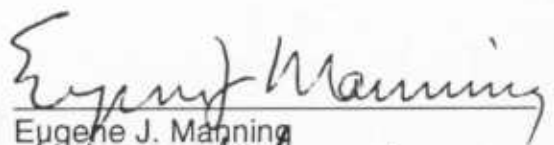

B. If there is stock outstanding and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Eugene J. Manning, J. Frederick Manning and Margaret A. Manning.

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 31 day of JAN, 1992.


Eugene J. Manning

J. Frederick Manning

00045 00590

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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

I HEREBY CERTIFY, that on this 31st day of January, 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Eugene J. Manning and acknowledged the execution of the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Margaret Wilkins
Notary Public

My Commission Expires: June 1, 1995

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

I HEREBY CERTIFY, that on this 31st day of January, 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared J. Frederick Manning and acknowledged the execution of the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Margaret Wilkins
Notary Public

My Commission Expires: June 1, 1995

3357 0594

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00045 00591

CLERK OF THE CIRCUIT COURT
Department of Assessments and Taxation
WASHINGTON COUNTY CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02mh 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

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 _____

76 _____ Certificate of Merger/Transfer

Code _____

75 _____ Special Fee
80 _____ For. Limited Partnership
83 _____ Cert. Limited Partnership
84 _____ Amendment to 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

ATTENTION: _____

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 _____

MAIL TO ADDRESS: _____

G.E. Snyder Jr
28 Jonathan St
Hagerstown Md
21740

TOTAL FEES 49

☒ Check _____ Cash

NOTE: _____

Documents on _____ checks

APPROVED BY: AS

3337 0595

00045 00592

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
MANNING BROADCASTING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 11, 1992 AT 8:47 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:

\$

D3376332

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE 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 28 1992

RETURN TO:
SNYDER & POOLE
G. E. SNYDER, JR.
28 JONATHAN STREET
HAGERSTOWN

MD 21740

164C3052161

A 380978



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 2257 0001

00045 00595

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
AUDIOCOM, INC.
CHANGING ITS NAME TO:
TELE-PLUS COMPUTER CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 12, 1992 AT 8:30 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

D2306941

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE 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 28 1992

RETURN TO:
DAY & SCHNEIDER
ATTN: MICHAEL G. DAY, ESQ.
120 W. WASHINGTON ST., STE. 300
HAGERSTOWN MD 21740

164C3052264

A 381064



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO 2397 1189

00045 00596

CLERK OF THE CIRCUIT COURT
Corporation Record WASHINGTON COUNTY

APPROVED FOR RECORD

2/12/92 at 10:30

ARTICLES OF INCORPORATION
OF
TAGG & ASSOCIATES, LTD.

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 Tagg & Associates, Ltd.

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

(1) To engage in the business of the sale of residential and commercial real estate; 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 451 Stratford Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Yolanda LaRay Tagg, 451 Stratford Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

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

Yolanda LaRay Tagg

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

LENNIC J. WEAVER, CLERK

Feb. 92\B:\TAGG.AOI

BY: _____

20438373

3394 2709

00045 00593

Corporation Record

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF AMENDMENT

FOR

AUDIOCOM, INC.

STATE DEPT. OF ASSESSMENTS

APPROVED FOR RECORD

02-12-92 at 8:30 A.M.

AUDIOCOM, INC., a Maryland Corporation, having its principal office at 13515 Overhill Drive, Hagerstown, Maryland 21742 (hereinafter referred to as "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

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

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

TELE-PLUS COMPUTER CORPORATION

SECOND: 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 13515 Overhill Drive, Hagerstown, Maryland 21742. The name and post office address of the Resident Agent of the Corporation is Michael L. Glessner, 13515 Overhill Drive, Hagerstown, Maryland 21742. 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, AUDIOCOM, 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 10th day of February, 1992, and its President acknowledges that these Articles of Amendment are the act and deed of AUDIOCOM, 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:

FILED

AUDIOCOM, INC.

20438402

Sandra L. Glessner
Sandra L. Glessner, Secretary

Michael L. Glessner
Michael L. Glessner, President

Sandra L. Glessner, Secretary

Michael L. Glessner, President

TENNIS J. WEAVER, CLERK

BY: _____

7797 1190

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
Administrator00045 00594
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTYAssessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 09A BUSINESS CODE _____ COUNTY 71# D280694 _____ P.A. _____ Religious _____ Close _____ Stock _____ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

10	_____	Expedited Fee
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
71	_____	Financial
600	_____	_____ Personal
70	_____	Property Reports and late filing penalties
91	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Amend/Cancellation, For. Limited Part.
_____	_____	Other _____
_____	_____	Other _____

Name Change
(New Name) Tele-Plus Computer Corporation

<input checked="" type="checkbox"/>	Change of Name
<input checked="" type="checkbox"/>	Change of Principal Office
<input checked="" type="checkbox"/>	Change of Resident Agent
<input checked="" type="checkbox"/>	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 21740TOTAL FEES 20☒ Check☐ Cash

NOTE: _____

Documents on _____ checks

APPROVED BY: HW

7337 1181

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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

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

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

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

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

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

00045 00598

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

proceeding, that indemnification of such corporate representative other than a present or former Director of Officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 12th day of February 1992, and I acknowledge the same to be my voluntary act and deed.

Joanna E. Kemmerer
Witness

Roger Schlossberg (SEAL)

00045 00599

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
Administrator

CLERK OF THE CIRCUIT COURT

WASHINGTON COUNTY

Assessments and Taxation

CHARTER DIVISION

Room 809

301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

02^{MA}

BUSINESS CODE

Q3

COUNTY

71

_____ P.A. _____ Religious _____ Close ☒ Stock _____ NonstockMerging
(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

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

76 _____ Certificate of Merger/Transfer

Code _____

75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to 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

ATTENTION: _____

MAIL TO ADDRESS: _____

Roger Schlossberg
 PO Box 4227
 Hagerstown MD
 21741-4227

TOTAL
FEES

70

Check

☒ Cash

NOTE:

Documents on _____ checks

APPROVED BY:

PCM

3394 2712

00045 00600

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
TAGG & ASSOCIATES, LTD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **FEBRUARY 12, 1992** AT **10:30** O'CLOCK **A. M.** AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

D3371416

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE 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 28 1992

RETURN TO:
ROGER SCHLOSSBERG
P.O. BOX 4227
HAGERSTOWN

MD 21741 4227

158C3051257

A 378606



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

3394 2708

00045 00601

STATE DEPARTMENT OF ASSESSMENT
AND TAXATION

APPROVED FOR RECORD

Corporation Record CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

2/13/92 at 9:20a.m.

Hickory Ridge Hunt Club, Incorporated

Articles Of Dissolution

1st.

The name of the corporation is Hickory Ridge Hunt Club Incorporated.

2nd.

The principal office of said corporation is located on a lease tract of property at Clear Spring RFD Maryland. The principal mailing address is the resident agent of the corporation in number three.

3rd.

The name and address of the resident agent of the corporation who shall serve for one year after dissolution and until the affairs of the corporation are wound up will be Clarence S. Whaley whose address is 16 Catawba Circle, Hagerstown, Md. 21742.

4th.

The name and address of each of the director is as follows:

Michael Kretzer	3939 Mill Rd. Sharpsburg, Md. 21782
Fred Papa	981 Mt Aetna Rd. Hagerstown, Md. 21740
Bernard Lesky	308 O'Tolley Dr. Hagerstown, Md. 21740

5th.

The name, Title and address of each of the officers is as follows:

Larry Gordon, President	1026 Main Ave. Hagerstown, Md. 21740
Morris Lay, Vice President	P.O. Box 153 Smithsburg, Md. 21782
William Ford, Recording Sec.	2210 Cloverleaf Rd. Hagerstown, Md. 21740
Clarence Whaley, Sec. Treasurer	16 Catawba Hagerstown, Md. 21742

6th.

The dissolution of the corporation was approved in the matter and by the vote required by law and by the charter of the corporation. The dissolution of the corporation was duly authorized by the board of directors and members of the corporation.

7th.

The corporation has no known creditors.

FILED

20448276

JUL 1 2 51 PM '92

LENNIE J. WEAVER, CLERK

BY: _____

3386 1433

02 01 01 01 01

8th.

The Hickory Ridge Hunt Club Incorporated will dissolve by these Articles of Dissolution due to loss of lease on said tract of property located in Clear Spring RFD Maryland. The corporation owned no tangible personal property on January 1th, 1992.

the undersigned certify under the penalties of perjury that to the best of my knowledge, information and belief the matters and facts set forth in the articles of dissolution with respect to the approval thereof are true in all material respects.

Attest:

Clarence S. Whaley
Clarence S. Whaley

Larry G. Gordon
Larry G. Gordon

Secretary Treasurer of Corporation President of Corporation

I hereby certify on this 12 day February 1992, before me, the undersigned officers, a Notary Public of the State and County afore said, personally appeared Clarence Whaley and Larry Gordon all satisfactorily proven to me to be the person whom names are subscribed to the foregoing Articles of Corporation.

In Testimony Whereof, I have here unto set my hand and affixed my official Notarial Seal the day and year last above written.

Dwight B. Cunningham
Notary Public

My Commission Expires: April 1, 1992

44/
CSW



STATE OF MARYLAND

00045 00603

COMPTROLLER OF THE TREASURY

LOUIS L. GOLDSTEIN, COMPTROLLER

J. BASIL WISNER, CHIEF DEPUTY COMPTROLLER

GENERAL ACCOUNTING DIVISION

ARNOLD G. HOLZ, CPA,
DIRECTOR

LOUIS L. GOLDSTEIN TREASURY BUILDING, P.O. BOX 746,
ANNAPOLIS, MARYLAND 21404-0746

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

HICKORY RIDGE HUNT CLUB INC.

have been paid.

WITNESS my hand and official seal this

22ND day of JANUARY A.D. 1992 .

DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

MY TELEPHONE NUMBER IS:

TTY FOR THE DEAF: ANNAPOLIS AREA 974-2609
BALTIMORE AREA 383-7555

PS-409

AN EQUAL OPPORTUNITY EMPLOYER

Affidavit of Corporation Dissolution.

Hickory Ridge Hunt Club Incorporated: I.D.Number D0093468

The Hickory Ridge Hunt Club Incorporated will dissolve by Articles of Dissolution due to loss of lease on said tract of property located in Clear Spring RFD Maryland. The corporation owned no tangible personal property on January 1th,1992. HHL/CSW

The undersigned certify under the penaties of perjury that to the best of my knowledge, information and belief the matters and facts set forth in the articles of dissolution with respect to the approval thereof are true in all material respects.

Attest:

Clarence S. Whaley
Clarence S. Whaley

Larry G. Gordon
Larry G. Gordon

Secretary Treasurer of Corporation President of Corporation

I hereby certify on this 12 day February 1992,before me, the undersigned officers,a Notary Pubic of the Sate and County afore said, personally appeared Clarence Whaley and Larry Gordon all satisfactorily proven to me to be the person whom names are subscribed to the foregoing Articles of Corporation.

In Testimony Whereof, I have here unto set my hand and affixed my offical Notarial Seal the day and year last above written.

James B. Cunningham
Notary Public

My Commission Expires: April 1, 1992

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorCLERK OF THE CIRCUIT COURT
WASHINGTON COUNTYDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

1939

BUSINESS CODE

COUNTY

71

#D0093468

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

Property Reports and Personal

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

ATTENTION:

MAIL TO ADDRESS:

Clarence C. Whaley

16 Catamba Circle

Hagerstown, MD 21742

NOTE:

P.O. and RAA same
(Article 3)

00045 00606
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

THE ARTICLES OF DISSOLUTION
OF
HICKORY RIDGE HUNT CLUB, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 13, 1992 AT 9:20 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 20.00

\$ 30.00

D0093468

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED JUL 26 1992

RETURN TO:
CLARENCE C. WHOLEY
16 CATAWBA CIRCLE
HAGERSTOWN

MD 21742

162C3051921

A 380796



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3396 1432

ARTICLES OF MERGER
MERGING

MARKETING CONSULTANTS INTERNATIONAL, INC.
(A Corporation of the State of Wisconsin
A Foreign Corporation Qualified to do
Business in Maryland)

INTO

LANIER BUSINESS PRODUCTS OF WESTERN MARYLAND, INC.
AND

CHANGING THE NAME OF

LANIER BUSINESS PRODUCTS OF WESTERN MARYLAND, INC.
TO

MARKETING CONSULTANTS INTERNATIONAL, INC.
(A Maryland Corporation)

2/19/92 at 11:14 a.m.
Effective Date 2/29/92

FIRST: Marketing Consultants International, Inc. a

corporation organized and existing under the laws of the State of Wisconsin, and qualified to do business in Maryland, and Lanier Business Products of Western Maryland, Inc., a corporation organized and existing under the laws of the State of Maryland, agree that said Marketing Consultants International, Inc. shall be merged into said Lanier Business Products of Western Maryland, 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: Lanier Business Products of Western Maryland, Inc. a corporation organized and existing under the laws of the State of Maryland shall survive the merger and shall continue under the name of Marketing Consultants International, Inc. (A Maryland Corporation).

THIRD: The parties to these Articles of Merger are Marketing Consultants International, Inc. a corporation organized on the 14th day of July, 1976, under the Wisconsin Business Corporation Law and qualified to do business in Maryland on the 20th day of April, 1977, and Lanier Business Products of Western

BY: _____

20518331

20518330

FILED

JUL 1 2 51 PM '92

ENNIS J. WEAVER, CLERK

Maryland, Inc., a corporation organized and existing under the laws of the State of Maryland.

FOURTH: The total number of shares of stock of all classes which said Lanier Business Products of Western Maryland, Inc. has authority to issue is five thousand (5,000) shares, divided into three thousand (3,000) shares Class A, no par value, one thousand (1,000) shares Class B, no par value, and one thousand (1,000) shares Preferred Stock, no par value.

The total number of shares of stock of all classes which said Marketing Consultants International, Inc. has authority to issue is two thousand five hundred (2,500) shares common stock, no 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 dealing with any issued stock of the merged corporation not to be so converted or exchanged shall be as follows:

a. Each share of issued and outstanding stock of Marketing Consultants International, Inc. shall be exchanged for one (1) share of Class A stock of Lanier Business Products of Western Maryland, Inc.

SIXTH: The principal office of said Lanier Business Products of Western Maryland, Inc. organized under the laws of the State of Maryland is located in the County of Washington, State of Maryland.

Said Lanier Business Products of Western Maryland, Inc. does not own real property in any county in Maryland, the title to

which would be effected by the recording of an instrument among the land records.

SEVENTH: The location of the principal office of the surviving corporation in the State of Maryland, the state of its incorporation, is 645 East First Street, Hagerstown, Maryland 21740, and the name and post office address of the resident agent of said surviving corporation in Maryland is J. Michael Nye, 645 East First Street, Hagerstown, Maryland 21740.

EIGHTH: The terms and conditions of the merger transaction as set forth in these Articles of Merger were advised, authorized and approved by Lanier Business Products of Western Maryland, Inc. in the manner and by the vote required by its charter and the laws of Maryland. The manner in which the merger was approved is as follows:

The merger was (a) duly advised by the board of directors of said Lanier Business Products of Western Maryland, Inc. by the adoption on the 21st day of January, 1992, 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 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 in the manner and by the vote required by law at the said meeting of the stockholders held on the 21st day of January, 1992, by the affirmative vote of the holder of two thirds (2/3) of each class of stock entitled to vote separately thereon.

NINTH: The terms and conditions of the merger transaction as set forth in these Articles of Merger were advised, authorized and approved by Marketing Consultants International, Inc. in the manner and by the vote required by its charter and the laws of Wisconsin. The manner in which the merger was approved is as follows:

The merger was (a) duly advised by the board of directors of said Marketing Consultants International, Inc. by the adoption on the 21st day of January, 1992, 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 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 in the manner and by the vote required by law at the said meeting of the stockholders held on the 21st day of January, 1992, by the affirmative vote of the holder of two thirds (2/3) of each class of stock entitled to vote separately thereon.


TENTH: The effective date of the merger shall be February 29, 1992.

7796 2377

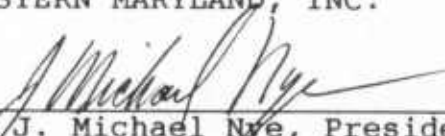
IN WITNESS WHEREOF, Lanier Business Products of Western Maryland, Inc. and Marketing Consultants International, Inc., the corporations parties to the merger, have caused these articles of and witnessed or attested by their respective secretaries or assistant secretaries, as of the 21st day of January, 1992.

ATTEST:

LANIER BUSINESS PRODUCTS OF
WESTERN MARYLAND, INC.


Linda A. Nye, Secretary

BY:

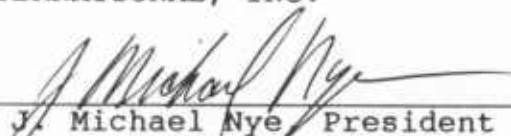

J. Michael Nye, President

SIGNATURES CONTINUED


MARKETING CONSULTANTS
INTERNATIONAL, INC.


Linda A. Nye, Secretary

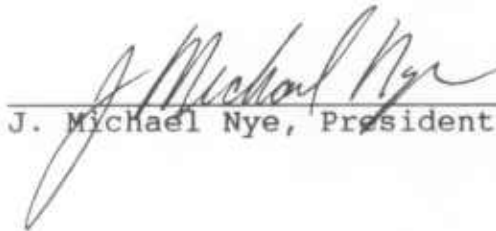
BY:


J. Michael Nye, President

THE UNDERSIGNED, President of Lanier Business Products of Western Maryland, Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger 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 Marketing Consultants International, Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made 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.



J. Michael Nye, President

7396 2875

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00045 00613

Department of Assessments and Taxation
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 11A BUSINESS CODE _____ COUNTY 71

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

Merging
(Transferor) Marketing
Consultants International, Inc.
WI

Surviving
(Transferee) Lawier Business
Products of Western Maryland,
Inc.

F0722785

D1381359

CODE	AMOUNT	FEE REMITTED
10	<u>30</u>	Expedited Fee
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign 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) Marketing
Consultants International,
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 007

ATTENTION: _____

MAIL TO ADDRESS: _____

TOTAL
FEES _____

50 Check _____ Cash

1 Documents on 2 checks

APPROVED BY: A

NOTE:

Effective Date:

2/29/92

00045 00614

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF MERGER
OF
MARKETING CONSULTANTS INTERNATIONAL, INC.
(A WI CORP.)
INTO
LANIER BUSINESS PRODUCTS OF WESTERN MARYLAND,
INC.

(A MD CORP.)

SURVIVOR

CHANGING ITS NAME TO:
MARKETING CONSULTANTS INTERNATIONAL, INC.

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

OF MARYLAND FEBRUARY 19, 1992 AT 11:14 O'CLOCK A. M. AS IN CONFORMITY
(EFFECTIVE DATE: FEBRUARY 29, 1992)
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 20.00

\$ _____

D1381359

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT THE 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 28 1992

RETURN TO:
THE CORPORATION TRUST
INCORPORATED
32 SOUTH STREET
BALTIMORE

MD 21202

163C3052134

A 380958



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

1992 2800

CERTIFICATE OF

☐

MERGER

☒

TRANSFER

☐

CONSOLIDATION

☐

SHARE EXCHANGE

TO: ☒ Clerk of the Circuit Court for Washington County
☐ 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 February 21, 1992 at 8:24 A.M.

1) The name of each party to the Articles is _____

HOLZSHU-WELCH REAL ESTATE, INC. (Md. Corp.)-Transferor

and J.R.H. INSURANCE, INC. (Md. Corp.)-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

13015 Fountainhead Road

Hagerstown, Maryland 21742-2702

As Witness my hand and the Official
seal of the said Department at Baltimore
this 11th day of March,
19 92.

FILED

JUL 1 2 51 PM '92

LENNIS J. WEAVER, CLERK

BY: _____

Nancy Grueninger
Administrative Officer

00045 00616

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

Corporation Record

CERTIFICATE OF

☐

MERGER

☒

TRANSFER

☐

CONSOLIDATION

☐

SHARE EXCHANGE

TO:

☒

Clerk of the Circuit Court for

Washington County

☐

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 February 21, 1992 at 8:24 A.M.

1) The name of each party to the Articles is

H. M. W. LIFE, INC. (Md. Corp.)-Transferor and

J.R.H. INSURANCE, INC. (Md. Corp.)-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

13015 Fountainhead Road

Hagerstown, Maryland 21742-2702

As Witness my hand and the Official
seal of the said Department at Baltimore
this 11th day of March,
19 92.

FILED

JUL 1 2 51 PM '92

LENNIE J. WEAVER, CLERK

BY: _____

Nancy Grueninger
Nancy Grueninger
Administrative Officer

1992 41209

00045 00617

STATE DEPARTMENT OF ASSESSMENT
AND TAXATIONCorporation Record CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

APPROVED FOR RECORD

ARTICLES OF INCORPORATION

02-21-92 at 8:49A.

of

RAM STRUCTURES, INC.

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

FIRST: I, Robin K. Mumma, whose post office address
is P. O. Box 1051, Hagerstown, Maryland 21740-1051 being at
least eighteen (18) years of age, hereby form a corporation
under and by virtue of the General Laws of the State of
Maryland.

SECOND: The name of the corporation (which is hereafter
called the "Corporation") is RAM Structures, Inc.

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

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

(a) to engage in the business of buying, selling and
brokering steel products used in the construction industry.

(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.

The above powers are in furtherance and not in limitation of
the general powers conferred by law on the Corporation.

FIFTH: The post office address of the principal office

20528505

FILED

Jul 1 2 51 PM '92

LENNIS J. WEAVER, CLERK
BY: _____

7799 0549

of the Corporation in Maryland is 309 Radcliffe Avenue, Hagerstown, Maryland 21740, C/o P.O.Box 1051. The name and address of the resident agent of the Corporation in Maryland is Robin K. Mumma, 309 Radcliffe Avenue, Hagerstown, Maryland 21740. Said 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 Corporation elects to have no Board of Directors. Until the election to have no directors is effective, there shall be one director, whose name is Robin K. Mumma, 309 Radcliffe Avenue, Hagerstown, Maryland 21740.

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

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

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

Directors who were not parties to the proceeding; or, (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 17th day of February 1991, and I acknowledge the same to be my act.

Robin K. Mumma
ROBIN K. MUMMA

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00045 00620

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02^{MA} BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Religious / Close / Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	Name Change (New Name) _____
20	<u>20</u>	Organ. & Capitalization	
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	
62		Rec. Fee (Amendment)	
63		Rec. Fee (Merger or Consolidation)	
64		Rec. Fee (Transfer)	_____ Change of Name
65		Rec. Fee (Dissolution)	_____ Change of Principal Office
66		Rec. Fee (Revival)	_____ Change of Resident Agent
52		Foreign Qualification	_____ Change of Resident Agent Address
50		Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51		Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13		_____ Certified Copy _____	_____ Other Change _____
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: _____
84		Amendment to Limited Partnership	
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31		_____ Corp. Good Standing	
NA		Foreign Corp. Registration	MAIL TO ADDRESS: _____
87		_____ Limited Part. Good Standing	<u>Ram Structures Inc.</u>
71		Financial	<u>309 Ritchie Ave.</u>
600		_____ Personal	<u>Hagerstown, MD 21740</u>
		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

NOTE:

3399 0750

00045 00621

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
RAM STRUCTURES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 21, 1992 AT 8:49 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3378551

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
ROBIN K. MUMMA
RAM STRUCTURES, INC.
309 RADCLIFFE AVENUE
HAGERSTOWN

MAILED JUL 28 1992

MD 21740

167C3052548

A 381704



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO 2220 0549

APPROVED FOR RECORD

03-25-92 at 8:40 a.m.

ARTICLES OF AMENDMENT

MID-ATLANTIC PHYSICAL THERAPY CENTER, INC.

Mid-Atlantic Physical Therapy Center, Inc., a Maryland corporation, having its principal offices at 1120 Professional Court, Hagerstown, Maryland (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

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

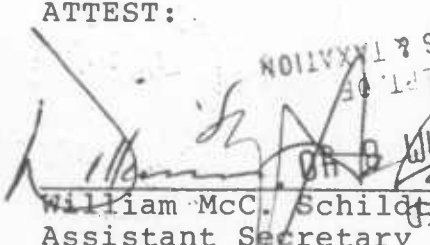
SECOND: The name of the Corporation is
Mason Dixon Physical Therapy Specialists, Inc.

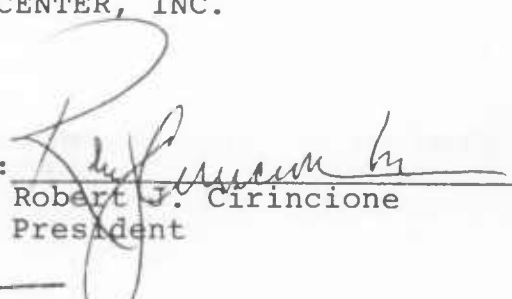
SECOND: By written unanimous consent, the Board of Directors of the Corporation duly advised the foregoing amendment and by written unanimous consent the stockholders of the Corporation duly approved said amendment.

IN WITNESS WHEREOF, Mid-Atlantic Physical Therapy Center, Inc. has caused these presents to be executed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Assistant Secretary on this 20th day of March, 1992, and its President affirms and swears, under the penalties of perjury, that these Articles of Amendment are the act and deed of Mid-Atlantic Physical Therapy Center, Inc., and that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information, and belief.

MID-ATLANTIC PHYSICAL THERAPY
CENTER, INC.

ATTEST:


William McC. Schild
Assistant Secretary


Robert J. Cirincione
President

JUL 23 2 32 PM '92

LENNIE J. WEAVER, CLERK

BY: _____

20858136 3405 2895

00045 00623

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorCLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
Department of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 09A ^{MA} BUSINESS CODE 03 COUNTY 71# D1725423 P.A. Religious Close ☒ Stock NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

10	_____	Expedited Fee
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign 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) _____Mason Dixon Physical
Therapy Specialists, 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: _____

William McC. Scheldt
ESQ.

MAIL TO ADDRESS: _____

Stute & Scheldt
138 W. Washington St
Hagerstown, MD 21740TOTAL FEES 20☒ Check ☐ Cash

NOTE: _____

_____ Documents on _____ checks

APPROVED BY: J.M.T.

3405 2896

00045 00624

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
MID-ATLANTIC PHYSICAL THERAPY CENTER, INC.
CHANGING ITS NAME TO:
MASON DIXON PHYSICAL THERAPY SPECIALISTS, INC.

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

OF MARYLAND MARCH 25, 1992 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

\$ _____

D1725423

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 SEP 17 1992
STRITE & SCHILDT, ESQ.
ATTN: WILLIAM M C. SCHILDT
138 W. WASHINGTON ST.
HAGRSTOWN MD 21740

188C3052939

A 384464

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO 2405 2994



00045 00625

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTYSTATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

ARTICLES OF INCORPORATION

at

03-25-92 1:12

.m.

FIRST: I, Marshall A. Doty, whose post office address is 11923 Peacock Trail, Hagerstown, MD 21742, being at least eighteen years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is **THE PERSONNEL CENTER, INC**

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

(1) To engage in the temporary and alternative staffing personnel and resume composition business, referring qualified temporary personnel to client companies for long and short term temporary employment and at no time charging a fee to the temporary employee for any referral/assignment, and to provide a professional resume composition service to the general public; and

(2) to do anything permitted by Section 2-301 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 principle office of the corporation in this state is 11377 Robinwood Drive - Suite 207, Hagerstown, MD 21742. The name and post office address of the resident agent of the Corporation in this State is: Marshall A. Doty, 11923 Peacock Trail, Hagerstown Maryland 21742. Said Resident Agent is an individual 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:

FILED

Jul 23 2 32 PM '92

DENNIS J. WEAVER, CLERK
BY: _____

20868130 05 2318

RECEIVED
1992 MAR 25 PM 1 12
STATE DEPT. OF
ASSESSMENTS & TAXATION

-2-

(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 elected and qualify are: John P. Evans - Chairman of the Board, Marshall A. Doty - Chief Executive Officer, and Ruby J. Wetzel - Director.

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, restriction, limitation 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.


3405 2319

-3-

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 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 25th day of MARCH, 1992 and I acknowledge the same to be my act.


MARSHALL A. DOTY

3405 2320

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00045 00628

CLERK OF THE CIRCUIT COURT
Department of Assessments and Taxation
WASHINGTON COUNTY
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 Jms BUSINESS CODE 03 COUNTY 71

_____ 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

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 _____

76 _____ Certificate of Merger/Transfer

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Marshall A. Doty
11923 Peacock Trail
Hagerstown, Md. 21742

TOTAL FEES 70

☒ Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: J.M.T.

3405 2321

00045 00629

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
THE PERSONNEL CENTER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 25, 1992 AT 1:12 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3399136

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
MARSHALL A. DOTY
11923 PEACOCK TRAIL
HAGERSTOWN

MAILED SEP 17 1992

MD 21742

188C3052808

A 384355



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

2405 2317

00045 00630

Corporation Record

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTYSTATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT

WHS CONSTRUCTION, INC.

03-23-92 at 9:31 A.M.

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

1992 MAR 23 A

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 WHS Construction, 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 acquiring by purchase, lease, or otherwise, lands and interests in lands, to hold, improve, develop, and to erect, or cause to be erected, on any lands owned, held, or occupied by the Corporation or by any other person, buildings or other structures with their appurtenances. To rebuild, enlarge, alter and improve any buildings or other structures, now or hereafter erected on any lands owned by the Corporation or by others to make estimates for itself and for others, and to bid upon, enter into, and carry out contracts for the construction of buildings, both commercial and residential, and other structures, to otherwise produce, buy, sell, and deal in building materials, and all kinds of materials of all kinds and to acquire, use, employ, sell and deal in all suitable means, apparatus, machinery, equipment, and facilities to carry out its business.

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

FIFTH: The post office address of the principal office of the Corporation in this State is Route 5, Box 124, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this state, is Edward N. Button, 44 N. Potomac Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is one hundred (100) shares of common stock, without par value.

LENNIS J. WEAVER, CLERK

BY: _____

2404 2470

20000000

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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 William H. Sharpe.

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

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 19 day of MARCH, 1992 and I acknowledge the same to be my act.

Witness

Jodi Wright

Will R. B. B.

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
Administrator

00045 00632

CLERK OF THE CIRCUIT COURT
DEPARTMENT OF REVENUE, Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 02^{MA} BUSINESS CODE 03 COUNTY 71# _____ P.A. _____ Religious ☒ Close ☒ Stock _____ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

10		Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign 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: _____

Edward N Butler ESQ
44 N. Potomac St
Ste 104
Hagerstown, MD 21740

TOTAL
FEES _____40 Check

Cash

NOTE: _____

Documents on _____ checks

APPROVED BY: _____

3404 2472

00045 00633

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
WHS CONSTRUCTION, INC.

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

OF MARYLAND **MARCH 23, 1992** AT **9:31** O'CLOCK **A.M.** AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

D3397205

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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**
EDWARD N. BUTTON
44 N. POTOMAC STREET
HAGERSTOWN

SEP 17 1992

MD 21740

186C3052496

A 384111



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO

2404 2469

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

APPROVED FOR RECORD

THE POTOMAC EDISON COMPANY

3/19/92 at 9:14 .m.

ARTICLES OF AMENDMENT

The Potomac Edison Company, a Maryland and a Virginia corporation having its principal office in the State of Maryland on 10435 Downsville Pike, Hagerstown, County of Washington, State of Maryland, and having its registered office in the Commonwealth of Virginia at 208 South Loudoun Street, Winchester, Virginia (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland and the State Corporation Commission of the Commonwealth of Virginia, that:

FIRST: The charter of the Corporation is hereby amended by striking out Article V, as amended by Articles of Amendment dated December 7, 1987, of the Articles of Incorporation included as part SIXTH of the Agreement and Articles of Merger dated May 31, 1974, and inserting in lieu thereof the following:

V.

The total amount of the authorized capital stock of the Corporation is 25,450,000 shares, of which 5,450,000 shares of the par value of \$100 each are Cumulative Preferred Stock (amounting in the aggregate to \$545,000,000 par value, issuable in one or more series as provided in Article VI hereof) and 20,000,000 shares without nominal or par value are Common Stock.

SECOND: The Board of Directors of the Corporation on November 7, 1991, at a meeting duly convened and held, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of the charter was advisable and in the best interests of the Corporation and directing that it be submitted for action thereon to the stockholders of the Corporation.

THIRD: That by Waiver and Consent in writing dated the 20th day of February, 1992, Allegheny Power System, Inc., the holder of all 15,885,000 outstanding shares of Common Stock of the Corporation, being all of the shares that would have been entitled to vote upon the aforesaid amendment, did waive the holding of a stockholders meeting for the purpose of voting upon said amendment and consented and agreed, by a vote of 15,885,000 shares of said stock, to the adoption of the aforesaid resolution. The holders of all 868,580 outstanding shares of Cumulative Preferred Stock were not entitled to vote on the amendment.

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

FIFTH: The total number of shares of all classes of stock of the Corporation heretofore authorized was 21,450,000 shares, of which 5,450,000 of the par value of \$100 each were Cumulative Preferred Stock (amounting in the aggregate to \$545,000,000 par value) and 16,000,000 shares without nominal or par value were Common Stock.

The total number of shares of all classes of stock of the Corporation as increased is 25,450,000 shares, of which 5,450,000 shares of the par value of \$100 each are Cumulative Preferred Stock (amounting in the aggregate to \$545,000,000 par value) and 20,000,000 shares without nominal or par value are Common Stock.

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

FILED

JUL 23 2 32 PM '92

LENNIS J. WEAVER, CLERK

BY: _____

20798545104 2094

00045 00635

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

IN WITNESS WHEREOF, THE POTOMAC EDISON COMPANY has caused these presents to be signed in its name and on its behalf by its President or one of its Vice Presidents and its corporate seal to be hereunto affixed and attested by its Secretary or one of its Assistant Secretaries on March 18, 1992.

THE POTOMAC EDISON COMPANY

By Robert B. Murolock
Vice President

(SEAL)

Attest:

Robert B. Murolock
Secretary

3404 2095

00045 00636

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

STATE OF MARYLAND)
) ss:
COUNTY OF WASHINGTON)

I HEREBY CERTIFY that on this 18th day of March, 1992, before me, the subscriber, a notary public of the State of Maryland in and for the County of Washington, personally appeared Robert B. Murdock of The Potomac Edison Company, a Maryland and a Virginia corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared Dale F. Zimmerman and made oath in due form of law that he is Secretary of said corporation and that the amendment of the Charter of the corporation therein set forth was approved and adopted by a consent in writing signed by all the stockholders entitled to vote on the subject matter thereof, that there are no stockholders entitled to a notice of meeting of stockholders who are not entitled to vote thereat, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

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

(NOTARIAL SEAL)

Patti M. Sawens

Notary Public

My commission expires December 1, 1994.

3404 2096

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
Administrator

00045 00637

CLERK OF THE CIRCUIT COURT
Department of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 09 BUSINESS CODE _____ COUNTY 71
D 0515080 P.A. _____ Religious _____ Close _____ Stock _____ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

10		Expedited Fee
20	<u>1600</u>	Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	<u>45</u>	<u>10</u> Certified Copy <u>3</u>
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign 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: Diane L.WhittingtonMAIL TO ADDRESS: The Potomac
Edison Company
10435 Pownall
Pike
Hagerstown, MD
20740-1766TOTAL FEES 1665☒ Check☐ CashNOTE: Copy made

Documents on _____ checks

APPROVED BY: POM

3404 2097

00045 00638

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
THE POTOMAC EDISON COMPANY

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

OF MARYLAND **MARCH** 19, 1992 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:

\$ 1,600.00

\$ 20.00

\$

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.

RETURN TO:
THE POTOMAC EDISON COMPANY
10435 DOWNSVILLE PIKE
HAGERSTOWN

MAILED SEP 17 1992

MD 21740 1766

185C3052484

A 384094

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2404 2093



CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTYARTICLES OF AMENDMENT
OFLuROSE ESTATES, INC.3/16/92 at 931a

WHEREAS, by Notice and Recommendation of the Board of Directors given on the 3rd day of March, 1992 and by Resolution adopted by the unanimous vote of all of the Board of Directors and Stockholders, all of whom being the holders of all the outstanding, authorized and issued shares of common stock of said Corporation, on March 3, 1992;

Certify that the following amendment is consistent with and expressly permitted by Section 2-605 of the Annotated Code of the State of Maryland;

That the form of the corporation is a Maryland General Corporation pursuant to the Annotated Code of Maryland, Article Corporations and Associations, and being Article First of said Corporate Charter, that by these Articles of Amendment the form of the Corporation shall be a Maryland Close Corporation as provided by Article Four of said law; that Article Fifth of said Charter is hereby amended to give effect to the change of the form of the corporation to a "Close" Corporation.

That these Articles of Amendment do not change in any respect the information as required in Section 2-207, (b) (2) (i) of the Annotated Code of Maryland, Article Titled "Corporations and Associations".

It is therefore Resolved and Adopted that the Articles of Incorporation of said Corporation, Article "FIFTH" is hereby amended as follows:

"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 Lucille E. Rosenberry."

Article Fifth is deleted and the following shall be substituted as adopted:

"FIFTH: 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 Lucille E. Rosenberry."

In witness whereof, I have signed these Articles of Amendment of LuRose Estates, Inc. this 3rd day of March, 1992, on behalf of said Corporation pursuant to the Resolution aforesaid and by the power and authority given in said Resolution adopt the amendments as set forth herein.

FILED

JUL 23 2 33 PM '92

LENNIS J. WEAVER, CLERK
BY: _____

Lucille E. Rosenberry Pres.
LUCILLE E. ROSENBERY,
President

2076830432076

00045 00640

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

STATE OF MARYLAND :
COUNTY OF WASHINGTON : TO WIT:

I hereby certify that on this 3rd day of March, 1992, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Lucille E. Rosenberry, President of LuRose Estates, Inc., well known to me to be the person who executed the foregoing Articles of Amendment and acknowledged the same to be her act and that she, as such officer being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of said corporation by herself as such officer on behalf of the Corporation.

Given under my hand and seal, the day and year aforesaid.

My Comm. expires: 11/21/95

Notary Public



2404 2037

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

BUSINESS CODE

COUNTY

670510941 P.A. Religious ✓ Close ✓ Stock Nonstock

Merging
(Transferor) _____

Surviving
(Transferee) _____

CODE	AMOUNT	FEE REMITTED
------	--------	--------------

Name Change
(New Name)

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

☐ 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

other change add done

76 Certificate of Merger/Transfer

Code _____

75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to 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 _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Robert Wilson
7404 Mountain
Laurel Rd
Boonsboro, Md 21713

TOTAL FEES 20

Check	Cash
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NOTE:

Documents on _____ checks

APPROVED BY:

3404 2078

00045 00642

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
LUROSE ESTATES, INC.

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

OF MARYLAND **MARCH** **16, 1992** 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

\$ _____

D0510941

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 SEP 17 1992**
ROBERT WILSON
7404 MOUNTAIN LAUREL RD.
BOONSBORO MD 21713

185C3052469

A 384083



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3404 2025

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTYEXCALIBUR ENTERPRISES, LTD.
APPROVED FOR PAYMENTARTICLES OF INCORPORATION FOR A "NONSTOCK" CORPORATION
03-18-92 at 10:52 A.M.

FIRST: The UNDERSIGNED, WILLIAM BILLMAN SR., whose Post Office address is Box 104 B Broadlane, Falling Waters, West Virginia 25419 and DAYTON CRABTREE JR., whose Post Office address is 16303 Mt. Tabor Rd., Hagerstown, Maryland 21740 and DAYTON CRABTREE SR., whose Post Office address is 16303 Mt. Tabor Rd., Hagerstown, Maryland 21740 and JACQUELINE CRABTREE whose Post Office address is 16303 Mt. Tabor Rd., Hagerstown, Maryland 21740 and ROBERT DEHAVEN whose Post Office address is 625 Marion St., Hagerstown, Maryland 21740 and WILLIAM DICKINSON whose Post Office address is Rt. 3 Box 104 B, Martinsburg, West Virginia 25401 and JOHN POFFENBERGER whose Post Office address is Rt. 3 Box 104 B, Martinsburg, West Virginia 25401 each being at least (21) years of age, do hereby proclaim that they are forming a non - stock corporation, under and by the virtue of the general laws of the State of Maryland.

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

EXCALIBUR ENTERPRISES, LTD.

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

A. To own, lease, operate, keep and maintain a business for the purpose of providing the transportation, residences, and all other services for mentally and or physically handicapped and or elderly individuals, and for the public in general to purchase, maintain, repair, lease and dispose of goods to the extent necessary for such service.

FILED

JUL 23 2 33 PM '92

LENNIE J. WEAVER, CLERK

BY: _____

20798119
JUL 18 1992

3404 1735

B. To have and to exercise all powers now or hereafter conferred by the laws of the State of Maryland upon corporations organized pursuant to the laws under which the corporation is organized and any and all acts amendatory thereof and supplemental thereto.

✓ FOURTH: The Post Office address of the principal office of the Corporation in Maryland is, 16303 Mt Tabor Rd. Hagerstown, Maryland 21740.

FIFTH: The name and post office address of the Resident Agent of the Corporation in Maryland are JACQUELINE F. CRABTREE whose post office address is 16303 Mt. Tabor Rd. Hagerstown, Maryland 21740. Said resident agent is an individual, actually residing in the State.

SIXTH: The Corporation is benevolent in it's nature and is not authorized to issue capital stock. The number of qualifications for and other matters relating to its members shall be as set forth in the by-laws of the Corporation.

SEVENTH: The number of Directors of the Corporation shall be (7) which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than three (3). The names of the current Directors who shall act until the first successors are duly chosen and qualified are: WILLIAM BILLMAN SR., DAYTON CRABTREE JR., DAYTON CRABTREE SR., JACQUELINE CRABTREE, ROBERT DEHAVEN and WILLIAM DICKINSON and JOHN POFFENBERGER.

EIGHT: 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).

B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to it's 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 this Article. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding 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 Internal Revenue Law).

(c) Included among the charitable purposes for which the Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article.

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

NINTH: IN WITNESS WHEREOF, I have signed these Articles and acknowledge
the same to be my act.

SIGNATURES:

William Billman Sr.
WILLIAM BILLMAN SR.

Dayton W. Crabtree Jr.
DAYTON W. CRABTREE JR.

Dayton W. Crabtree Sr.
DAYTON W. CRABTREE SR.

Jacqueline F. Crabtree
JACQUELINE F. CRABTREE

Robert E. Dehaven
ROBERT E. DEHAVEN

William Dickinson
WILLIAM DICKINSON

John M. Poffenberger
JOHN POFFENBERGER

Return to:

Jacqueline F Crabtree
16303 Mt. Tabor Rd.
Hagerstown, Maryland 21740

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
Administrator

00045 00647

CLERK OF THE CIRCUIT COURT

WASHINGTON COUNTY

Assessments and Taxation

CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

02

BUSINESS CODE

04

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

20

Rec. Fee (Arts. of Inc.)

62

20

Rec. Fee (Amendment)

63

20

Rec. Fee (Merger or Consolidation)

64

20

Rec. Fee (Transfer)

65

20

Rec. Fee (Dissolution)

66

20

Rec. Fee (Revival)

52

20

Foreign Qualification

50

20

Cert. of Qual. or Reg.

51

20

Foreign Name Registration

13

20

Certified Copy _____

56

20

Penalty

54

20

For. Supplemental Cert.

53

20

Foreign Resolution

73

20

Certificate of Conveyance

76

20

Certificate of Merger/Transfer

75

20

Special Fee

80

20

For. Limited Partnership

83

20

Cert. Limited Partnership

84

20

Amendment to Limited Partnership

85

20

Termination of Limited Partnership

21

20

Recordation Tax

22

20

State Transfer Tax

23

20

Local Transfer Tax

31

20

Corp. Good Standing

NA

20

Foreign Corp. Registration

87

20

Limited Part. Good Standing

71

20

Financial

600

20

Personal

Property Reports and

late filing penalties

70

20

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

91

20

Amend/Cancellation, For. Limited Part.

Other _____

Other _____

TOTAL
FEES

40

Check

Cash

NOTE:

Documents on _____ checks

APPROVED BY:

JMT

3404 1739

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: _____

Excalibur Enterprises, Inc.

16303 Mt. Taber Rd

Hagerstown, MD. 21740

00045 00648

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
EXCALIBUR ENTERPRISES, LTD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **MARCH** **18, 1992** AT **10:52** 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:

\$ _____

D3396694

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 SEP 17 1992**
JACQUELINE F. CRABTREE
EXCALIBUR ENTERPRISES INC.
16303 MT. TABOR ROAD
HAGERSTOWN MD 21740

185C3052426

A 384043

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO **3404 1734**



00045 00649

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTYSTATE DEPARTMENT OF ASSESSMENTS
AND TAXATIONSHARRATT, SHARRATT AND GUESSFORD, INC.
(A Close Corporation)

APPROVED FOR PAYMENT

ARTICLES OF INCORPORATION

03-19-92 at 8:27 A.M.

FIRST: I, MARK P. BRUGH, 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 SHARRATT, SHARRATT AND GUESSFORD, 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 17516 Lexington Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are Mr. Kay D. Guessford, 1857 Virginia Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

FILED

Jul 23 2 33 PM '92

LENNIE J. WEAVER, CLERK

BY: _____

1992 MAR 18 10 18 AM 2661

20798503

3404 1720

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 E. D. SHARRATT.

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

00045 00651

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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 16TH day of March, 1992, and I acknowledge the same to be my act.

Mark P. Brugh
Mark P. Brugh
Incorporator

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

I HEREBY CERTIFY, That on this 16th day of March, 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Mark P. Brugh, and acknowledged the foregoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Official Notarial Seal.

Barbara J. Snoots
Notary Public

My Commission Expires:

5/14/94

3404 1722

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00045 00652

CLERK OF THE CIRCUIT COURT
Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02^{mf} BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Religious ☒ Close ☒ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	<u>9</u>	<u>1</u> Certified Copy <u>3</u>
56		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:

Mark P. Brugh, ESA.

MAIL TO ADDRESS: Wachs, Boaro

+ Schubel

138 W. Washington St.

Hagerstown, MD 21740-

4469

TOTAL FEES _____

49 Check _____ Cash

Documents on _____ checks

APPROVED BY: A

NOTE: Copy made

7404 1723

00045 00653

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
SHARRATT, SHARRATT AND GUESSFORD, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 19, 1992 AT 8:27 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3396660

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:

MARK P. BRUGH

WACHS, BOONE AND SCHUBEL

138 W. WASHINGTON ST.

HAGERSTOWN

MAILED SEP 17 1992

MD 21740 4769

185C3052423

A 384041



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3404 1719

APPROVED FOR RECORD

3-18-92 at 9:05 a.m.
ARTICLES OF INCORPORATION
OF
B & T ENTERPRISES, INC. 1992 MAR 18 A 9:05

FIRST: I, James W. Stone, whose post office address is 28 West Washington Street, Hagerstown, Maryland 21740, being over eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

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

(1) To broker, solicit, market, sell, service and act as an agent for all types of insurance, including but not limited to life and disability insurance; 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 1935 Dual Highway, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is R. Brandon Younger, 1935 Dual Highway, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is one hundred thousand (100,000) shares of 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

FILED

(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.

Jul 23 2:35 PM '92

20785301

TENNIS J. WEAVER, CLERK
BY: _____

The names of the Directors who shall act until the first annual meeting or until their successors are chosen.

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

duly elected and have qualified are: R. Ted Younger and R. Brandon Younger.

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 7404 0159

00045 00656

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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 March 1992, and I acknowledge the same to be my act.

WITNESS:

Debra M. Kline

James W. Stone
James W. Stone

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

I HEREBY CERTIFY, That on this 10th day of March, 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared James W. Stone and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Debra McClure Kline
Notary Public

My Commission Expires:
November 1, 1992

Mail to: James W. Stone, Esquire
P. O. Box 1269
Hagerstown, Maryland 21741

3404 0160

00045 00657

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 0238 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

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 _____

76 _____ Certificate of Merger/Transfer

Code _____

75 _____ Special Fee
80 _____ For. Limited Partnership
83 _____ Cert. 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 ¹⁵³⁸⁴⁴
NA _____ Foreign Corp. Registration ³⁻²³⁻⁹²
87 _____ Limited Part. Good Standing
71 _____ Financial
600 _____ Personal

ATTENTION: James W. Stone

MAIL TO ADDRESS: Miller,
Oliver, Beachley &
Stone, Attorneys at
Law, 28 West Washington
Street, P.O. Box 1269
Hagerstown, Md.
21741-1269

TOTAL
FEES _____

46 Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: A

3404 0161

00045 00658

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
B & T ENTERPRISES, INC.

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

OF MARYLAND **MARCH** 18, 1992 AT 9:05 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3395035

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 SEP 17 1992
JAMES W. STONE
MILLER, OLIVER, BEACHLEY & STONE
28 W. WASHINGTON ST., BOX 1269
HAGERSTOWN MD 21741 1269

185C3052260

A 383886



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO 3404 0157

00045 00659

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY STATE DEPARTMENT OF DOCUMENTS

ARTICLES OF INCORPORATION

OF

03-16-92

at

9:20 A.M.

EASTERN GRIND, INC.

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

FIRST: MARK WEBB whose post office

address is 1707 Mt. Aetna Road, Hagerstown, Maryland 21740
being at least eighteen (18) years of age, hereby form a
corporation under and by virtue of the State of Maryland.

SECOND: The name of the Corporation (which is here-
after referred to as the "Corporation", is:

EASTERN GRIND, INC.

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

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

(1) The management and operation of an indoor
skateboard park.

(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.

TREVILLIAN
ATTORNEYS AT LAW
413 CRAIN HWY., S.E.
GLEN BURNIE, MD 21061

JUL 23 2 33 PM '92

LENNIE J. WEAVER, CLERK

BY: _____

-1-

207000.0

1992 MAR 16 A 9 20
MAR 16 A 9 20

3404 0626

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

416 N. Mulberry Street
Hagerstown, Maryland 21740

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

MARK WEBB
1707 Mt. Aeetna Road
Hagerstown, Maryland 21748

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 Corporation shall have one director, MARK WEBB. He shall act as director of the Corporation until such time as the organizational meeting of the directors of the Corporation and the issuance of stock by the Corporation shall have been completed. After such time, the Corporation shall have no Board of Directors, and the business and affairs of the Corporation shall thereupon be managed by the direct action of the stockholders and by any officers that the stockholders may elect and all powers given to the directors by the general corporation laws of the State of Maryland or otherwise by law, shall be exercised by the stockholders and their elected officers.

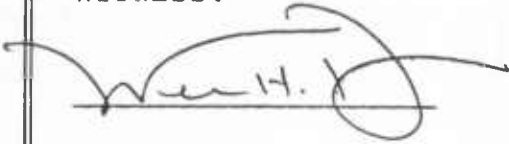
3404 0627

00045 00661

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

IN WITNESS WHEREOF, I have signed these Articles of
Incorporation this 13 day of March 1992,
and I acknowledge the same to be my act.

WITNESS:



MARK WEBB
ACTING DIRECTOR

/JWR
EAST-GRIFFART

3404 0628

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
Administrator

00045 00662

CLERK OF THE CIRCUIT COURT
Department of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 023.8 BUSINESS CODE 03 COUNTY 71# _____ P.A. _____ Religious ☒ Close ☒ Stock _____ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

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

Name Change
(New Name) _____

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

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS:

Wm. C. Trevillian & SA.
413 Crown Hwy. S.E.
Alen Burren MD. 21061TOTAL FEES 40☒ Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: Pam

3404 0629

00045 00663

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
EASTERN GRIND, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 16, 1992 AT 9:20 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3394996

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED SEP 17 1992

RETURN TO:

WM. C. REVILLIAN, ESQ.

413 CRAIN HWY., S.E.

GLEN BURNIE

MD 21061

184C3052219

A 383835



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

7404 005

APPROVED FOR RECORD

3-11-92 at 12:36 p.m.

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTYARTICLES OF MERGER

MOLLER SERVICE & INSTALLATION COMPANY, a Maryland corporation (herein called "Merging Company"), and M. P. MOLLER, INC., a Maryland corporation (herein called "Survivor"), hereby certify to the State Department of Assessments and Taxation of Maryland that:

FIRST: Merging Company and Survivor have agreed that Merging Company shall be merged into Survivor.

SECOND: Survivor shall survive the merger under the laws of the State of Maryland and shall continue under the name: M. P. MOLLER, INC.

THIRD: The names of the corporations parties to the merger are M. P. MOLLER, INC. and MOLLER SERVICE & INSTALLATION COMPANY, both corporations organized and existing under the laws of the State of Maryland.

FOURTH: MOLLER SERVICE & INSTALLATION COMPANY is a wholly-owned subsidiary of M. P. MOLLER, INC.

FIFTH: The Charter and Bylaws of Survivor, in effect on the date of this merger, shall continue in full force and effect as the Charter and Bylaws of the corporation surviving the merger.

SIXTH: The principal office of the Merging Company is located in Hagerstown, Maryland. The principal office of the Survivor of located in Hagerstown, Maryland. The Merging Company owns no interest in real property.

JUL 23 2 33 PM '92

LENNIE J. WEAVER, CLERK
BY: _____

20728066

3403 1745

SEVENTH: The total number of shares of stock of all classes which Merging Company has authority to issue is 100,000 shares of Common Stock of the par value of \$1.00 per share having an aggregate par value of \$100,000. The total number of shares of stock of all classes which Survivor has authority to issue is 10,000 shares of Common Stock of the par value of \$1.00 per share having an aggregate par value of \$10,000. The Survivor owns all of the issued and outstanding shares of Common Stock of the Merging Company. These Articles of Merger make no change in the capitalization of the Survivor or any other amendment to its Charter.

EIGHTH: The manner and basis of converting the outstanding shares of Common Stock of Merging Company into shares of Common Stock of the Survivor shall be as follows: All Common Stock of Merging Company shall be cancelled and no shares of Common Stock of Survivor will be issued.

NINTH: Upon the effective date of the merger, the separate existence of the Merging Company shall cease and the Survivor shall own and possess all of the property, rights, privileges and franchises of whatever nature and description of the Merging Company without further act or deed. Notwithstanding the foregoing, confirmatory bill of sale or other like instruments, when deemed desirable to evidence such transfer, vesting or devolution of any personal property, rights, privileges or franchises, may, at any time or from time to time, be made and delivered in the name of the Merging

3403 1746

Company by the last acting officers thereof, or by the corresponding officers of the Survivor.

Upon the effective date of the merger, the Survivor shall be liable for all the debts and obligations of the Merging Company and any claim existing or action or proceeding pending by or against it may be prosecuted to judgment or decree as if the merger had not taken place. The rights of creditors of the Merging Company shall in no wise be impaired by the merger.

TENTH: The Board of Directors of Merging Company, at a meeting duly held on September 13, 1991, adopted resolutions approving the merger on the terms and conditions set forth herein. By such action, these Articles were duly approved by the Board of Directors in the manner and by the vote required by § 3-106 of the Corporations & Associations Article of the Maryland Annotated Code and the Charter of Merging Company.

The Board of Directors of Survivor, at a meeting held on September 13, 1991, adopted resolutions approving this merger on the terms and conditions set forth herein. By such action these Articles were duly approved by the Board of Directors in the manner required by § 3-106 of the Corporations & Associations Article of the Maryland Annotated Code and by the Charter of Survivor.

ELEVENTH: This merger shall become effective in accordance with the laws of the State of Maryland when these Articles have been accepted for record by the State Department of Assessments and Taxation of Maryland.

3403 1747

IN WITNESS WHEREOF, the corporations party to these Articles of Merger have caused these presents to be signed in their respective corporate names and on their behalfs by their respective Presidents or Vice Presidents and their corporate seals to be hereunto affixed and attested by their respective Secretaries or Assistant Secretaries, and each officer signing this document acknowledges it to be the corporate act of his or her respective corporation and that, to the best of his or her knowledge, information and belief, all matters and facts set forth herein with respect to the authorization and approval of the foregoing Articles are true in all material respects and that this verification is made under the penalties of the perjury.

ATTEST:

M. P. MOLLER, INC.


SecretaryBy: 
PresidentMOLLER SERVICE & INSTALLATION
CO.
SecretaryBy: 
President

3403 174

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
Administrator00045 00668
CLERK OF THE CIRCUIT COURT
Department of Assessments and Taxation
WASHINGTON COUNTY
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 11 ^{MA} BUSINESS CODE _____ COUNTY 71

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

Merging
(Transferor) Moller Service &
Installation Company D2269041Surviving
(Transferee) M. P. Moller, Inc.
DO154658

CODE AMOUNT FEE REMITTED

10	_____	Expedited Fee
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	<u>20</u>	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>10</u>	<u>1</u> Certified Copy <u>4</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance

Name Change
(New Name) _____

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

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 _____

Code 063ATTENTION: Leah R. Schuman

MAIL TO ADDRESS: _____

TOTAL
FEES30

Check

Cash

Documents on _____ checks

APPROVED BY: HWNOTE: Copy made

3403 1749

00045 00669

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF MERGER
OF
MOLLER SERVICE & INSTALLATION COMPANY
(A MD CORP.)
INTO
M.P. MOLLER, INC.
(A MD CORP.)

SURVIVOR

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

OF MARYLAND MARCH 11, 1992 AT 12:36 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

\$ _____

00154658

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 SEP 17 1992
VENABLE, BAETJER & HOWARD
ATTN: LEAH R. SCHUMAN
2 HOPKINS PLAZA
1800 MERCANTILE BANK & TRUST BLDG
BALTIMORE MD 21201

182C3051997

A 383649



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3403 1744

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

APPROVED FOR RECORD

3-11-92 at 1:12 p.m.

ARTICLES OF INCORPORATION

ARDON ENTERPRISES, INC.

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

FIRST: I, Donald Olson, whose post office address is 141 North Linden Avenue, Greencastle, Pennsylvania 17225, 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 Ardon Enterprises, Inc..

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

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

(1) to engage in the food and beverage business; 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 1565-67 Potomac Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Richard W. Lauricella, 498 North Potomac Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 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.

FILED

Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is Donald Olson. Jul 23 2 34 PM '92 34112 2008

LENNIE J. WEAVER, CLERK

BY: _____

20728063

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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 10th day of March, 1992, and I acknowledge the same to be my act.

WITNESS:




Donald Olson

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

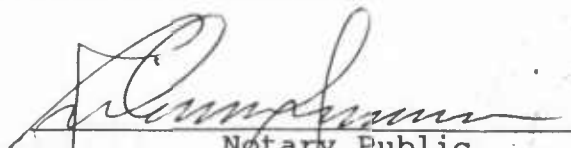
I HEREBY CERTIFY, That on this 10th day of March, 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Donald Olson and acknowledged

3402 2009

671

the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.


Notary Public
My Commission Expires:
August 1, 1992

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00045 00672

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 023.9 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: [Signature]

Name Change
(New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Richard
W. Lauricella, P.A.,
Attorney at Law,
498 North Potomac
Street
Hagerstown, Md. 2174

NOTE:

3402 2011

00045 00673

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
ARDON ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 11, 1992 AT 1:12 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3391463

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO:
RICHARD W. LAURICELLA, P.A.
498 N. PITCHAC STREET
HAGERSTOWN MD 21740

MAILED SEP 17 1992

18103051703

A 383399



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

3402 2007

BOB EVERLY, INC.

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

03-12-92 at 12:53 p.m.

ARTICLES OF INCORPORATION

FIRST: I, Robert I. Everly, whose post office address is 13422 Windsor Drive, Hagerstown, Maryland 21742, 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 BOB EVERLY, 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 purpose for which the Corporation is formed are:

(a) To engage in every aspect of real estate as it's employees may be properly licensed to perform; and,

(b) To engage in any other lawful act ~~act~~ and/or business; and,

(c) 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 13422 Windsor Drive, Hagerstown, Maryland 21742. The name and post office address of the Resident Agent of the Corporation in this State is Robert I. Everly, 13422 Windsor Drive, Hagerstown, Maryland 21742. 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 shares (1,000) of common stock, without par value.

SEVENTH: The Corporation elects to have a one member Board of Directors. Until the election to have the Board of Directors becomes effective, there shall be one (1) director, whose name is Robert I. Everly.

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

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

RECEIVED
'92 MAR 12 PM 12 53
STATE DEPT. OF
ASSESSMENTS & TAXATION

FILED

JUL 23 2 34 PM '92
LENN J. WEAVER, CLERK
80728517

CLERK OF THE CIRCUIT COURT

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

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

(d) Any indemnification under paragraph (a) and (b) of this Article EIGHTH (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraph (a) or (b) of this Article EIGHTH. Such determination shall be made: (1) 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, or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable, if such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a Written Opinion; and any determination so made shall be conclusive.

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

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 11th day of March, A.D., 1992, and I acknowledge the same to be my act.

WITNESS:




ROBERT I. EVERLY

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00045 00676
CLERK OF THE CIRCUIT COURT
Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Religious ☒ Close ☒ Stock _____ Nonstock _____

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>30</u>	Expedited Fee	<u>Name Change</u>
20	<u>20</u>	Organ. & Capitalization	(New Name) _____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	_____ Change of Principal Office
66	_____	Rec. Fee (Revival)	_____ Change of Resident Agent
52	_____	Foreign Qualification	_____ Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	_____	_____ Certified Copy _____	_____ Other Change _____
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	ATTENTION: _____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	_____ Corp. Good Standing	MAIL TO ADDRESS: _____
NA	_____	Foreign Corp. Registration	<u>Robert Everly</u>
87	_____	_____ Limited Part. Good Standing	<u>13422 Windsor DR</u>
71	_____	Financial	<u>Hagerstown, md. 21742</u>
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

☒ Check _____ Cash

NOTE: ad

_____ Documents on _____ checks

APPROVED BY: Jm T

3402 0301

00045 00677

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
BOB EVERLY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 12, 1992 AT 12:53 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3390614

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 SEP 17 1992
ROBERT EVERLY
13422 WINDSOR DR.
HAGERSTOWN

MD 21742

179C3051553

A 383320



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO 3402 0298

00045 00678

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

APPROVED FOR RECORD

3-9-92 at 8:49a.m.
ARTICLES OF INCORPORATION

OF

HAGERSTOWN SURETY, INC.
(A Close Corporation)

THIS IS TO CERTIFY:

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

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

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

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

To operate an insurance brokerage and issue bonding insurance for contractors, land owners, personal representatives of estates, trustees, as well as bonds for other miscellaneous purposes.

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

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

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

Jul 23 2 34 PM '92

LENNIS J. WEAVER, CLERK
BY: _____

20698590

1992 MAR -9- 8VH 2661

2401 1264

00045 00679

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

FIFTH: The post office of the principal office of the Corporation in this State is 1040 Crestwood Drive, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are Dixie J. Benedict, 1040 Crestwood Drive, 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 ten thousand shares (10,000) of the par value of \$10.00 per share, all of one class, and having an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

SEVENTH: The Corporation elects to have no board of directors. Francis D. Cardin, Dixie J. Benedict, Peter K. Kresge, and Joseph C. Tischer will serve as directors until the election to have no board of directors becomes effective.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 5th day of March, 1992.

WITNESS:

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

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 5th day of March, 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Howard W. Gilbert, Jr., who did acknowledge that he executed the foregoing Articles of Incorporation as his voluntary act.

WITNESS my hand and Notarial Seal.

Joanne Snyder
Notary Public

My Commission Expires: 12/1/94

3401 1265

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00045 00680

CLERK OF THE CIRCUIT COURT
Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 020 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 4 1 Certified Copy 2
56 _____ Penalty
54 _____ For. Supplemental Cert.
53 _____ Foreign Resolution
73 _____ Certificate of Conveyance

Name Change
(New Name) _____

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

76 _____ Certificate of Merger/Transfer

Code _____

75 _____ Special Fee
80 _____ For. Limited Partnership
83 _____ Cert. Limited Partnership
84 _____ Amendment to 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 _____

ATTENTION: H. W. Dilbert

MAIL TO ADDRESS: Mackley,
Dilbert & Marks,
Attorneys at Law
35 East Washington
Street
Hagerstown, Md. 2174

TOTAL FEES 40

☒ Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: Jm T

3401 1266

00045 00681

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
HAGERSTOWN SURETY, INC.

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

OF MARYLAND MARCH 9, 1992 AT 8:49 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

03388238

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

RETURN TO:

H.W. GILBERT

MACKLEY, GILBERT & MARKS

35 E. WASHINGTON STREET

HAGERSTOWN

MD 21740

MAILED SEP 17 1992

176C3051104

A 382869



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 2401 1263

00045 00682

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

APPROVED FOR RECORD

Hendershot's Sporting Goods, Inc.

at 03 of 92 10:40 A.M.

(A Close Corporation)

Articles of Amendment

Hendershot's Sporting Goods, Inc., a Maryland Corporation, having its principal office at 110 West Main Street Hancock, Maryland 21750 (hereafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Charter of the Corporation is hereby amended by 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 110 West Main Street, Hancock, Maryland 21750. The resident agent of the Corporation is Roland G. Funk, 100 Donneybrook Drive, Hagerstown, Maryland 21742

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

SIXTH: The Corporation shall be a Close Corporation as authorized by Title IV of the Corporation and Associations Article of the Annotated Code of Maryland. The Corporation elects to have no Board of Directors.

THIRD: The Charter of the Corporation is hereby amended by striking Article SEVENTH thereof.

FOURTH: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-100(c) of the Corporations and

FILED

LENNIE J. WEAVER, CLERK

BY: _____

20668425 0378

1002 MAR -16 AA 10-400

00045 00683

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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, Hendershot's Sporting Goods, 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 12th day of February and its President acknowledges that these Articles of Amendment are the act and deed of Hendershot's Sporting Goods, 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.

Mabel I. Hendershot Glenn D. Hendershot
Mabel I. Hendershot, Secretary Glenn D. Hendershot, President

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 12th day of February, before me, the subscriber, a Notary Public in and for the State and County aforesaid personally appeared Glenn D. Hendershot 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.

Barbara D. Smith
Notary Public

My Commission Expires:

5/14/94

3401 0379

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00045 00684

CLERK OF THE CIRCUIT COURT
Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 09MA BUSINESS CODE _____ COUNTY 71
D0457366 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	<u>20</u>	Rec. Fee (Amendment)	
63	_____	Rec. Fee (Merger or Consolidation)	
64	_____	Rec. Fee (Transfer)	
65	_____	Rec. Fee (Dissolution)	
66	_____	Rec. Fee (Revival)	
52	_____	Foreign Qualification	
50	_____	Cert. of Qual. or Reg.	
51	_____	Foreign Name Registration	
13	<u>8</u>	<u>1</u> Certified Copy <u>2</u>	
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
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
X Change of Resident Agent
X Change of Resident Agent Address
_____ Resignation of Resident Agent
_____ Designation of Resident Agent
X and Resident Agent's Address
Other Change To a close corp

Code _____

ATTENTION: Scott L. Schubel, Esq

MAIL TO ADDRESS: Wachs Boone
+ Schubel
138 W. Washington St.
Hagerstown Md. 21740.
4769

TOTAL FEES 28

☒ Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: [Signature]

3401 0380

00045 00685

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
HENDERSHOT'S SPORTING GOODS, INC.

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

OF MARYLAND MARCH 6, 1992 AT 10:40 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

\$ _____

00457366

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 & SCHUBEL
ATTN: SCOTT L. SCHUBEL, ESQ.
138 W. WASHINGTON ST.
HAGERSTOWN

MAILED SEP 17 1992

MD 21740 4769

17503051052

A 382823



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3401 0377

00045 00686

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY**BUSINESS & PROFESSIONAL WOMEN'S CLUB**

Hagerstown, Maryland 21740



The Board of Directors of HAGERSTOWN BUSINESS & PROFESSIONAL WOMEN'S CLUB, INC., a corporation organized in the State of Maryland on January 20, 1992 duly approved a resolution as follows:

RESOLVED: That the resident agent of the corporation is changed to

Betty J. McCune

and that the principal office shall be changed to

314 Radcliffe Avenue
Hagerstown, Md. 21740

I, Peggy L. Gower, President, 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.

A handwritten signature of Peggy L. Gower is written over a horizontal line.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

FILED 3-4-92 at 9:42 A.M.

20648127

JUL 23 2 34 PM '92

LENNIE J. WEAVER, CLERK

BY: _____

The Voice of Working Women

3401 0144

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
Administrator

00045 00687

CLERK OF THE ORIGIN COURT and Taxation
Department of Assessments and Taxation
WASHINGTON COUNTY CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

BUSINESS CODE

COUNTY

21

D1966480

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
70	\$10.00	Property Reports and late filing penalties
91		Change of P.O., R.A. or R.A.A.
		Amend/Cancellation, For. Limited Part.
		Other
		Other

Name Change
(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent

Address

Resignation of Resident Agent

Designation of Resident Agent

and Resident Agent's Address

Other Change

Code

ATTENTION:

MAIL TO ADDRESS:

Business & Professional

Women's Club, Inc.

314 Radcliffe Ave

Hagerstown, MD 21740

TOTAL
FEES

\$10.00

1 Check

Cash

NOTE:

1

Documents on

1

checks

APPROVED BY:

RMC

3401 0145

00045 00688

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

CHANGE OF RESIDENT AGENT AND PRINCIPAL OFFICE
OF
HAGERSTOWN BUSINESS & PROFESSIONAL WOMEN'S
CLUB, INC.

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

OF MARYLAND MARCH 4, 1992 AT 9:42 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.

RETURN TO:
HAGERSTOWN BUSINESS & PROFESSION-
AL WOMEN'S CLUB, INC.
314 RADCLIFFE AVE.
HAGERSTOWN MD 21740

MAILED SEP 17 1992

175C3050994

A 382777



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

700 MC

00045 00689

ARTICLES OF INCORPORATION FOR A NON-STOCK, NON-PROFIT CORPORATION

CLERK OF THE CIRCUIT COURT

WASHINGTON COUNTY

83-06-92 at 9:19 A.M.

FIRST: The undersigned, John V. Mullendore, whose address is 11228 Dam Five Rd., Clear Spring, MD 21722, being at least eighteen years of age and an American citizen, do hereby form a non-profit corporation under the laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is:
Regional Technology Consortium, Inc.

THIRD: Said Corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 11400 Robinwood Dr., Hagerstown, MD 21742-6590

FIFTH: The name and post office address of the resident agent of the corporation in Maryland is as follows:

John V. Mullendore
11228 Dam Five Rd.
Clear Spring, MD 21722

20668409

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

SEVENTH: The number of directors/trustees of the corporation shall be three which number may be increased pursuant to the Bylaws of the Corporation, and the name of the directors/trustees who shall act until the first meeting or until their successors are duly chosen and qualified is:

John V. Mullendore, Charles M. Ernst, David D. Muffley

EIGHTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including 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, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.

BY: 3400 1748

ARTICLES OF INCORPORATION FOR A NON STOCK NON-PROFIT CORPORATION
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

NINTH: Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal income tax code, or shall be distributed to the Federal government, or to a State or Local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.


TENTH: The duration of the Corporation shall be perpetual

ELEVENTH: IN WITNESS WHEREOF, I have signed these Articles and acknowledge the same to be my act.

RETURN TO:

John V. Mullendore
11228 Dam Five Rd.
Clear Spring, MD 21722

SIGNATURE


John V. Mullendore

3400 1749

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
Administrator00045 00691
CLERK OF THE CIRCUIT COURT

WASHINGTON COUNTY

Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 71# _____ P.A. _____ Religious _____ Close _____ Stock ☒ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

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

Name Change
(New Name) _____

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

76 _____ Certificate of Merger/Transfer

Code _____

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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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 _____

ATTENTION: _____

MAIL TO ADDRESS: Regional
Technology Consortium, Inc
11400 Robinwood Dr.
Hagerstown MD 21742-
6590TOTAL
FEES _____40 Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: A

3400 1750

00045 00692

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
REGIONAL TECHNOLOGY CONSORTIUM, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 6, 1992 AT 9:19 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

03386521

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 SEP 17 1992
REGIONAL TECHNOLOGY CONSORTIUM,
INC.
11400 ROBINWOOD DRIVE
HAGERSTOWN MD 21742 6590

174C3050840

A 382638



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

3400 1747

ARTICLES OF INCORPORATION 45 00693

Pursuant to Maryland State Law, the undersigned ^{STATE} ~~Washington County~~ ^{CLERK OF THE CIRCUIT COURT} submits these Articles of Incorporation for the purpose of forming a corporation.

1. The name of the Corporation, which ~~is hereinafter~~ ^{2-28-92 90/a} called the Corporation, is R. Brian Stevenson Construction Inc.

2. The Corporation shall be a Close Corporation as authorized by Title 4.

3. The Corporation is organized for profit, with perpetual duration, beginning when these articles are filed. The Corporation may engage in the transaction of any lawful business permitted by State Law with the primary purpose of the Corporation being Home Improvement/Construction.

4. The principal office of the Corporation in Maryland is 113 Parkway Drive, Hagerstown, Washington County, Maryland, 21740. The name and address of the Resident Agent of the Corporation in Maryland are, Rodney Craig Stevenson, 10033 Pleasant View Drive, Hagerstown, Washington County, Maryland, 21740. ✓

5. The person named in this Article (5) is a least 21 years of age, a director of the Corporation and is located at the principal office address found in Article (4). This person is the incorporator of the Corporation, his name being: Ronald Brian Stevenson.

6. The Corporation is authorized to issue one thousand (1000) shares of no par value, common stock, with identical rights and privileges, the transfer of which is restricted according to the Bylaws. Preemptive rights to acquire additional shares are neither limited or denied. No shares have been issued. The total number of shares proposed to be initially issued is 100, and the total consideration to be received for those shares is (\$100) one hundred dollars.

7. No Director shall be held liable to the Corporation or its shareholders for monetary damages due to breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.

8. The number of directors of the Corporation shall be (1) which number may be increased or decreased pursuant to the by-laws of the Corporation; and the name and address of the director who shall act until the first annual meeting or until their successors are duly chosen and qualified is;

R. Brian Stevenson Rt 1, Box 169-17, Falling Waters, WV 25419

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation on the date below. The undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the foregoing Articles of Incorporation are true.

20598318

FILED
JUN 23 2 34 PM '92
20598318
LENNIS J. WEAVER, CLERK

2-26-92
Date

Ronald Brian Stevenson
Signature of Incorporator

Ronald Brian Stevenson
Name of Incorporator

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
Administrator00045 00694
CLERK OF THE CIRCUIT COURT
Department of the State and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 0238 BUSINESS CODE 03 COUNTY 71# _____ P.A. _____ Religious ☒ Close ☒ Stock _____ Nonstock _____Merging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

10	<u>30</u>	Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance

Name Change
(New Name) _____

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

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	<u>6</u>	_____ 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 _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

R. Brian StevensonRx-1 Box 169-17Falling Waters, WV 25419TOTAL
FEES76☒ Check _____ Cash

NOTE:

APPROVED BY: AS1 Documents on 2 checks

00045 00695

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
R. BRIAN STEVENSON CONSTRUCTION INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 28, 1992 AT 9:01 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:

\$

D3384021

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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. BRIAN STEVENSON
ROUTE 1, BOX 169-17
FALLING WATERS

MAILED SEP 17 1992

WV 25419

173C3050591

A 382385



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

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTYSTATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
3/2/92 at 9:24 a.m.

ARTICLE OF VOLUNTARY DISSOLUTION

OF :

HARDEE'S OF THURMONT, INC.

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth and the post office address of the principal office of the Corporation in the State of Maryland is c/o Sulchek & Company, P.A., 1185 Mt. Aetna Road, 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:

Ronald Z. Sulchek
c/o Sulchek & Company, P.A.
1185 Mt. Aetna Road
Hagerstown, Maryland 21740

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

Ronald Z. Sulchek
17116 Harbaugh Valley Road
Sabillasville, Maryland 21780

Mearl C. McCleaf
Box 181
Blue Ridge Summit, Pennsylvania 17214

20628576

1992 MAR -2 A 9 24
1992 MAR -2 A 9 24

FILED

JUL 23 2 34 PM '92

LENNIE J. WEAVER, CLERK

BY: _____

31 JUL 1992

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

Mearl C. McCleaf
President/Secretary
Box 181
Blue Ridge Summit, Pennsylvania 17214

Ronald Z. Sulchek
Vice President/Treasurer
17116 Harbaugh Valley Road
Sabillasville, Maryland 21780

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 Stockholders in the manner and by the vote required by law and the charter of the Corporation.

SEVENTH: The Corporation has no known creditors.

EIGHTH: These Articles of Voluntary Dissolution are accompanied by certificates provided by Section 3-407(c) 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 the manner satisfactory to the issuer of each of said certificates.

IN WITNESS WHEREOF, Hardee's of Thurmont, 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 Vice President this 24 day of Dec, 1991.

Attest to Signature
and Corporate Seal:

Ronald Z. Sulchek
Ronald Z. Sulchek
Vice President

HARDEE'S OF THURMONT, INC.

Mearl C. McCleaf
Mearl C. McCleaf
President

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

I HEREBY CERTIFY, that on this 26th day of December, A.D., 1991, before me, the subscriber, a Notary Public, personally appeared Mearl C. McCleaf, President, who acknowledged himself to be President of Hardee's of Thurmont, Inc. and that he, as such President, being authorized so to do, executed the foregoing instrument for the purposes therein contained.

Witness my hand and official Notarial Seal.

Notary Public
Notary Public

My commission expires:

January 1, 1995

00045 00699

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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

I HEREBY CERTIFY, that on this 26th day of December, A.D., 1991, before me, the subscriber, a Notary Public, personally appeared Ronald Z. Sulchek who made oath in due form or law that he was the Vice President and Secretary of the meeting of the Board of Directors advising dissolution of this Corporation and he was likewise Secretary of the meeting of the Stockholders held in reference thereto and that the the matters and facts set forth in the foregoing Article of Dissolution with respect to the authorization for dissolution are true as therein set forth.

Witness my hand and official Notarial Seal.

Frederick L. Smith
Notary Public

My commission expires:

January 1, 1995



STATE OF MARYLAND

00045 00700
COMPTROLLER OF THE TREASURY

LOUIS L. GOLDSTEIN, COMPTROLLER

J. BASIL WISNER, CHIEF DEPUTY COMPTROLLER

GENERAL ACCOUNTING DIVISION

LOUIS L. GOLDSTEIN TREASURY BUILDING, P.O. BOX 746,
ANNAPOLIS, MARYLAND 21404-0746

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

HARDEE'S OF THURMONT, INC.

have been paid.

WITNESS my hand and official seal this

22ND day of JANUARY A.D. 1992 .


DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

MY TELEPHONE NUMBER IS:

3400 0168

TTY FOR THE DEAF: ANNAPOLIS AREA 974-2609
BALTIMORE AREA 383-7555

PS-409

AN EQUAL OPPORTUNITY EMPLOYER

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
Administrator

00045 00701

CLERK OF THE CIRCUIT COURT
Department of Assessments and Taxation
WASHINGTON COUNTY
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

BUSINESS CODE

COUNTY

D 2898898 19/10 P.A. Religious Close Stock NonstockMerging
(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	<u>20</u>	Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance

Name Change
(New Name)

<input checked="" type="checkbox"/>	Change of Name
<input type="checkbox"/>	Change of Principal Office
<input type="checkbox"/>	Change of Resident Agent
<input type="checkbox"/>	Change of Resident Agent Address
<input type="checkbox"/>	Resignation of Resident Agent
<input type="checkbox"/>	Designation of Resident Agent and Resident Agent's Address
<input type="checkbox"/>	Other Change

76 Certificate of Merger/Transfer

75	<u>30</u>	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign 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

Code

ATTENTION:

MAIL TO ADDRESS:

TOTAL
FEES

Check

Cash

Documents on checks

APPROVED BY:

NOTE:

3400 0145

00045 00702

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

THE ARTICLES OF DISSOLUTION
OF
HARDEE'S OF THURMONT, INC.

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

OF MARYLAND **MARCH** **2, 1992** 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

\$ 30.00

D2898898

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 SEP 17 1992**
RONALD Z. SULCHEK
17116 HARBAUGH VALLEY RD.
SABILLASVILLE MD 21780

172C3050551

A 382333



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. **172C3050551**

00045 00703

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

Corporation Record

APPROVED FOR RECORD

2-28-92 at 8:59 a.m.

ARTICLES OF INCORPORATION

OF

PLEASANT VALLEY LAWNSCAPE, INC. **1992 FEB 28 A 8:59**

FIRST: That I, Troy David Stotler, of Route 1, Box 385, Smithsburg, Maryland 21783, being at least (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 called the "Corporation") is Pleasant Valley Lawnscape, 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 are formed are:

1) To make estimates, bids and/or contracts with members of the public and/or private organizations and businesses for the purposes of lawn maintenance; including mowing and mulching, brush removal, fertilization, chemical and organic weed treatment; as well as other aspects of landscaping.

2) To do any thing permitted by Title 2 and 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 385, Smithsburg, Maryland 21783. The name and post office address of the resident agent, Troy David Stotler, is Route 1, Box 385, Smithsburg, Maryland 21783. Said Resident Agent is an individual; residing in this state.

SIXTH: The total number of shares of capital stock which the Corporation has the authority to issue is 1,000 shares of common stock, with no 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 two directors whose names are Troy David Stotler and Jeannette Ann Stotler.

EIGHTH: The ~~duration of the~~ Corporation shall be perpetual.

Jul 23 2 34 PM '92

LENNIE J. WEAVER, CLERK

BY: _____

20598360

7789 2215

00045 00704

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

IN WITNESS THEREOF, I have signed these Articles of Incorporation, this February 26, 1992 day of February, 1992.

I DO SOLEMNLY DECLARE AND AFFIRM, under penalties of perjury that the matters and facts contained in the foregoing Articles of Incorporation are true, to the best of my knowledge, information, and belief.

Troy David Stotler
Troy David Stotler

3759 1217

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
Administrator

CLERK OF THE CIRCUIT COURT

WASHINGTON COUNTY

Department of Assessments and Taxation

CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

02MA

BUSINESS CODE

03

COUNTY

71

_____ P.A. _____ Religious ☒ Close ☒ Stock _____ NonstockMerging
(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

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 _____

76 _____ Certificate of Merger/Transfer

Code _____

75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to 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 _____

ATTENTION: _____

MAIL TO ADDRESS:

Law Office
 of John Luca
 228 West Patrick St
 Frederick, Md. 21701

TOTAL
FEES

40

☒ Check☐ Cash

NOTE:

Documents on _____ checks

APPROVED BY:

JMT

7755 2211

00045 00706

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
PLEASANT VALLEY LAWNSCAPE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
FEBRUARY 28, 1992 8:59 A.
OF MARYLAND AT O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:
20.00

RECORDING
FEE PAID:
20.00

SPECIAL
FEE PAID:

\$

\$

\$

03383130

WASHINGTON COUNTY

TO THE CLERK OF THE COURT OF

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

RETURN TO: MAILED SEP 17 1992
LAW OFFICE JOHN SICA
228 W. PATRICK STREET
FREDERICK MD 21701

17103050358

A 382181

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



2/28/92 at 9:16 a.m.

ARTICLES OF INCORPORATION

FOUR "B" INCORPORATED

FIRST: I, William B. Shook, whose post office address is 18828 Lappans Road, Boonsboro, Maryland 21718, 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 FOUR "B" INCORPORATED.

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

(1) Creating, manufacturing, producing, and marketing food 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 the Corporation in this State is 18828 Lappans Road, Boonsboro, Maryland 21718. The name and post office address of the Resident Agent of the Corporation in this State are William B. Shook, 18828 Lappans Road, Boonsboro, Maryland 21718. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Hundred Thousand (100,000) shares of common stock, with a \$1.00 par value each, all of one class, for an aggregate par value of One Hundred Thousand Dollars (\$100,000).

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

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

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

The names of the directors who shall act until the first annual meeting and issuance of stock, or until their successors are duly chosen and qualified, are: William B. Shook, Barbara Frushour, and Timothy S. May.

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

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

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by setting or changing in any one or more respects, from time to time before issuance of

FILED

91 6 7 82 83 2001

JUL 23 2 35 PM '92

LENNIE J. WEAVER, CLERK

BY: _____

20598339

1992 1998

such shares, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of the 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 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 for a specific proceeding by: (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting, of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 17th day of February, 1992, and I acknowledge the same to be my act.

WITNESS:


Mary Ann Ferguson


William B. Shook

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



DOCUMENT CODE 0284 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____ Surviving (Transferee) _____

<u>CODE</u>	<u>AMOUNT</u>	<u>FEE REMITTED</u>
-------------	---------------	---------------------

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

Name Change
(New Name)

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

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	_____	_____ Person

Code _____

ATTENTION:

MAIL TO ADDRESS: _____

Doherty, Elliot, Nicklas & DeMall
19 North Court St
Fredrick, MD 21701

TOTAL FEES 40

Check _____ Cash _____

Documents on _____ checks

APPROVED BY: *HR*

NOTE:

Table 1. *Continued*

00045 00710
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
FOUR "B" INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
FEBRUARY 28, 1992 9:16 A.
OF MARYLAND AT O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:
20.00

RECORDING
FEE PAID:
20.00

SPECIAL
FEE PAID:

\$

\$

\$

D3382546

WASHINGTON COUNTY

TO THE CLERK OF THE COURT OF

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

RETURN TO: MAILED SEP 17 1992
DOHERTY, ELLICOTT, NICHOLAS &
DE MALL
19 NORTH COURT ST
FREDERICK MD 21701

171C305C299

A 382129



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

00045 00711

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
GROVE WEATHERPROOFING, SIDING, AND WINDOW COMPANY, 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, Timothy J. Dwyer, whose post office address is 14817 National Pike, Clear Spring, MD 21722, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is Grove Weatherproofing, Siding, and Window Company, 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 installing and repairing exterior home improvements to include, but not limited to, the following: siding, soffit and fascia, gutter and downspouts, awnings, storm windows and doors, prime replacement windows; 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 in this State is 14819 National Pike, Clear Spring, MD 21722. The name and post office address of the Resident Agent of the Corporation in this State are June A. Stouffer; 12802 Independence Road, Clear Spring, MD 21722. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is one thousand (1000) 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 Timothy J. Dwyer.

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 judgement 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 26th day of February, 1992, and I acknowledge the same to be my act.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

2-27-92 at 8:37a .m.

FILED Timothy J. Dwyer 20588304
2/26/92

JUL 23 2 35 PM '92

LENNIE J. WEAVER, CLERK

BY: _____

7799 1909

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



0045 00712

CLERK OF THE CIRCUIT COURT
Department of Assessments and Taxation
WASHINGTON COUNTY
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 0238 BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Religious ☒ Close ☒ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

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

Name Change
(New Name) _____

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

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 _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Drove
Weatherproofing
Siding & Window Co.
14819 National Pike
Clear Spring, Md. 21722

TOTAL FEES 40 Check _____ Cash _____

Documents on _____ checks

APPROVED BY: A

FILED NOTE:

JUL 23 2 35 PM '92

LENNIE J. WEAVER, CLERK
BY: _____

FORM 1210

00045 00713
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
GROVE WEATHERPROOFING, SIDING, AND WINDOW
COMPANY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
FEBRUARY 27, 1992 8:37 A.
OF MARYLAND AT O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:
20.00

RECORDING
FEE PAID:
20.00

SPECIAL
FEE PAID:

\$

\$

\$

D3382322

WASHINGTON COUNTY

TO THE CLERK OF THE COURT OF

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

RETURN TO: MAILED SEP 17 1992
GROVE WEATHERPROOFING, SIDING, AN
WINDOW CC.
14819 NATIONAL PIKE
CLEAR SPRING MD 21722

171C305C277

A 382107



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

00045 00714

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION

STATE OF MARYLAND

OF

WASHINGTON COUNTY ENDOWMENT
DEVELOPMENT COMPANY, INC.

FIRST: I, JOHN J. McELWEE, JR., whose post office address is 322 East Antietam Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is Washington County Endowment Development Company, 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 real property ("Property"), without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, lease, 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, 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

FILED

JUL 23 2 35 PM '92
LENNIE J. WEAVER, CLERK
BY: _____

20598316

the federal income tax exemption of the Corporation pursuant to Section 501(c)(2) 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 said Property 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)(2) 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 acquire, by purchase or lease, gift, grant, devise, bequest, or otherwise, lands and interests in lands in this or in any other state or territory of the United States or a foreign country, and to own, hold, improve, employ, develop, use and manage and deal with any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held or acquired by the Corporation, buildings or other structures, with their appurtenances, and to manage, operate, lease, rebuild, enlarge, alter, or improve any buildings, or other structures now or hereafter erected on any lands so owned, held, or occupied, and to mortgage, subdivide, pledge, sell, convey, lease, exchange, transfer, or otherwise dispose of any lands or interests in lands, and any buildings or other structures, and any stores, shops, suites, rooms, or part of any building or other structures, at any time owned or held by the Corporation.

(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 322 East Antietam Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is John J. McElwee, Jr., 322 East Antietam 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 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 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: Maynard Patterson, Harold H. Gist, M. D., Lois Harrison, William E. King, Earl J. Smith, Benjamin Kunkleman and Brad Downey.

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 27th day of February 1992, and I acknowledge same to be my act.

J. M. McElwee, Jr.
John J. McElwee, Jr.

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
Administrator

CLERK OF THE CIRCUIT COURT

WASHINGTON COUNTY

Department of Assessments and Taxation

CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 02^{MA} BUSINESS CODE 04 COUNTY 71# _____ P.A. _____ Religious _____ Close _____ Stock ☒ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

10	<u>30</u>	Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance

76 _____ Certificate of Merger/Transfer

75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign 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 Schaefer
152 W. Wash St
Hagerstown Md
21740

TOTAL FEES 70☒ Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JP

00045 00719

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
WASHINGTON COUNTY ENDOWMENT DEVELOPMENT
COMPANY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
FEBRUARY 28, 1992 9:15 A.
OF MARYLAND AT O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:
20.00

\$ _____

RECORDING
FEE PAID:
20.00

\$ _____

SPECIAL
FEE PAID:

\$ _____

D3382215

WASHINGTON COUNTY

TO THE CLERK OF THE COURT OF

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

RETURN TO: MAILED SEP 17 1992
MICHAEL SCHAEFER
152 W. WASH ST
HAGERSTOWN MD 21740

17103050266

A 382096



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 382096

00045 00720

APPROVED FOR RECORD

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

2/13/92 at 8:33a.m.

CHRIST'S EVANGELICAL AND REFORMED CHURCH

ARTICLES OF AMENDMENT AND NAME CHANGE

Explanatory Statement

WHEREAS on 30 March 1855, the Trustees of Christ's Church, being the Second German Reformed Church at Hagerstown, Maryland, filed Articles of Incorporation (the "Plan") among the Corporation records maintained by the Clerk of the Circuit Court for Washington County, Maryland (the "Clerk's Records") which is recorded in corporate Liber 1, folio 64 (Originally the Plan was filed in corporate Liber O.H.W. 1, folio 135); and

WHEREAS on 18 September 1877, the Trustees of Christ's Church, being the Second German Reformed Church at Hagerstown, Maryland, filed among the Clerk's Records an "Agreement And Regulation As Amended" (the "First Amendment") to the Plan. The First Amendment, which is filed in corporate Liber 1, folio 183 (originally corporate Liber 2, folio 208) authorized and directed certain changes to the Plan which are more fully set forth in said First Amendment; and

WHEREAS on 30 May 1910, the Trustees of Christ's Church, being the Second German Reformed Church at Hagerstown, Maryland, filed another document (the "Second Amendment") among the Clerk's Records which amended the Plan and the First Amendment. The Second Amendment, which is recorded in corporate Liber 2, folio 145, among other things, authorized and directed that the name be changed to Christ's Reformed Church of Hagerstown; and

WHEREAS on 7 May 1945, the Trustees of Christ's Reformed Church of Hagerstown filed an additional instrument (the "Third Amendment") among the Clerk's Records which amended the Plan and the First and Second Amendments. The Third Amendment, which is recorded in corporate Liber 4, folio 640, among other things, authorized and directed that the name be changed to Christ's Evangelical and Reformed Church (the "Church"); and

WHEREAS, by a vote which was taken on 13 May 1991, the majority of the Trustees of the Church (the "Consistory") have declared that the hereinafter amendments (the "Articles of Amendment and Name Change") are advisable; and

WHEREAS, pursuant to Maryland Corporations and Associations Article, section 5-308 (1985 Replacement Volume, as amended from time to time), notice of the Articles of Amendment and Name Change was duly given to the adult members of the Church in order that they might vote on the Articles of Amendment and Name Change; and

20448362

Jul 23 2 35 PM '92

LENNIE J. WEAVER, CLERK

BY: _____

7755 1547

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

WHEREAS on 16 June 1991, the adult members of the Church voted on the Articles of Amendment and Name Change and it was approved by more than two-thirds of those present at that meeting; and

WHEREAS, pursuant to Maryland Corporations and Associations Article, section 5-309 (c) (1985 Replacement Volume, as amended from time to time) the Consistory is filing these Articles of Amendment and Name Change with the State Department of Assessments and Taxation in Baltimore, Maryland and among the Clerk's Records; and

WHEREAS, since the Plan and the First, Second and Third Amendments are recorded among Clerk's Records but not among the corporate records maintained by the State Department of Assessments and Taxation, it is the intention of the Consistory to record certified copies of those documents immediately prior to these Articles of Amendment and Name Change;

NOW THEREFORE, the Consistory has hereunto signed and acknowledged this Article of Amendment and Name Change and has caused the chairman and secretary of the meeting to verify, under oath, the matters and facts contained herein, and they do hereby file these Articles of Amendment and Name Change among the corporate records maintained by the State Department of Assessments and Taxation and the Clerk's Records.

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTYChrist's Reformed Church - United Church of Christ
Hagerstown, Maryland

CONSTITUTION

SECTION I
Name and Address

ARTICLE 1. The name of this Congregation shall be "Christ's Reformed Church - United Church of Christ of Hagerstown, Maryland," known hereinafter as "Christ's Reformed Church" and the principal place of worship shall be 130 West Franklin Street, Hagerstown, Washington County, Maryland. 21741

ARTICLE 2. The name of the resident agent for Christ's Reformed Church is Priscilla T. Matheny, who's address is 130 West Franklin Street, Hagerstown, Washington County, Maryland. 21741

SECTION II
Purpose

ARTICLE 1. The purpose of this Church shall be to worship God, to proclaim the Gospel of Jesus Christ, and to celebrate the Sacraments and Rites; to create Christian fellowship and unity within this Church and the church universal; to render loving service toward all people; and to strive for righteousness, justice, and peace.

SECTION III
Affiliation

ARTICLE 1. This Congregation shall be a member of the United Church of Christ or its successor. It shall sustain that relationship to the United Church of Christ described in those portions of the Constitution and By-Laws of the United Church of Christ relating to local churches.

ARTICLE 2. This Congregation shall be a member of the Association and Conference of the United Church of Christ within which geographic bounds this Church is located.

SECTION IV
Faith and Covenant

ARTICLE 1. Faith. This Church acknowledges as its sole Head, Jesus Christ, the Son of God and the Savior of us all. It acknowledges as kindred in Christ all who share in this confession. It looks to the Word of God in the Scriptures, and to the presence and power of the Holy Spirit, to prosper its

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

creative and redemptive work in the world. It claims as its own the faith of the historic church expressed in the ancient creeds and reclaimed in the basic insights of the Protestant Reformers. It affirms the responsibility of the Church in each generation to make this faith its own. In accordance with the teaching of our Lord and the practice prevailing among Protestant Christians, it recognizes two Sacraments: Baptism and the Lord's Supper or Holy Communion.

Our expression of this faith is:

Statement of Faith

"We believe in God, the Eternal Spirit, Father of our Lord Jesus Christ and our Father, and to his deeds we testify:

He calls the worlds into being,
creates man in his own image,
and sets before him the ways of life and death.

He seeks in holy love to save all people from aimlessness
and sins.

He judges men and nations by His righteous will declared
through prophets and apostles.

In Jesus Christ, the man of Nazareth, our crucified and risen
Lord, He has come to us and shared our common lot,
conquering sin and death
and reconciling the world to Himself.

He bestows upon us His Holy Spirit,
creating and renewing the Church of Jesus Christ,
binding in covenant faithful people of all ages,
tongues, and races.

He calls us into His Church
to accept the cost and joy of discipleship,
to be His servants in the service of men,
to proclaim the gospel to all the world
and resist the powers of evil,
to share in Christ's baptism and eat at His table,
to join Him in His passion and victory.

He promises to all who trust Him
forgiveness of sins and fullness of grace,
courage in the struggle for justice and peace,
His presence in trial and rejoicing,
and eternal life in His Kingdom which has no end.

Blessing and honor, glory and power be unto Him. Amen."

ARTICLE 2. Covenant. We covenant one with another to seek and to respond to the Word and the will of God. We pledge to walk together in the ways of the Lord, made known and to be made known to us. We hold it to be the mission of the Church: to witness to the gospel of Jesus Christ in all the world, to worship God, and to strive for truth, justice, and peace. We depend on the Holy Spirit as did our forbearers, to lead and empower us. We work and pray for the coming of the Kingdom of God, and we look with faith toward the triumph of righteousness and eternal life.

SECTION V
Membership - Rights and Privileges

ARTICLE 1. Membership in the Congregation shall be open to all persons who have been duly received into its communion by baptism and confirmation, by certificate of transfer, or by renewal of profession of faith.

ARTICLE 2. As members of this Congregation, each person shall be entitled to all the rights and privileges of membership, and shall accept the responsibilities of membership, as defined in the By-Laws.

ARTICLE 3. All members of this Congregation shall have the right to voice and vote at meetings of the Congregation, subject to the Constitution and By-Laws of the Congregation and the Laws of the State of Maryland which may apply to churches.

SECTION VI
Consistory

ARTICLE 1. The Consistory shall be the executive body, the policy-making body, and the Board of Trustees of this Congregation.

ARTICLE 2. All members of the Consistory shall be members in good standing of this Congregation.

SECTION VII
Pastor

ARTICLE 1. ELECTION OF PASTOR.

ITEM 1. Qualification. The Congregation shall elect as its pastor only one who holds Ministerial Standing in an association of the United Church of Christ, and who is assured such Standing in the local Association.

ITEM 2. Selection. A Search Committee appointed by the Consistory shall seek possible candidates. The committee

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shall request the counsel of the Association President and the Area Conference Minister. They may ask the Area Conference Minister to secure relevant information about any minister they wish to consider for the vacancy. The committee shall recommend one candidate to the Consistory.

ITEM 3. Nomination. A candidate, when approved by the Consistory and Association, shall be nominated for election by the Congregation.

ITEM 4. Voting. The Congregation shall vote by ballot for or against the candidate.

ARTICLE 2. CALLING. Upon favorable vote of the Congregation the Consistory shall extend a call to the candidate. In the call, the terms of the relationship shall be stated. Compensation shall include: salary, housing arrangements, fringe allowances, the Church's participation in the Pension Fund of the United Church of Christ, the Ministers' Health Insurance Program, and other terms agreed upon between the candidate and the Consistory. The Pastor's compensation is extended to fall within the current recommended guidelines for Pastoral Compensation of the Central Atlantic Conference. The Pastor's moving expenses, upon assumption of the pastorate, shall be borne in full by the Congregation. Copies of the call shall be sent to the Association President, and the Area Conference Minister. One copy shall be retained by the Secretary of the Consistory for the Church file.

ARTICLE 3. INSTALLATION. When the candidate has accepted the call, the candidate and the Church shall join in requesting the Association to arrange a service of installation.

ARTICLE 4. RIGHTS. The Pastor shall be a voting member of the Consistory and an ex-officio member of all or any organization, group, or committee within the Church. Any person performing a religious ceremony in the Church shall have the Pastor's consent.

ARTICLE 5. TERM OF OFFICE AND TERMINATION. The Pastor shall be elected for an indefinite period. In order to terminate this relationship, ninety (90) days notice shall be given either the Pastor or the Congregation, unless by mutual consent the parties agree otherwise. In the event of the death of the Pastor, the Congregation will continue the established compensation to the Pastor's family or estate for a period not to exceed ninety (90) days.

ARTICLE 6. ASSOCIATE PASTORAL STAFF. The Consistory shall have the authority to engage Associate Pastoral Staff on a contract basis. The person[s] thus engaged must hold Ministerial Standing in an Association of the United Church of Christ and/or

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be assured of such Standing in the local Association. Associate Pastoral Staff shall have the approval of the Senior Pastor. An Associate Pastor shall not be a candidate for the position of Senior Pastor.

SECTION VIII
Spiritual Council

ARTICLE 1. The Pastor or Pastors and all Elders currently serving on Consistory shall constitute the Spiritual Council.

SECTION IX
Quorum

ARTICLE 1. For Congregational meetings, a quorum shall consist of ten (10%) percent of the membership of this Church.

SECTION X
Governing Body

ARTICLE 1. The governing body of this Congregation shall be at least a quorum of the membership assembled in an annual or special meeting. The vote of a majority of members present at the meeting shall constitute the action of the Congregation.

SECTION XI
Meetings

ARTICLE 1. An Annual Meeting of the Congregation shall be held during the month of April, the exact date and time to be set by the Consistory. Other special meetings may be called by the Consistory as provided in the By-Laws.

SECTION XII
Finance

ARTICLE 1. The Consistory shall be responsible for all matters of a financial nature which have a bearing on the well-being of the Church. The following items shall be included in the activities required to meet these responsibilities:

1. Prepare an annual budget of operating income and expenses.
2. Determine annual capital expenditures.
3. Determine methods of procuring the necessary operating and capital funds.
4. Establish and maintain records of members' commitments and contributions.

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5. Provide appropriate custody, investment, and disbursements of gifts, bequests, and endowments.

Further, the Consistory shall make an annual report of its stewardship of all matters of a financial nature to the Congregation within thirty (30) days of the end of the fiscal year.

ARTICLE 2. The Church fiscal year shall be from June 1, to May 31.

SECTION XIII
Amendments

ARTICLE 1. The Constitution may be amended by the Congregation by a vote of two-thirds of the members present either at an annual meeting or at a special meeting called by the Consistory for this purpose. At least two (2) weeks notice of the proposed change shall be given the Congregation before a meeting may be held to amend the Constitution.

This Constitution will take effect, with Congregational approval, July 1, 1991.

Witness the hand and seal of each member of the Consistory.

Witness:

Judith A. Butts

Laird L. Harrison
Member

Judith A. Butts

Delbert L. Shaul
Member

Judith A. Butts

Bertrude J. Brown
Member

Judith A. Butts

Georgiana K. Keller
Member

Judith A. Butts

Gene Horner
Member

Judith A. Butts

Melinda Lehman
Member

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTYJudith A. ButtsJennifer M. Zeger
MemberJudith A. ButtsWanda E. Shank
MemberJudith A. ButtsDavid R. Shank
MemberJudith A. ButtsEdward E. Ingram
MemberJudith A. ButtsArthur H. Burgan Jr.
MemberJudith A. ButtsCharles E. Strassburg Jr.
MemberJudith A. ButtsWallace B. Kiehl
MemberJudith A. ButtsAnn E. Wells
MemberJudith A. ButtsLong Spunkle
MemberJudith A. ButtsRichard L. Spangala
MemberJudith A. ButtsJames W. Morris
MemberJudith A. ButtsJudith Z. Miller
MemberJudith A. ButtsRichard M. Hager
Member

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTYJudith A. ButtsMary R. M. Laughlin
MemberJudith A. ButtsEugene G. Flures
MemberJudith A. ButtsRebecca A. Sweeney
MemberJudith A. ButtsMary E. Graves
MemberJudith A. ButtsThomas Von Metze
MemberJudith A. ButtsMichael S. S. S.
MemberJudith A. ButtsAlan Cogan
MemberJudith A. ButtsPaul E. Dorman
Member

STATE OF MARYLAND, COUNTY OF WASHINGTON, TO WIT:

I HEREBY CERTIFY, That on this 13 day of January A.D., 1994 before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Lois B. Harrison who acknowledged for self to be a member of the Consistory for Christ's Reformed Church - United Church of Christ Hagerstown, Maryland, and that she, as such member, being authorized so to do, executed the foregoing instrument for the purposes therein contained.

Witness my hand and official Notarial Seal.

Judith A. Butts
Notary Public

My Commission Expires: 1-1-96

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

STATE OF MARYLAND, COUNTY OF WASHINGTON, TO WIT:

I HEREBY CERTIFY, That on this 13 day of January A.D., 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared William Shank who acknowledged him self to be a member of the Consistory for Christ's Reformed Church - United Church of Christ Hagerstown, Maryland, and that he, as such member, being authorized so to do, executed the foregoing instrument for the purposes therein contained.

Witness my hand and official Notarial Seal.

Judith A. Butts
Notary Public

My Commission Expires: 1-1-96

STATE OF MARYLAND, COUNTY OF WASHINGTON, TO WIT:

I HEREBY CERTIFY, That on this 13 day of January A.D., 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Gertrude L. Brown who acknowledged her self to be a member of the Consistory for Christ's Reformed Church - United Church of Christ Hagerstown, Maryland, and that she, as such member, being authorized so to do, executed the foregoing instrument for the purposes therein contained.

Witness my hand and official Notarial Seal.

Judith A. Butts
Notary Public

My Commission Expires: 1-1-96

STATE OF MARYLAND, COUNTY OF WASHINGTON, TO WIT:

I HEREBY CERTIFY, That on this 13 day of January A.D., 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Georgia Keller who acknowledged her self to be a member of the Consistory for Christ's Reformed Church - United Church of

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Christ Hagerstown, Maryland, and that she, as such member, being authorized so to do, executed the foregoing instrument for the purposes therein contained.

Witness my hand and official Notarial Seal.

Judith A. Butts
Notary Public

My Commission Expires: 1-1-96

STATE OF MARYLAND, COUNTY OF WASHINGTON, TO WIT:

I HEREBY CERTIFY, That on this 13 day of January A.D., 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Jane Horner who acknowledged her self to be a member of the Consistory for Christ's Reformed Church - United Church of Christ Hagerstown, Maryland, and that she, as such member, being authorized so to do, executed the foregoing instrument for the purposes therein contained.

Witness my hand and official Notarial Seal.

Judith A. Butts
Notary Public

My Commission Expires: 1-1-96

STATE OF MARYLAND, COUNTY OF WASHINGTON, TO WIT:

I HEREBY CERTIFY, That on this 13 day of January A.D., 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Melinda Lohman who acknowledged her self to be a member of the Consistory for Christ's Reformed Church - United Church of Christ Hagerstown, Maryland, and that she, as such member, being authorized so to do, executed the foregoing instrument for the purposes therein contained.

Witness my hand and official Notarial Seal.

Judith A. Butts
Notary Public

My Commission Expires: 1-1-96

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

STATE OF MARYLAND, COUNTY OF WASHINGTON, TO WIT:

I HEREBY CERTIFY, That on this 13 day of January A.D., 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Jennifer Jeger who acknowledged her self to be a member of the Consistory for Christ's Reformed Church - United Church of Christ Hagerstown, Maryland, and that she, as such member, being authorized so to do, executed the foregoing instrument for the purposes therein contained.

Witness my hand and official Notarial Seal.

Judith A. Butts
Notary Public

My Commission Expires: 1-1-96

STATE OF MARYLAND, COUNTY OF WASHINGTON, TO WIT:

I HEREBY CERTIFY, That on this 13 day of January A.D., 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Wanda E. Shank who acknowledged her self to be a member of the Consistory for Christ's Reformed Church - United Church of Christ Hagerstown, Maryland, and that she, as such member, being authorized so to do, executed the foregoing instrument for the purposes therein contained.

Witness my hand and official Notarial Seal.

Judith A. Butts
Notary Public

My Commission Expires: 1-1-96

STATE OF MARYLAND, COUNTY OF WASHINGTON, TO WIT:

I HEREBY CERTIFY, That on this 13 day of January A.D., 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared David R. Shank who acknowledged him self to be a member of the Consistory for Christ's Reformed Church - United Church of Christ Hagerstown, Maryland, and that he, as such member, being authorized so to

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CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

do, executed the foregoing instrument for the purposes therein contained.

Witness my hand and official Notarial Seal.

Judith A. Butts
Notary Public

My Commission Expires: 1-1-96

STATE OF MARYLAND, COUNTY OF WASHINGTON, TO WIT:

I HEREBY CERTIFY, That on this 13 day of January A.D., 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Edward E. Ingram who acknowledged himself to be a member of the Consistory for Christ's Reformed Church - United Church of Christ Hagerstown, Maryland, and that he, as such member, being authorized so to do, executed the foregoing instrument for the purposes therein contained.

Witness my hand and official Notarial Seal.

Judith A. Butts
Notary Public

My Commission Expires: 1-1-96

STATE OF MARYLAND, COUNTY OF WASHINGTON, TO WIT:

I HEREBY CERTIFY, That on this 13 day of January A.D., 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Arthur H. Burgan Jr. who acknowledged him self to be a member of the Consistory for Christ's Reformed Church - United Church of Christ Hagerstown, Maryland, and that he, as such member, being authorized so to do, executed the foregoing instrument for the purposes therein contained.

Witness my hand and official Notarial Seal.

Judith A. Butts
Notary Public

My Commission Expires: 1-1-96

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

STATE OF MARYLAND, COUNTY OF WASHINGTON, TO WIT:

I HEREBY CERTIFY, That on this 13 day of January A.D., 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Charles E. Strasbaugh, Jr. who acknowledged him self to be a member of the Consistory for Christ's Reformed Church - United Church of Christ Hagerstown, Maryland, and that he, as such member, being authorized so to do, executed the foregoing instrument for the purposes therein contained.

Witness my hand and official Notarial Seal.

Judith A. Butts
Notary Public

My Commission Expires: 1-1-96

STATE OF MARYLAND, COUNTY OF WASHINGTON, TO WIT:

I HEREBY CERTIFY, That on this 13 day of January A.D., 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Wallace B. Dickel who acknowledged him self to be a member of the Consistory for Christ's Reformed Church - United Church of Christ Hagerstown, Maryland, and that he, as such member, being authorized so to do, executed the foregoing instrument for the purposes therein contained.

Witness my hand and official Notarial Seal.

Judith A. Butts
Notary Public

My Commission Expires: 1-1-96

STATE OF MARYLAND, COUNTY OF WASHINGTON, TO WIT:

I HEREBY CERTIFY, That on this 13 day of January A.D., 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Ann E. Willis who acknowledged her self to be a member of the Consistory for Christ's Reformed Church - United Church of Christ Hagerstown, Maryland, and that she, as such member, being authorized so to do, executed the foregoing instrument for the purposes therein

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CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

contained.

Witness my hand and official Notarial Seal.

Judith A. Butts
Notary Public

My Commission Expires: 1-1-96

STATE OF MARYLAND, COUNTY OF WASHINGTON, TO WIT:

I HEREBY CERTIFY, That on this 13 day of January A.D., 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Larry Sprinkle who acknowledged him self to be a member of the Consistory for Christ's Reformed Church - United Church of Christ Hagerstown, Maryland, and that he, as such member, being authorized so to do, executed the foregoing instrument for the purposes therein contained.

Witness my hand and official Notarial Seal.

Judith A. Butts
Notary Public

My Commission Expires: 1-1-96

STATE OF MARYLAND, COUNTY OF WASHINGTON, TO WIT:

I HEREBY CERTIFY, That on this 13 day of January A.D., 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard K. Manspeaker who acknowledged him self to be a member of the Consistory for Christ's Reformed Church - United Church of Christ Hagerstown, Maryland, and that he, as such member, being authorized so to do, executed the foregoing instrument for the purposes therein contained.

Witness my hand and official Notarial Seal.

Judith A. Butts
Notary Public

My Commission Expires: 1-1-96

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CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

STATE OF MARYLAND, COUNTY OF WASHINGTON, TO WIT:

I HEREBY CERTIFY, That on this 13 day of January A.D., 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared James L. Morris who acknowledged him self to be a member of the Consistory for Christ's Reformed Church - United Church of Christ Hagerstown, Maryland, and that he, as such member, being authorized so to do, executed the foregoing instrument for the purposes therein contained.

Witness my hand and official Notarial Seal.

Judith A. Butts
Notary Public

My Commission Expires: 1-1-96

STATE OF MARYLAND, COUNTY OF WASHINGTON, TO WIT:

I HEREBY CERTIFY, That on this 13 day of January A.D., 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Judith J. Miller who acknowledged her self to be a member of the Consistory for Christ's Reformed Church - United Church of Christ Hagerstown, Maryland, and that she, as such member, being authorized so to do, executed the foregoing instrument for the purposes therein contained.

Witness my hand and official Notarial Seal.

Judith A. Butts
Notary Public

My Commission Expires:

STATE OF MARYLAND, COUNTY OF WASHINGTON, TO WIT:

I HEREBY CERTIFY, That on this 13 day of January A.D., 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard Stenger who acknowledged him self to be a member of the Consistory for Christ's Reformed Church - United Church of Christ Hagerstown, Maryland, and that he, as such member, being authorized so to do, executed the foregoing instrument for the purposes therein

contained.

Witness my hand and official Notarial Seal.

Judith A. Butts
Notary Public

My Commission Expires: 1-1-96

STATE OF MARYLAND, COUNTY OF WASHINGTON, TO WIT:

I HEREBY CERTIFY, That on this 13 day of January A.D., 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Mary L. McLaughlin who acknowledged her self to be a member of the Consistory for Christ's Reformed Church - United Church of Christ Hagerstown, Maryland, and that she, as such member, being authorized so to do, executed the foregoing instrument for the purposes therein contained.

Witness my hand and official Notarial Seal.

Judith A. Butts
Notary Public

My Commission Expires: 1-1-96

STATE OF MARYLAND, COUNTY OF WASHINGTON, TO WIT:

I HEREBY CERTIFY, That on this 13 day of January A.D., 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Eugene Flavin who acknowledged him self to be a member of the Consistory for Christ's Reformed Church - United Church of Christ Hagerstown, Maryland, and that he, as such member, being authorized so to do, executed the foregoing instrument for the purposes therein contained.

Witness my hand and official Notarial Seal.

Judith A. Butts
Notary Public

My Commission Expires: 1-1-96

STATE OF MARYLAND, COUNTY OF WASHINGTON, TO WIT:

I HEREBY CERTIFY, That on this 13 day of January A.D., 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Patricia A. Sweeney who acknowledged her self to be a member of the Consistory for Christ's Reformed Church - United Church of Christ Hagerstown, Maryland, and that she, as such member, being authorized so to do, executed the foregoing instrument for the purposes therein contained.

Witness my hand and official Notarial Seal.

Judith A. Butts
Notary Public

My Commission Expires: 1-1-96

STATE OF MARYLAND, COUNTY OF WASHINGTON, TO WIT:

I HEREBY CERTIFY, That on this 13 day of January A.D., 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Mary E. Graves who acknowledged him self to be a member of the Consistory for Christ's Reformed Church - United Church of Christ Hagerstown, Maryland, and that he, as such member, being authorized so to do, executed the foregoing instrument for the purposes therein contained.

Witness my hand and official Notarial Seal.

Judith A. Butts
Notary Public

My Commission Expires: 1-1-96

STATE OF MARYLAND, COUNTY OF WASHINGTON, TO WIT:

I HEREBY CERTIFY, That on this 17 day of January A.D., 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Thomas J. Van Metre who acknowledged him self to be a member of the Consistory for Christ's Reformed Church - United Church of Christ Hagerstown, Maryland, and that he, as such member, being authorized so to

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do, executed the foregoing instrument for the purposes therein contained.

Witness my hand and official Notarial Seal.

Judith A. Buttk
Notary Public

My Commission Expires: 1-1-96

STATE OF MARYLAND, COUNTY OF WASHINGTON, TO WIT:

I HEREBY CERTIFY, That on this 23rd day of January A.D., 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared J. Michael Sokol who acknowledged him self to be a member of the Consistory for Christ's Reformed Church - United Church of Christ Hagerstown, Maryland, and that he, as such member, being authorized so to do, executed the foregoing instrument for the purposes therein contained.

Witness my hand and official Notarial Seal.

Judith A. Buttk
Notary Public

My Commission Expires: 1-1-96

STATE OF MARYLAND, COUNTY OF WASHINGTON, TO WIT:

I HEREBY CERTIFY, That on this 28th day of January A.D., 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared C. Alan Logan who acknowledged him self to be a member of the Consistory for Christ's Reformed Church - United Church of Christ Hagerstown, Maryland, and that he, as such member, being authorized so to do, executed the foregoing instrument for the purposes therein contained.

Witness my hand and official Notarial Seal.

Judith A. Buttk
Notary Public

My Commission Expires: 1-1-96

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

STATE OF MARYLAND, COUNTY OF WASHINGTON, TO WIT:

I HEREBY CERTIFY, That on this 3rd day of February A.D., 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Ruth E. Dorman who acknowledged her self to be a member of the Consistory for Christ's Reformed Church - United Church of Christ Hagerstown, Maryland, and that she as such member, being authorized so to do, executed the foregoing instrument for the purposes therein contained.

Witness my hand and official Notarial Seal.

Judith A. Butts
Notary Public

My Commission Expires: 1-1-96

I, THE UNDERSIGNED, DO HEREBY DECLARE that I was appointed Chairman of the meeting called by the Consistory of Christ's Reformed Church - United Church of Christ Hagerstown, Maryland which was held on 13 May 1991 and that the above Articles of Amendment and Name Change is the true and accurate version which was presented, voted upon and approved by the majority of the adult members present at that meeting.

Witness:

Judith A. Butts

Laird Harrison
Chairman

I, THE UNDERSIGNED, DO HEREBY DECLARE that I was appointed Secretary of the meeting called by the Consistory of Christ's Reformed Church - United Church of Christ Hagerstown, Maryland which was held on 13 May 1991 and that the above Articles of Amendment and Name Change is the true and accurate version which was presented, voted upon and approved by the majority of the adult members present at that meeting.

Witness:

Judith A. Butts

Engine G. Flinn
Secretary

00045 00741

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

STATE OF MARYLAND, COUNTY OF WASHINGTON, TO WIT:

I HEREBY CERTIFY, That on this 13 day of January A.D., 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Lara S. Harrison who acknowledged her self to be Chairman of the meeting called by the Consistory for Christ's Reformed Church - United Church of Christ Hagerstown, Maryland, and that she, as such Chairman, being authorized so to do, executed the foregoing instrument for the purposes therein contained.

Witness my hand and official Notarial Seal.

Judith A. Butte
Notary Public

My Commission Expires: 1-1-96

STATE OF MARYLAND, COUNTY OF WASHINGTON, TO WIT:

I HEREBY CERTIFY, That on this 13 day of January A.D., 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Eugene Flurie who acknowledged him self to be Secretary of the meeting called by the Consistory for Christ's Reformed Church - United Church of Christ Hagerstown, Maryland, and that he, as such Secretary, being authorized so to do, executed the foregoing instrument for the purposes therein contained.

Witness my hand and official Notarial Seal.

Judith A. Butte
Notary Public

My Commission Expires: 1-1-96

CERTIFICATE OF INCORPORATION OF THE COLORED FIFTH WARD DEMOCRATIC CLUB, INCORPORATED received for record October 26, 1944 at 1:00 o'clock P.M., and approved by the State Tax Commission of Maryland October 26, 1944 as in conformity with law and ordered recorded.

Owen E. Hitchins
Robert France
Commissioners

Recorded in Liber 181, folio 392, one of the Charter Records of the State Tax Commission of Maryland.

To the CLERK OF THE CIRCUIT COURT FOR WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, is a true copy, as received, approved and recorded by the State Tax Commission of Maryland.

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

(STATE TAX COMM. SEAL)

Albert W. Ward, Secretary

Capital - None

Bonus tax paid \$20.00 Recording fee paid \$10.00~

At the request of CHRIST'S EVANGELICAL AND REFORMED CHURCH this ARTICLES OF INCORPORATION was recorded June 7, 1945, at 9:00 A. M.

WHEREAS, heretofore by a certificate of agreement of incorporation now of record in Liber No. 2, Folio 145, record of incorporations, one of the record books of the Clerk of the Circuit Court for Washington County, certain persons were duly incorporated as a church corporation by the corporate style of "Christ's Reformed Church of Hagerstown," and

WHEREAS, it has been found expedient to make certain alterations and change in their plan of association and incorporation, and in pursuance thereof at a meeting of qualified persons for such purposes as required by the Code of Public General Laws of Maryland, duly called in conformity with said code and said corporation and held on the sixth day of May, A. D. 1945, certain changes in the said plan were directed and authorized to be made, executed and recorded. It is therefore hereby certified that the following is and shall be the plan of agreement and regulation as amended of the said church corporation.

SECTION I (Name and Object)

ARTICLE 1 - The name of this congregation shall be "Christ's Evangelical and Reformed Church."

ARTICLE 2 - The object of this congregation shall be to provide its members with the stated preaching of the word, the administration of the sacraments, the facilities for public worship and the exercise of christian discipline, and to adopt and prosecute from time to time such measures as are in harmony with the spirit, teaching and customs of the Evangelical and Reformed Church and as shall tend to promote the general interest of the Redeemer's Kingdom.

ARTICLE 3 - This congregation shall be an organic member of the Evangelical and Reformed Church and shall be governed by the constitution, laws and rules of said church.

SECTION II (Officers and their duties)

ARTICLE 1 - The officers of this congregation shall be a pastor or pastors, eight elders, eight deacons, a board of trustees, a recording secretary, a financial secretary and a treasurer who shall perform all their duties in conformity with the laws of the State of Maryland and of the Evangelical and Reformed Church.

ARTICLE 2 - The tenure of office for elders and deacons shall be four years, and for recording secretary, financial secretary and treasurer, one year. Neither elders nor deacons shall be eligible for two consecutive terms. Elders and deacons now serving shall continue to serve under this revised plan until the terms for which they were elected shall have expired and their successors shall have been elected and qualified.

ARTICLE 3 - It shall be the duty of the pastor to conduct the public worship of the sanctuary, to preach the gospel, to exercise pastoral oversight of the congregation, to dispense the holy sacraments and in conjunction with the elders to administer discipline.

ARTICLE 4 - It shall be the duty of the elders to watch faithfully over the spiritual interests of the congregation, to maintain order in the house of God, aid in visiting the sick, and minister according to his ability to the edification and comfort of all the members.

ARTICLE 5 - It shall be the duty of the deacons to cooperate with the other officers of the congregation to promote its general welfare, to aid in securing the funds necessary for the support of the church in its various activities, to foster the principles of stewardship and to dispense the charity of the church.

ARTICLE 6 - The pastor or pastors, elders and deacons shall constitute the consistory which shall have jurisdiction and oversight of the congregation and all its organizations. The pastor shall be president of the consistory. When, for any reason, a pastor is not present, one of the elders shall be chosen to preside. Each member of the consistory shall have one vote and a majority of the members shall constitute a quorum.

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WASHINGTON COUNTY

ARTICLE 7 - The consistory shall have charge of the general affairs of the congregation, shall call congregational meetings, order collections for the apportionments of the synods and for other benevolent purposes, provide for the payment of salaries, keep a full and accurate record of its own proceedings, be the custodian of all congregational records and submit any and all records to the synod when occasion requires or the synod requests it.

ARTICLE 8 - The pastor or the secretary of the consistory shall keep a complete record of all baptisms, confirmations, communicants, receptions by certificate, renewals of profession, dismissals, erasures of names, suspensions, excommunications, marriages and deaths. The record shall be the property of the congregation.

ARTICLE 9 - In calling a minister and in all matters of general interest, including the election of delegates to synod, the consistory shall be guided by the constitution of the Evangelical and Reformed church.

ARTICLE 10 - The elders and deacons of the consistory shall constitute the Board of Trustees of the congregation who shall have the care of the property of the congregation as a sacred trust, whether real or personal. In accordance with the articles and the constitution of the Evangelical and Reformed Church and until their successors are elected as herein provided, the following named persons shall constitute the board of trustees:

ELDERS:

H. K. Ramsburg
J. W. Schnebly
R. Paul Smith
Earl Brewer
Ellis G. Hoover
Mrs. Emma F. Benner
Benjamin F. Hunsberger
Roy A. Keller

DEACONS:

C. C. Ditto
W. A. Wooden
C. O. Brandenburg
Kieffer Spessard
Jacob Hoffman
Alan Haynes
Ralph Williams
Fred Spigler

ARTICLE 11 - The secretary of the consistory shall serve also as the secretary of the spiritual council, of the board of trustees and of the congregation. He shall perform faithfully the duties generally appertaining to such office.

ARTICLE 12 - The financial secretary shall have charge of all offerings, contributions and receipts. He shall credit such offerings, contributions and receipts to the proper persons or accounts. He shall deposit all cash items to the credit of the church in an approved bank and deliver the deposit tickets of the bank to the treasurer of the congregation along with a statement of the sources and purposes of all funds so deposited. He shall submit such reports as the consistory may require.

ARTICLE 13 - The treasurer of the congregation shall keep an accurate and faithful account of all money received and paid out. He shall not distribute any funds unless properly authorized. He shall submit a detailed report of receipts and expenditures at each regular meeting of the consistory and a general financial report to the congregation at each annual meeting.

ARTICLE 14 - The consistory shall hold regular meetings on the first Monday of each month at such an hour as they may agree upon and special meetings at such other times as may be necessary. All special meetings shall be called by the president, unless he is absent or unwilling to act, in which event the secretary of the consistory shall call such special meeting when requested in writing by a majority of the members of the consistory.

ARTICLE 15 - The pastor or pastors and the elders of the consistory shall constitute the spiritual council. It shall have original jurisdiction in matters of discipline except in the case of the pastor. It shall provide the elements for the Lord's Supper and when requested by the pastor aid in their distribution. It shall admit members into full communion and upon request issue letters of transfer to members in good and regular standing, and exclude those who may err in the faith or offend in morals. The pastor shall be the president but in his absence an elder shall be chosen to preside. A majority of the members shall constitute a quorum. It shall keep a full and accurate record of its proceedings which shall be submitted to synod when occasion requires it or the synod requests it.

SECTION III
(Elections)

ARTICLE 1 - Communicant members in good and regular standing shall have the right to voice and vote in the congregation and in any of its subsidiary organizations with which they may be affiliated, subject to the constitution and by-laws of the congregation and the laws of the State of Maryland which may apply to churches.

ARTICLE 2 - An election for pastor shall be held according to the prescribed regulations of the constitution of the Evangelical and Reformed Church.

ARTICLE 3 - When the pastor shall resign his charge or when three-fourths of the members of the consistory shall make a written request to the pastor for his resignation, the prescribed regulations of the constitution of the Evangelical and Reformed Church shall be observed.

ARTICLE 4 - An election for elders and deacons shall be held at the annual congregational meeting on the first Sunday in May and those chosen shall serve for four years and until their successors are elected and installed. All elections shall be by ballot and shall be determined by a majority of the votes cast. If only one candidate for each office is nominated, the congregation may, by voice or standing vote, authorize the secretary of the congregation to cast the vote of the congregation for the candidates nominated.

ARTICLE 5 - Nominations for the offices of elder and deacon shall be made each year at the April meeting of the consistory. The consistory shall present the names of one or two persons for each office to be filled. Public notice of the nominations shall be given at least two weeks before the election, at which time the congregation may nominate one additional person for each office to be filled. No person shall be voted for unless regularly nominated. All nominees shall be in full communion with the church and earnestly devoted to the cause of Christ.

ARTICLE 6 - Whenever a vacancy occurs in the membership of the consistory for any cause, the consistory may fill the vacancy for the current year but a successor shall be regularly nomi-

nated and elected at the next annual meeting for the residue of the unexpired term.

ARTICLE 7 - The annual meeting of the congregation shall be held on the first Sunday in May, each year, at the hour of the regular morning worship service, for the transaction of business and the election of officers. The consistory may call such special meetings of the congregation as it may deem necessary and shall call such other special meetings as are requested in writing by not less than one-tenth of the communicant members who are entitled to vote. This call shall be issued not more than two weeks after the receipt of the request. One week public notice of the time and place and purpose of a special congregational meeting shall be given. The Secretary shall keep a full and accurate record of all congregational meetings.

ARTICLE 8 - The secretary of the consistory, the financial secretary of the congregation and the treasurer of the congregation shall be elected by the consistory at their first regular meeting after the installation of newly elected elders and deacons. Each shall hold office for one year and be eligible for reelection. The consistory and the board of trustees may from time to time elect or appoint such committees as they may deem necessary for the proper expeditious performance of their duties, but any such committees shall have at least its chairman or secretary chosen from the members of the consistory or board of trustees.

ARTICLE 9 - The consistory in joint meeting with the consistory of Salem Evangelical and Reformed Church shall elect annually one primary delegate and one alternate delegate, preferably elders, to represent the charge in the meetings of synod. Due notice of such election shall be sent to the secretary of the synod. The congregation shall pay such expenses as are incurred in the attendance at the meetings of synod and are not assumed and paid by the synod.

SECTION IV (Members and Their Duties)

ARTICLE 1 - All persons shall be members of this congregation and shall be entitled to all its rights and privileges who have been duly received into its communion by confirmation, by certificate or by renewal of profession and have not been removed by death, by dismissal or by the process of Christian discipline.

ARTICLE 2 - It shall be the duty of every member of this congregation to live a sober, righteous and godly life, and to labor faithfully in bringing others unto Christ, to obey the laws and rules prescribed in the word of God and abide by the constitution of the church, to contribute liberally and in proportion to his means to the support of the gospel and for the extension of the Kingdom of Christ, engage diligently in private devotions, and partake of the Lord's Supper at least once a year. Parents shall bring their children at the proper time for baptism and give special attention to the Christian training of the members of their household.

ARTICLE 3 - If a member shall neglect to partake of the Holy Communion or refuse to contribute to the support of the church or continually absent himself from public worship for a period of one year, such conduct shall be regarded as an offense against the church and he shall be admonished by the pastor or elders. If after such admonition he continues in such neglect of duty for another year, the spiritual council shall notify him that he is no longer in good and regular standing. If before the expiration of another year he shall express a desire to be reinstated and shall promise to attend to his duties, the spiritual council shall reinstate him. But if at the end of the third year he shall not express a desire for reinstatement his name shall be erased from the register. If any member shall unite with any other congregation without a certificate of dismission his name shall be erased from the register.

ARTICLE 4 - Members who, on account of a change of residence or any other proper reason, shall desire to change their membership from this congregation to another shall obtain a certificate of dismission and as soon as possible shall unite with the other congregation. When received by the other congregation their names shall be erased from the register of this congregation. A certificate of dismission shall be valid for one year from its date.

SECTION V (By-Laws)

ARTICLE 1 - The congregation from time to time may enact such by-laws for its government as may be deemed necessary, provided however that they do not conflict with this constitution or the constitution of the Evangelical and Reformed Church.

SECTION VI (Amendments)

ARTICLE 1 - This constitution may be amended or altered by the congregation by a vote of two-thirds of the members present either at an annual meeting or at a special meeting called for the purpose. One week notice of the proposed change shall be given the congregation before an election may be held to amend or alter the constitution.

These articles of incorporation shall be signed by the trustees of the congregation under the provisions of Article 23, Section 275 of the Annotated Code of Maryland (1939 Edition) as amended by Chapter 275 of the Acts of 1945, and by them acknowledged before a Notary Public of the State of Maryland in and for Washington County, to be the act of said congregation and together with the certificate of acknowledgment of said Notary Public shall be recorded in the office of the Clerk of the Circuit Court for Washington County.

Witness our hands and seals this 7th day of May, 1945.

H. K. RAMSBURG (SEAL)
J. W. SCHNEBLI (SEAL)
R. PAUL SMITH (SEAL)
EARL BREWER (SEAL)
ELLIS G. HOOVER (SEAL)
ELMA F. BENNER (SEAL)
BENJAMIN F. HUNSBERGER (SEAL)
RAY N. KELLER (SEAL)

C. C. DITTO (SEAL)
W. A. WOODEN (SEAL)
CLARENCE O. BRANDENBURG (SEAL)
KIEFFER R. SPESSARD (SEAL)
JACOB A. HOFFMAN (SEAL)
H. ALAN HAYNES (SEAL)
FRED H. SPIGLER (SEAL)

CLERK OF THE CIRCUIT COURT

STATE OF MARYLAND, WASHINGTON COUNTY, WASHINGTON COUNTY

I hereby certify that on this 7th day of May, A. D. 1945, before me, the subscriber, a Notary Public of the State of Maryland in and for Washington County, personally appeared H. K. Rameburg, J. W. Schnebly, R. Paul Smith, Earl Brewer, Ellie G. Hoover, Emma F. Benner, Benjamin F. Hunsberger, Ray N. Keller, C. C. Ditto, W. A. Wooden, C. O. Brandenburg, Kieffer Speersard, Jacob Hoffman, H. Alan Haynes, Ralph Williams and Fred Spigler, and did acknowledge the foregoing Certificate of Incorporation to be their respective act and deed.

WITNESS my hand and seal.

(N. P. SEAL)

GOLDIE I. MOORE, Notary Public

At the request of THE MATHIAS-MARYLAND COMPANY this
CERTIFICATE OF INCORPORATION was recorded August 8,
1945, at 8:00 A. M.

THE MATHIAS-MARYLAND CO.CERTIFICATE OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscriber, Philip H. Mathias, whose post office address is 124A W. Washington St., Hagerstown, Md., Arthur F. Detrow, whose post office address is 408 Prof. Arts. Bldg., Hagerstown, Md. and George N. Oswald, whose post office address is 404 Prof. Arts Bldg., Hagerstown, Md., all being adults of full legal age, do, under and by virtue of the general laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

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

THE MATHIAS-MARYLAND COMPANY

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

- 1 - To engage in and carry on a general insurance, bonding and brokerage insurance business.
- 2 - To maintain an agency for the writing and selling of policies of insurance issued by regularly incorporated insurance companies, domestic and foreign, or fire and individual lawfully engaged in writing, underwriting, issuing or furnishing insurance of any or every kind and description, including insurance of human beings against death, sickness, or personal injury, or property against loss or damage from fire, water, wind, burglary or other causes, liability insurance, use and occupancy, profits of business, automobiles of any and all kinds, including property damage, liability, collision, etc. theft, plate glass, and fidelity, surety and casualty bonds and all insurance and bonds of every kind and description.
- 3 - To more particularly engage in the business of a general insurance agent in dealing direct with insurance companies, firms and individuals engaged in the selling of policies of insurance and bonds of every nature, kind and description.
- 4 - To act as agent and broker for corporations, fire and individual lawfully engaged in issuing or furnishing insurance of every kind and description and fidelity, surety and casualty bonds of every kind and description.
- 5 - To act as a special agent and broker in the conduct of an insurance business in the handling of insurance and bonds as heretofore outlined.
- 6 - To conduct a general insurance agency and an insurance brokerage business to act as

State of Maryland Washington ^{CLERK OF THE CIRCUIT COURT}
 30th day of September eighteen hundred and fifty four before the subscriber a Justice of the Peace of the State of Maryland in and for Washington County personally appear Samuel Shifler, Joseph Snyder, Jacob Huffer, Frederick Kefauver and Joseph Stine, they being personally known to me of my knowledge to be the persons who are named and described as and professing to be the Trustees in the foregoing Articles of Association or instrument of writing and do acknowledge said instrument of writing or Articles of Association to be the act and deed of the members of United Brethren in Christ of Mount Carmel Church and that the proceedings have been legally and duly conducted according to the force and effect of the Act of Assembly in such case made and provided. In Testimony whereof I have hereunto set my hand on the day and year of aforesaid,
 J. R. Humphries, Jr.

from old Record }
 No. 1 folios 135re.

At the request of the congregation of Christ's Church at Hagerstown Maryland the following was recorded March 30, 1855.

Whereas this Association being desirous of availing themselves of the benefit of an Act of the General Assembly of Maryland, passed November Session 1802 Chapter 3, entitled an Act to incorporate certain persons in every Christian Church or Congregation in this State have passed the following Constitution to wit, Article 1. Of the name and object, Sec Ist This Association shall be known by the name "Christ's Church" being the Second German Reformed Church at Hagerstown Md. Sec II. Its object shall be to provide its Members with the stated German Preaching of the Gospel of Jesus Christ to afford them facilities for the observance of the duties and ordinances of the Christian religion and to adopt and prosecute from time to time such measures as may be calculated to promote the general spread of the Redeemers Kingdom, Sec III It shall be subject to the Control of the Synod of the German Reformed Church in the United States, and shall in all respects, be governed by its rules and regulations, Art II. Of the officers and their duties, Sec. Ist The officers of this Congregation shall be a Pastor & Elders and 4 Deacons, Sec II The duties of the Pastor shall be to preach the Gospel, administer the Sacraments and perform all other duties belonging to a Minister of Jesus Christ. Sec III The Duties of the Elders shall be in common with the Pastor, to take the oversight of the Congregation to exercise Ecclesiastical discipline, to take heed that Christian order be maintained in all things to see that their Pastor, together with their Elders and Deacons, faithfully discharge their respective duties to aid in visiting the sick, and to contribute, according to their ability, to the instruction, improvement and consolation of the Members, Sec. IV. The duties of the Deacons shall be to assist the other officers of the Congregation in promoting its general welfare, to collect the alms and other Contributions which are designed for the relief of the poor, or the necessities of the Congregation, to distribute the alms, willingly & conscientiously and to provide for the support of the Pastor, Sec V. The Pastor, Elders & Deacons shall constitute the Trustees and the Consistory of the Congregation of which the Pastor shall be ex officio President and a Secretary & Treasurer shall be elected by themselves from their own number from time to time, as occasion may require. A Majority of members shall constitute a quorum, Sec VI. It shall be the duty of the Consistory to provide for the faithful enforcement of Discipline according to the Constitution of the German Reformed Church to transact all the other business of the Congregation in the name of the Congregation provided however that when any measure of general interest and importance presents itself such as the buying or selling of property, the borrowing of money or the erection of buildings &c, the first decision be the will of the majority of the Congregation assembled at a meeting called for the purpose of which due notice shall be given, Sec VII. The Consistory shall meet annually on the 26 December for

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the transaction of business final ^{the first Tuesday of March} at such other times as occasions may require, Article III Of Election, Sec I Every Male Member in good Standing shall be entitled to vote, Sec II An election shall be held for Pastor whenever his situation becomes vacant according to the mode and regulations mutually adopted and prescribed by the joint Consistory of the Charge to which this Congregation belongs, Sec III Every minister of the Gospel who may become a Candidate for the Office of Pastor must, before he can be chosen to, or at least inducted into office, be in good Standing in Connection with the Synod of the German Reformed Church, Sec IV An election for one Elder and two Deacons shall be held annually on the 26th December & those thus Chosen shall serve the Elders four years, the deacons two years. It shall be determined by lot which of the Officers thus elected as serving shall retire, Sec V At least two weeks before the election a double number of candidates for the several offices shall be proposed to the Congregation and no previous tenure of Office shall disqualify any person for being such a Candidate, Sec I Should any of the Offices become vacant by death, removal or otherwise, between the regular times for holding the election, they shall be filled by a new election & the person thus elected, shall serve during the time for which their predecessors were elected, Art IV Qualification for membership & duties of Members, Sec I To constitute any person a member of this Congregation he must possess the qualifications & be received according to the mode required & prescribed by the Constitution of the German Reformed Church, Sec II It shall be the duty of every member of this Congregation to labor to promote its general welfare and to contribute according to his ability and pleasure to the support of the Pastor & to every other object that may require the contributions of the Congregation, Sec III Any intentional omission to contribute to the support of the Gospel or any unnecessary absence from public worship or a repeated neglect of Sacraments shall be sufficient, even though there may be no special act of immorality to subject any one to discipline, Sec IV It shall be the duty of every member when removing out of the bounds of the Congregation to apply for a certificate of admission, and all who come from other Congregations must present such a certificate in order to membership, except in special cases of the nature of which the Congregation or the Consistory constitute the proper judges, Sec V In all cases not provided for in this Constitution, those whose conduct may be such as to render them fit subjects for discipline shall be dealt with according to the Constitution of the German Reformed Church, Art V Of the By-Laws, The Consistory may from time to time enact such by-laws for their government in the transaction of business as they may deem necessary, provided they do not conflict with this Constitution, or the Constitution of the German Reformed Church, Art VI Of Amendments, This Constitution or any part of it may be altered or amended by a vote of two thirds of the members present at a meeting called for the purpose, provided that at least two weeks notice of the meeting shall have been given. In testimony whereof we hereunto subscribe our names and affix our seals this 5th day of March 1855,

State of Maryland.
Washington County, Sec.

Be it remembered and it is hereby—that on this 9th day of March in the year eighteen hundred & fifty five, before the Subscriber, Judge of the fourth—Circuit of the State of Maryland, personally appeared the above named G. Kast, Henry Hunter, Leonard Maisack, Mark Benner, Jacob Gruber, Theodore Keifer, William Bestard, George Stinemetz, they being known to me of my own knowledge to be the persons who are named and described as and professing to be the parties to the foregoing instrument of writing to be their act and deed and their testimony whereof I hereunto subscribe my name on the day and year aforesaid, and do direct the foregoing instrument of writing to be recorded in the office for the recording of deeds in Washington County aforesaid,

G. Kast. and Henry Hunter and
Leonard Maisack and Mark Benner, and
Jacob Gruber and Theodore Keifer and
William Bestard and George Stinemetz and

Thomas Perry,

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

The Secretary shall keep an accurate record of the proceedings of the Board and of Congregational meetings in a well bound book, which record shall be open at all times to the inspection of the Board, and whenever five or more members of the Church shall desire it. Art 5. The minister in charge shall preside at all meetings of the Board if present, and whenever absent the Board may elect a temporary Chairman. He may call meetings of the Board whenever, in his judgment he deems it necessary, and whenever requested by two members of the Board, he shall be entitled to vote on all proceedings of the Board, and upon his removal shall cease to be a member of the Corporation.

Art 6. The Board of Trustees shall have power to fill, for the time being, until an election can be had any vacancy that may occur in it, by death, resignation, removal or otherwise. Any vacancy so occurring shall be filled at a Congregational meeting to be called as provided in Article Seven after the occurrence thereof, for the remainder of the term. Art 7. The Board of Trustees shall have power to call Congregational meetings whenever it may deem it necessary, or whenever thereto requested in writing by five members of the Congregation, of which meeting ten (10) days previous notice shall be given by announcement at any regular Church Service.

Art 8. This Certificate of incorporation may be altered, amended or repealed only at a regular Congregational meeting called as provided in Article Seven, and upon the vote of a Majority of two thirds of all those qualified by law to vote. Art 9. The Trustees for the ensuing term to continue until the first Monday in March eighteen Hundred and Eighty one.

John H. Baker, and Samuel Baker, and
Franklin Hoffmaster and Jacob B. Bauman, and
Levi Horst, and

State of Maryland

County of Washington SS. Before the subscribed a Justice of the Peace of the State of Maryland in and for Washington County personally appeared the above John H. Baker, Samuel Baker, Franklin Hoffmaster, Jacob B. Bauman, and Levi Horst, and made, Signed Sealed the foregoing instrument of writing, and acknowledged the same to be their voluntary act, and deed. Witness my hand and Seal this 20th day of March A.D. 1877,

Witness my hand and Seal this 10th day of April 1877,

R. E. Cook, J.P.

Oliver Oliver J.P.

from old Record /
No. 2 folios 208re

At the request of the Trustees of Christ's Church being the Second German Reformed Church at Hagerstown Md. the following agreement & Regulation as amended was Recorded Sept. 18th 1877,

Whereas hitherto, by a Certificate and agreement of Incorporation now of Record in Liber C. N. 21, 10, of Church Regulations at pages 135 & 136 re, certain persons were duly incorporated as a Church Corporation by the Corporate Style of "Christ's Church" the same being the Second German Reformed Church at Hagerstown, and so popularly known. And whereas it has been found expedient to make certain alterations and changes in their plan of association and of incorporation, and in pursuance thereof at a meeting of the qualified persons for such purposes as required by the Code of Public General laws of Maryland, duly called in conformity with the provisions of the said Certificate, and held March 15th A.D. 1877, certain changes in the said plan were directed and authorized to be made. Executed and recorded, it is therefore hereby Certified that the following is and shall be the plan of agreement and regulations as amended — of the said Church Corporation, Article 1. Section 1. of the name and object. This association shall be known by the name "Christ's Church" being the Second German Reformed Church at Hagerstown Maryland. Section 2. Its object shall be to provide for the members

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with stated German or English preaching of the Gospel of Jesus Christ, to afford them facilities for the observance of the duties and ordinances of the Christian religion, and to adopt and prosecute from time to time such measures as may be calculated to promote the general spread of the Redeemer's Kingdom, Section 3, It shall be subject to the control of the Synod of the German Reformed Church in the United States and shall in all respects be governed by its rules and Regulations, Article 2, Section 1, Of the officers & their duties, The Officers of this Congregation shall be a Pastor, 4 Elders, and 4 Deacons, Section 2, The duties of the Pastor shall be to preach the Gospel, administer the Sacraments, and perform all other duties belonging to a Minister of Jesus Christ, Section 3, The duties of the Elders shall be in connection with the Pastor, to take the oversight of the Congregation, to exercise Ecclesiastical discipline, and to take heed that Christian order be maintained, in all things, to see that their Pastor together with their Elders and Deacons faithfully discharge their respective duties, to aid in visiting the sick, and to contribute according to their ability to the instruction, improvement and consolation of the Members, Section 4, The duties of the Deacons, shall be to assist the other officers of the Congregation in promoting its general welfare, to collect the alms and other contributions which are designed for the relief of the poor, or the necessities of the Congregation, to distribute the alms willingly and conscientiously, and to provide for the support of the Pastor, Section 5, The Pastor, Elders, and Deacons shall constitute the Trustees and the Consistory of the Congregation of which the Pastor shall Ex officio President and a Secretary and Treasurer shall be elected by themselves and from their own number from time to time, as occasion may require, a Majority of members shall constitute a quorum, Section 6, It shall be the duty of the Consistory to provide for the faithful enforcement of discipline according to the Constitution of the German Reformed Church, and to transact all the other business of the Congregation in the name of the Congregation, provided that however when any measure of general interest and importance presents itself, such as the buying or selling of property, the borrowing of money or the erection of buildings &c, they first ascertain the will of the majority of the Congregation assembled at a meeting called for the purpose of which due notice shall be given, Section 7, The Consistory shall meet annually on the 26th day of December for the transaction of business and final settlement, and Monthly on the first Sunday of each Month and at such other times as occasion may require or on any other day of the first week of each Month decided on by the acting Consistory as most suitable for them, Article 3rd of Elections Section 1, Every member in good standing shall be entitled to vote, Section 2, An election shall be held for Pastor, whenever his situation becomes vacant, (according to the mode and regulations mutually adopted and prescribed by the joint Consistory of the Charge to which this Congregation belongs), Section 3, Every Minister of the Gospel who may become a Candidate for the office of Pastor must before he can be chosen, or at least inducted into office, be in good standing in connection with the Synod of the German Reformed Church, Section 4, An election for one Elder, and two Deacons shall be held annually on the 26th day of December, and those thus chosen shall serve the Elders 4 years, the Deacons 2 years, It shall be determined by lot which of the officers thus elected and serving shall retire, Section 5, At least two weeks before the Election a double number of Candidates for the several offices shall be proposed to the Congregation and no previous tenure of office shall disqualify any person from being such Candidates.

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Section 6, Should any of the ^{CLERK OF THE CIRCUIT COURT} ~~officers~~ ^{WASHINGTON COUNTY} by death, removal or otherwise between the regular time for holding the Election, it shall be filled by a new election and the person thus elected shall serve during the unexpired term for which his predecessor was Elected, Article 4 Qualifications for membership & duties of members, Section 1 To constitute any person a member of this Congregation he must possess the qualifications and be received according to the mode required and prescribed by the Constitution of the German Reformed Church, Section 2, It shall be the duty of every member of this Congregation to labor to promote its general welfare, and to contribute according to his ability and pleasure to the Support of the Pastor, and to every other object that may require the Contributions of the Congregation, Section 3, Any intentional Commission to contribute to the Support of the Gospel, or an unnecessary absence from Public Worship or a repeated neglect of the Sacraments shall be sufficient even though there may be no special act of immorality, to subject any one to discipline, Section 4, It shall be the duty of every member when removing out of the bounds of the Congregation to apply for a Certificate of dismissal if such member desires to connect himself or herself with another Church or Congregation, and all who come from other Congregations must present such a Certificate in order to membership except in special Cases, of the nature of which the Congregation or the Consistory constitute the proper judges, Section 5 In all other Cases not provided for in this Constitution, those whose Conduct may be such as to render them fit subject for discipline shall be dealt with according to the Constitution of the German Reformed Church, Article 5 Of the By Laws, The Consistory may from time to time enact such By Laws for their government in the transaction of business as they may deem necessary, provided they do not conflict with this Constitution or the Constitution of the German Reformed Church, Article 6 of amendments, This Constitution or any part of it may be altered or amended by a vote of two thirds of the Members present at a meeting called for the purpose provided that at least two weeks notice of the meeting shall have been given In testimony whereof the Subscribers being the Consistory of the said Church, for the time being duly elected and installed, and as such Trustees of the said Church Corporation in conformity with the requirements of the Code of Public General Laws, of the State of Maryland, have to affix their names this 21st day of August in the year 1877,

Charles H. Corn. (Pastor) andHenry Colliflower and Henry C. Foltz, andCharles Fiedinger and John Cassman, andGeorge Fiedinger and Theodore A. Winters andChristopher G. Borger and George H. Edder, and

State of Maryland

Washington County, to wit. Be it remembered, and it is hereby certified that on this 21st day of August in the year Eighteen Hundred & Seventy Seven before the undersigned Justices of the Peace of the State of Maryland in and for Washington County, Personally appeared Charles H. Corn, H. Colliflower, Charles Fiedinger, George Fiedinger, Christ G. Borger, H. C. Foltz, John Cassman, Thos. A. Winters and Geo. H. Edder, they being known to us of our knowledge to be the persons who are named and subscribed as and professing to be the parties to the foregoing instrument of writing and severally acknowledged the same to be their act and deed, for the purpose therein recited. In Testimony whereof we, the undersigned Justices of the Peace, do hereby certify our names on the day and year aforesaid, and direct the foregoing instrument of writing to be recorded as required by Law.

Subscribed and acknowledged before us,

R. E. Cook, J.P.
C. C. Presler, J.P.

exercise of the power and authority conferred upon them in the resolutions set forth above acknowledged. The aforesaid Certificate of Amendment of the Certificate of Incorporations of the Maryland Lia + Sad. Co. of Wash. Co., to be the act and deed of said Corporation, and at the same time also appeared N. S. Smith Secretary of the said Corporation and by virtue and in pursuance of the authority conferred upon him in said resolutions, acknowledged the seal attached to the above certificate of amendment to be the seal of said Corporation.

Ernest Hoffman Jr.

I, M. L. Keady, one of the Judges of the fourth Judicial Circuit of the State of Md., do hereby certify that on this 26th day of May, 1910 the foregoing Certificate of Amendment, of the Certificate of Incorporations of the Md. Lia + Sad. Co. of Wash. Co. as submitted to me for my examination, and I do further certify that the said Certificate of amendment is in conformity with the provisions of the law authorizing the amendment of Certificates of Incorporation.

M. L. Keady.

At the Request of Christ's Reformed Church.
The following articles of Incorporation were
Recorded May 9 1910

Whereas Heretofore by a Certificate of Agreement of Incorporation now of record in Liber No. 1 Record of Incorporations, folios 183, 184 and 185, one of the Record Books in the office of the Clerk of the Circuit Court for Washington County, certain persons were duly incorporated as a Church Corporation by the corporate style of Christ's Reformed Church, the same being The Second German Reformed Church at Hagerstown and so popularly known, and Whereas it has been found expedient to make certain alterations and changes in their plan of Association and Incorporation and in pursuance thereof, at a meeting of the qualified persons for such purposes as required by the Code of Public General Laws of Maryland, duly called in conformity with the provisions of said Code and said Corporation and held on the 13th day of February A. D. Nineteen Hundred and — certain changes in the said ^{plan} ~~Corporation~~ were held on the 13th day of February directed and authorized to be made, executed and recorded, it is therefore hereby certified that the following is and shall be the plan of agreement and Regulation as amended of the said Church Corporation.

Section 1. (Name and Object.)

Article 1. The name of this congregation shall be Christ's Reformed Church of Hagerstown.

Article 2. The object of this congregation shall be to provide its members with the stated preaching of The Word, The

See
Records
May 6, 1910

administration of the Sacraments, the facilities for Public work and the exercise of Christian discipline, and to adopt and promote from time to time such measures as are in harmony with the spirit, teaching and customs of the Reformed Church in the United States, and as shall tend to promote the general interests of the Redeemer's Kingdom.

Article 3. This congregation shall be and organic member of the Reformed Church in the United States, and shall be governed by the constitution, laws, and rules of said Church.

Section 11. 'Officers and their Duties'

Article 4. The officers of this congregation shall be a pastor, four elders, eight deacons, a board of Trustees, a secretary and a treasurer whose general standard of duty shall be Word of God and the constitution of the Reformed Church in the United States.

Article 5. The tenure of office for elders and deacons shall be four years, and for secretary and Treasurer one year. No deacon shall be eligible for two consecutive terms. One elder and two deacons shall be elected at each annual election except the first annual election held after the adoption of this constitution when one elder and six deacons shall be elected, two deacons shall be elected for four years, two deacons shall be elected for three years, and two deacons shall be elected for two years.

Article 6. It shall be the duty of the pastor to conduct the public work of the Sanctuary, to preach the Gospel, to exercise pastoral oversight of the congregation, to dispense the holy sacraments, and in conjunction with the elders to administer Christian discipline.

Article 7. It shall be the duty of the elders to watch faithfully over the spiritual interests of the congregation, to maintain order in the House of God, to aid in visiting the sick, to contribute according to their ability to the edification and consolation of the members. They shall also provide the elements for the Lord's Supper when requested to do so by the pastor.

Article 8. It shall be the duty of the deacons to cooperate with the other officers of the congregation to promote its general welfare, gather the offerings for the relief of the poor and the necessities of the congregation, to dispense the alms, and to provide for the pastoral salary under the direction of the Consistory.

Article 9. The pastor, elders and deacons shall constitute the Consistory which shall have oversight and government of the congregation and all the organizations. The pastor shall be the president of the Consistory but when the congregation is without a pastor, or the pastor is unable to attend, one of the elders shall be chosen to preside. In all voting in the Consistory the vote of one elder shall be equal to the votes of two deacons, and a majority of the voting capacity of the Consistory shall constitute a quorum.

Article 10. The Consistory shall have charge of the general affairs of the congregation, shall call congregational meetings,

Collections for the apportionments of classes and for other benevolent purposes, distribute alms, through the deacons, provide for the audit of the Treasurer's account and make provisions for the support of the pastor. It shall keep a full and accurate record of its own proceedings, be the custodian of all congregational records, and submit any or all records to classes when occasion requires it or the classes request it.

Article 11. The pastor or the secretary of the consistory shall keep a complete record of all baptisms, confirmations, communions, receptions by certificate, renewals of profession, dismissals, excommunications, suspensions, excommunications, marriages and deaths. The record shall be the property of the congregation.

Article 12. In calling a minister and in all matters of general interest, including the election of delegates to classes or Synods, the Consistory shall be guided by the Constitution of the Reformed Church in the United States.

Article 13. The members of the consistory shall constitute the Board of Trustees who shall have the care and control of the property of the congregation as a sacred trust, whether real or personal, in accordance with the provision of the Articles of Incorporation and of the Constitution of the Reformed Church in the United States, and until their successors are elected as herein provided, the following named persons shall constitute the Board of Trustees, to wit: Rev. Conrad Clorn, John Cassman, Henry F. Folly, Solomon Baker, Bruce S. Jellu, J. H. Schuylly, Bruce M. Helen, Clarence H. Baker, Walter Delanter.

Article 14. The Secretary of the consistory shall also serve as the Secretary of the Spiritual Council, of the Board of Trustees and of the congregation, and shall perform faithfully the duties generally appertaining to such office.

Article 15. The Treasury, elected by the Consistory, shall be the treasurer of the congregation, and shall keep an accurate and faithful account of all moneys received and paid out, and shall not disburse any funds unless properly authorized. He shall submit a general report of the condition of the treasury at each regular meeting of the Consistory, and a detailed report of the finances to the congregation at each annual Meeting.

Article 16. The Consistory shall hold stated monthly meetings on the first Monday of each month, and may hold special meetings at such other times as may be necessary. All special meetings shall be called by the president; in the event of his absence, or inability or unwillingness to act, by the Secretary when requested in writing to do so, by a majority of the members. Candidates for elders and deacons shall be nominated each year at the April Meeting.

Article 17. The pastor and elders shall constitute the Spiritual Council, whose duty it shall be to watch over the members of the congregation, to safeguard the doctrine of Christ, and maintain strict and wholesome discipline, to admit members to full communion with the church, and to exclude from it those who may see from the faith or offend in morals. It shall examine the catechumens applying for confirmation, and before the observance of the Lord's supper, inquire whether any member has departed from the doctrine of Christ in faith and practice, and those who are guilty may be disciplined as the case may require. It shall furnish, upon proper request, members of the congregation in good and regular standing, with Certificates of dismission to another congregation in the Reformed Church in the United States, or to any orthodox Protestant Church that receives members by certificate from the Reformed Church in the United States. The pastor shall be the president, but if the pastor is absent one of the elders shall be chosen to preside. A majority of the members shall constitute a quorum. It shall keep a full and accurate record of its proceedings which shall be submitted to Classis when occasion requires it, or the Classis requests it.

Section III. (Elections And Organization)

Article 18. Every communicant member of the congregation in good and regular standing, shall be entitled to vote at all elections for pastor, elders and deacons and on any question submitted to the congregation for action.

Article 19. An election for pastor shall be held according to the prescribed regulations of the Constitution of the Reformed Church in the United States.

Article 20. When the pastor shall resign his charge, or when three-fourths of the members of the Consistory shall make a written request to the pastor for his resignation, the prescribed regulations of the Constitution of the Reformed Church in the United States shall be observed.

Article 21. An election for elder and deacons shall be held at the annual meeting on the fourth Sunday in April, and those chosen shall serve four years and until their successors are elected and installed. All elections for officers shall be by ballot and shall be determined by a majority of the votes cast.

Article 22. Nominations for the office of elder and deacon shall be made by the Consistory, which shall present the names of one or two persons for each office to be elected. Public notice of the nominations shall be given at least one week before the election at which time the congregation may nominate one additional person for each office to be elected. A person shall not be voted for unless regularly nominated. All nominees must be in full communion with the Church and

earnestly devoted to the cause of Christ.

Article 23. Whenever a vacancy occurs by death or resignation or in any other way, The Consistory may fill the vacancy for the current year, but a successor shall be regularly elected at the next annual meeting for the residue of the unexpired term.

Article 24. An Annual meeting of the congregation shall be held on the fourth Sunday in April for the transaction of regular business and for the election of officers. The Consistory may call a special meeting of the congregation and at the written request of one-tenth of the communicant members shall issue a call for such meeting within two weeks after the request has been received. In such public notice shall be given of the time, place and purpose of a special congregational meeting. The secretary shall keep full and accurate records of all meetings.

Article 25. The consistory, of the Joint Consistory of Christ's Reformed Church of Hagerstown and Salem Reformed Church, shall elect annually two elders as delegates, a primarius and a secundus, to represent the charge in Classis. They shall also be delegates to Synod, whenever Synod meets in general convention. At least ten days before the meeting of the judicatory to which these delegates have been elected their Credentials shall be sent to the Stated Clerk by the president or the secretary of the Consistory.

Section IV. (Members & Their Duties)

Article 26. All persons shall be named members of this congregation and shall be entitled to all its rights and privileges, who have been duly received into its communion by confirmation, by certificate, or by renewal of professions, and have not been excluded by the process of Christian Discipline.

Article 27. It shall be the duty of every member of this congregation to live a sober, righteous and godly life and to labor faithfully in bringing others unto Christ, to obey the laws and rules prescribed in the Word of God, and abide by the Constitution of the Church, to contribute liberally and in proportion to his means to the support of the gospel and for the extension of the Kingdom of Christ, to attend faithfully the public services of the Church, engage diligently in private devotions, and partake of the Lord's Supper at least once a year. Parents shall present their children at the proper time for baptism and give special attention to the Christian training of the members of their household.

Article 28. If a member shall neglect to partake of the Holy Communion or refuse to contribute to the support of the Church or continuously absent himself from public

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

worship for a period of one year, such conduct shall be regarded as an offense against the Church, and he shall be admonished by the pastor of the elders. If after such admonition he continues in such neglect of duty for another year, the Spiritual Council shall notify him that he is no longer in good and regular standing. If before the expiration of another year he shall express a desire to be reinstated and shall promise to attend to his duties, The Spiritual Council shall re-instate him. If at the end of the third year he shall not express a desire for reinstatement, or if any member shall unite with any other congregation or denomination without a certificate of dismission, The Spiritual Council in either case shall erase his name from the register.

Article 29. Members who on account of change of residence or for any other proper reasons, shall desire to change their membership from this congregation to another congregation of the reformed Church in the United States, shall obtain a certificate of dismission and as soon as possible shall unite with the other congregation. The Spiritual Council dismissing them shall communicate immediately the fact to the spiritual Council of the congregation to which they have been dismissed and when they are received the latter shall notify promptly the former of their reception. Members dismissed shall be amenable to this congregation until they have been received by another congregation. A Certificate of dismission shall be valid for one year from its date.

Section V. (By-Laws)

Article 30. The congregation may from time to time enact such by-laws for its government as may be deemed necessary, provided, however, that they do not conflict with this constitution or the Constitution of the Reformed Church in the United States.

Section VI. (Amendments)

Article 31. This Constitution may be altered or amended by the congregation by a vote of two thirds of the members present either at an annual meeting or at a special meeting called for that purpose; provided that at least one week's notice of the proposed change shall have been given.

In Testimony Whereof, The subscribers being the Ministers of said Church for the time being duly elected and installed and as such, Trustees of the said Church Corporation, in conformity with the requirements of the Code of Public General Laws of Maryland, hereunto affix their seals and subscribe their names this 7th day of April A. D. 1910. Conrad Glenn (Seal) John Gasman (Seal) Henry C. Foltz (Seal) Test H. Youngling Solomon Baker (Seal) Bruce S. Jellu (Seal) J. H. Schuelly (Seal) M. S. Delauter (Seal) Bruce M. Hulse (Seal) Clarence H. Baker (Seal)

State of Maryland, Washington County, to-wit: Be it remembered and it is hereby certified that on this 7th day of April in the year of our Lord, Nineteen Hundred and Ten, before the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Rev. Conrad Chow, Pastor, John Gassman, Henry E. Feltz, Solomon Baker, Bruce S. Jellin, J. St. Schumley, Bruce M. Helms, Clarence H. Baker, Walter S. Delauter, they being known to me to be the persons who are named and subscribed as and professing to be the parties to the foregoing instrument of writing and severally acknowledged the same to be their act and deed for the purpose therein named or recited.

N. Spangler

In Witness Whereof, I have hereunto subscribed my name and affixed my Notarial seal this 7th day of April A. D. Nineteen Hundred and Ten.
N. Spangler Notary Public.

At the Request of The Hancock Creamery Co.
the following articles of Incorporation were
Recorded May 3rd. 1910.

This is to Certify That the subscribers Thomas Gilman, Chas. H. Spangler, Geo. A. Anthony, John Maun, and Charles H. Reel, all of District No. 5 Washington County, Maryland, H. Riley Daniels and William B. Stigler of Foulton County, Pennsylvania of whom Thomas Gilman, Chas. H. Spangler, Geo. A. Anthony, John Maun and Chas. H. Reel, are citizens of the State of Maryland, all being of full legal age, do hereby certify that we do, under and by virtue of the General Laws of this State, authorizing the formation of corporations, associate ourselves with the purpose of forming a corporation.

- (1) The name of the corporation is: The Hancock Creamery Co.
- (2) The purpose for which the said corporation is formed and the business or objects to be carried on by it are, To conduct the business of a Creamery; to manufacture, buy, sell and deal in butter, cheese, ice-cream, milk and all other Creamery preparations, To buy, sell, manufacture, import, export and deal in all substances, apparatus and things capable of being used in connection with any such business as aforesaid, either by wholesale or retail. To establish, own and operate a dairy or dairies necessary or convenient for the purposes of the Company.
- (3) The principal office of said corporation will be located in Hancock in Washington County Md.
- (4) The total amount of the Capital stock of the said Corporation is Six Thousand Five hundred (\$6500) dollars, divided into sixty five shares of the par value of one hundred Dollars each.
- (5) The said corporation shall have seven (7) directors and that Thomas Gilman, Chas. H. Spangler,

Filed to
J. Maun
Dec 6. 1910.

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
Administrator

00045 00758

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 09A BUSINESS CODE _____ COUNTY 71
D3331477 _____ P.A. _____ Religious _____ Close _____ Stock _____ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

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

Name Change
(New Name) Christ's Reformed Church-
United Church of Christ of Hagerstown

<input checked="" type="checkbox"/>	Change of Name
<input checked="" type="checkbox"/>	Change of Principal Office
<input type="checkbox"/>	Change of Resident Agent
<input type="checkbox"/>	Change of Resident Agent Address
<input type="checkbox"/>	Resignation of Resident Agent
<input checked="" type="checkbox"/>	Designation of Resident Agent and Resident Agent's Address
<input type="checkbox"/>	Other Change _____

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
70	_____	Property Reports and _____ late filing penalties
91	_____	Change of P.O., R.A. or R.A.A.
_____	_____	Amend/Cancellation, For. Limited Part.
_____	_____	Other
_____	_____	Other

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Mark D. Thomas, Esq.
Meyers, Young & Grove, P.A.
P.O. Box 1267
Hagerstown, MD 21741-1267TOTAL
FEES 20☒ Check☐ Cash

NOTE: _____

Documents on _____ checks

APPROVED BY: HW

3788 1555

00045 00759

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
CHRIST'S EVANGELICAL AND REFORMED CHURCH
CHANGING ITS NAME TO:
CHRIST'S REFORMED CHURCH - UNITED CHURCH OF
CHRIST OF HAGERSTOWN, MARYLAND

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

OF MARYLAND **FEBRUARY 13, 1992** 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

\$ _____

D3331477

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

Del: 8/31/92
RETURN TO:
MEYERS, YOUNG & GROVE, P.A.
ATTN: MARK D. THOMAS, ESC.
P.O. BOX 1267
HAGERSTOWN

MD 21741 1267

170C3050251

A 382079



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO *382079*

00045 00760

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY at 10:10 .m.

GREATER HANCOCK SERVICE COALITION, INC.

ARTICLES OF AMENDMENT

RECEIVED

Greater Hancock Service Coalition, Inc., a Maryland not for profit corporation, (the "Corporation") which maintains its principal office at 126-128 West High Street, Hancock, Maryland 21750 hereby certifies to the State Department of Assessments and Taxation of the State of Maryland (the "Department") that:

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

Second: The name of the Corporation is Interstate Service Coalition, 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 principal office of the Corporation is 126-128 West High Street, Hancock, Maryland 21750. The resident agent in this State is Della M. Wachter of 117 Pennsylvania Avenue, Hancock, Maryland 21750. The resident agent is a person who actually resides in this State.

Third: The Charter of the Corporation is hereby amended by adding thereto the following new Article ELEVENTH:

Article ELEVENTH. Indemnification Of Directors, Officers, Agents And Employees.

11.1 No director, or officer who also serves as a director of the Corporation shall be liable to the Corporation or to any other person for money damages except under the circumstances as provided by Maryland law, in which case this limitation on liability shall not apply.

11.2 To the maximum extent permitted by Maryland law, the Corporation shall indemnify its currently acting and its former directors against any and all liabilities and expenses (including reasonable attorneys' fees) incurred in connection with their services as either a director, an officer, or an employee. The Association shall advance expenses to such directors, officers or employees to the extent permitted by Maryland law. This indemnification provision shall not apply to liabilities or expenses arising out of a director's, officer's or employee's gross negligence, fraud or willful misconduct.

20588092

JUL 23 2 35 PM '92

LENNIS J. WEAVER, CL

BY:

RECEIVED
JUL 23 10 10
STATE DEPT. OF
ASSESSMENTS & TAXATION

JUL 23 1992

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

11.3 To the maximum extent permitted by Maryland law, the Corporation may indemnify (a) its currently acting and its former officers, employees, and agents, who are also its directors, and (b) persons who serve and have served, at the Corporation's request, as a director, officer, trustee, employee or agent of another association, or other enterprises, against any and all liabilities and expenses, including reasonable attorneys' fees, incurred in connection with their services in such capacities. The Corporation may advance expenses to such officers, employees, agents and other persons referred to in this paragraph to the extent permitted by Maryland law.

11.4 The directors of the Corporation may consult with legal counsel, financial advisors, certified public accountants, or other professionals in the performance of their duties and, to the maximum extent permitted by Maryland law, may rely upon any information, opinion, report, or statement, including any financial statements or other financial data, prepared or presented by such persons and shall be fully protected with respect to any action taken by them or omitted by them pursuant to the advice of such persons.

11.5 References to Maryland law shall include, but are not limited to, the MD. CORP & ASS'N CODE ANN. as amended from time to time. Neither the repeal or amendment of this Article ELEVENTH nor any other amendment to the Articles of Incorporation, shall eliminate or reduce the protection afforded to any person by the foregoing provisions of this Article ELEVENTH with respect to any act or omission which shall have occurred prior to such repeal or amendment.

Fourth: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to MD. CORP. & ASS'N. CODE ANN. Sec. 2-408(c) (1985 Repl. Vol.), the Board of Directors of the Corporation duly advised the foregoing amendments and by written informal action taken by the Members of the Corporation in accordance with MD. CORP. & ASS'N. CODE ANN. Sec. 2-505 (1985 Repl. Vol.), the Members of the Corporation duly approved said Amendments.

IN WITNESS WHEREOF, GREATER HANCOCK SERVICE COALITION, INC. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary this 16th day of January 1992, and its President acknowledges that these Articles of Amendment are the act and deed of The Greater Hancock Service Coalition, 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

00045 00762

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

knowledge, information and belief.

Witness and Attest:

GREATER HANCOCK SERVICE
COALITION, INC., a Maryland
not for profit corporation

Della M. Wachter
Della M. Wachter
Secretary

By: Leslie Dobbs-Allsopp
Leslie Dobbs-Allsopp
President

7329 1559

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorCLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
Department of Assessments and Taxation

CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 09A 29 BUSINESS CODE _____ COUNTY 71# D2955128 _____ P.A. _____ Religious _____ Close _____ Stock _____ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

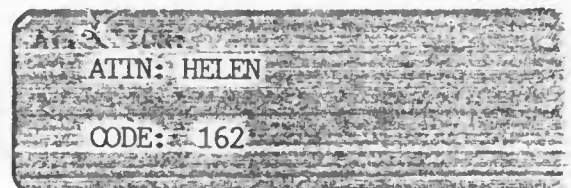
10	_____	Expedited Fee
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign 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 Service Coalition, Inc.

<input checked="" type="checkbox"/>	Change of Name
<input checked="" type="checkbox"/>	Change of Principal Office
<input checked="" type="checkbox"/>	Change of Resident Agent
<input checked="" type="checkbox"/>	Change of Resident Agent Address
_____	Resignation of Resident Agent
_____	Designation of Resident Agent and Resident Agent's Address
_____	Other Change _____

Code _____



MAIL TO ADDRESS: _____

TOTAL FEES 20☒ Check ☐ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: HA

00045 00764

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
GREATER HANCOCK SERVICE COALITION, INC.
CHANGING ITS NAME TO:
INTERSTATE SERVICE COALITION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **FEBRUARY 26, 1992** AT **10:10** 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

\$ _____

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.

RETURN TO: **MAILED SEP 17 1992**
HYLIND INFOQUEST, INC.
ATTN: HELEN
307 DOLPHIN ST.
BALTIMORE

MD 21217

170C3050234

A 382064



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. **7196 1685**

00045 00765

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATIONCLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

APPROVED FOR RECORD

2/26/92 at 8:54 .m.

K-D PLASTERING COMPANY

ARTICLES OF VOLUNTARY DISSOLUTION

K-D Plastering Company, a Maryland corporation, having its principal office in Boonsboro, 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 8023 Boonsboro Pike, Boonsboro, Maryland 21713.

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 Kyle Kenrick Kendle, 8023 Boonsboro Pike, Boonsboro, Maryland 21713.

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

Kyle Kenrick Kendle - 8023 Boonsboro Pike, Boonsboro, Maryland 21713.

Douglas Lance Kendle - 128 South Prospect Street, Apartment 3, Hagerstown, Maryland 21740.

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

Kyle Kenrick Kendle, President and Treasurer, 8023 Boonsboro Pike, Boonsboro, Maryland 21713.

FILED

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Jul 23 2 35 PM '92

DENNIS J. WEAVER, CLERK

BY: _____

1992 JUL 23 10 39 AM

Douglas Lance Kendle, Vice President and Secretary, 128 South Prospect Street, Apartment 3, Hagerstown, Maryland 21740.

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

SEVENTH: The Corporation has no known creditors.

EIGHTH: These Articles of Voluntary Dissolution are accompanied by Certificates provided by Section 3-407(c)(2) of the Corporations and Associations Article of the Annotated Code of Maryland, stating that all taxes not barred by limitations which are levied on assessments made by the State Department of Assessments and Taxation of Maryland and billed by and payable to the issuer of each of said Certificates by the Corporation, including taxes for the current year, have been paid or provided for in a manner satisfactory to the issuer of each of said Certificates.

IN WITNESS WHEREOF, K-D Plastering Company has caused these presents to be signed in its name and on its behalf by its

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CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

President and its corporate seal to be hereunder affixed and attested by its Secretary on this 3 day of JAN., 1992, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of K-D Plastering, 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:

K-D PLASTERING COMPANY

Douglas K. Kendle
Douglas K. Kendle, Secretary

BY: Kyle K. Kendle
Kyle K. Kendle, President

Schlossberg & DiGirolamo
Attorneys at Law
134 West Washington Street
Hagerstown, Maryland 21740

Sept91(b)\KD.LAO

7389 1406



Maryland

Department of Economic & Employment Development

December 4, 1991

SCHLOSSBERG & DIGIROLAMO
ATTORNEYS AT LAW
134 W WASHINGTON ST
PO BOX 4227
HAGERSTOWN MD 21741-4227

00045 00768

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
RECEIVED DEC - 4 1991

William Donald Schaefer
Governor
Mark L. Wasserman
Secretary

1100 North Eutaw Street
Baltimore, Maryland 21201

Telephone: (410)-333-5322

FAX: (301) 333-7563

Re: K-D Plastering Company

Dear Mr. Digirolamo:

Our records indicate that K-D Plastering Company owes no money for Unemployment Insurance.

If I may be of further assistance, please feel free to contact me.

Very truly yours,

Rhonda Bowers

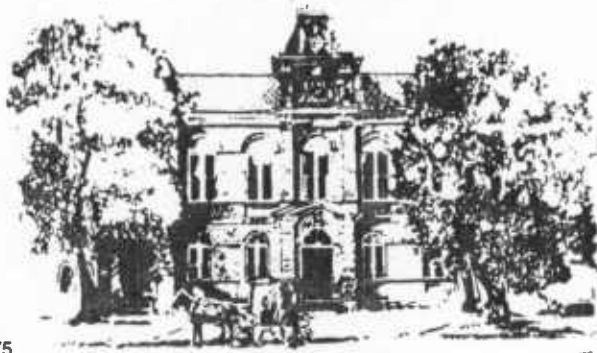
Rhonda Bowers
Legal Collections, Room 401

7322 1409

00045 00769

RECEIVED NOV 26 1991

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY



OFFICE OF
TODD L. HERSHEY
COUNTY TREASURER
COURT HOUSE ANNEX
HAGERSTOWN, MARYLAND 21740

TELEPHONE/MARCOM: (301) 791-3173
TDD/HEARING IMPAIRED: (301) 791-3175

The Court House

SERVING WASHINGTON COUNTY SINCE 1873

November 22, 1991

K - D PLASTERING COMPANY
D-2792216

This is to certify that the books and records of the County Treasurer for Washington County show that all Personal Property taxes levied on assessments made by the Maryland State Department of Assessments and Taxation and billed by and payable to the County Treasurer for Washington County by

K - D PLASTERING COMPANY

have been paid to and including the fiscal year July 1, 1991 through June 30, 1992.


Todd L. Hershey, Treasurer
Washington County, Maryland

2399 142



00045 00770 RECEIVED DEC 11 1991

STATE OF MARYLAND

COMPTROLLER OF THE TREASURY

LOUIS L. GOLDSTEIN, COMPTROLLER J. BASIL WISNER, CHIEF DEPUTY COMPTROLLER

GENERAL ACCOUNTING DIVISION

LOUIS L. GOLDSTEIN TREASURY BUILDING, P.O. BOX 746,
ANNAPOLIS, MARYLAND 21404-0746

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

K-D PLASTERING COMPANY

have been paid.

WITNESS my hand and official seal this

9TH day of DECEMBER A.D. 1991.

Valerie Lael

DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

MY TELEPHONE NUMBER IS:

TTY FOR THE DEAF: ANNAPOLIS AREA 974-2609
BALTIMORE AREA 383-7555


PS-409

AN EQUAL OPPORTUNITY EMPLOYER

AFFIDAVIT

1. I, Douglas Lance Kendle am competent to testify.
2. I am Vice President and Secretary of K-D Plastering Company, a position I have held since the formation of K-D Plastering Company in 1989.
3. As Vice President and Secretary, I am familiar with the identity of personal property owned by K-D Plastering Company.
4. As of January 1, 1992, K-D Plastering Company owned no personal property in Maryland.

I solemnly affirm under the penalties of perjury that the contents of the foregoing Affidavit are true to the best of my knowledge, information and belief.


Douglas Lance Kendle
Vice President/Secretary of
K-D Plastering Company

NOTE:

00045 00773

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

THE ARTICLES OF DISSOLUTION
OF
K - D PLASTERING COMPANY

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 26, 1992 AT 8:54 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ 30.00

D2792216

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 SEP 17 1992
SCHLOSSBERG & DIGIROLAMO
ATTN: THOMAS M. DIGIROLAMO, ESQ.
134 WEST WASHINGTON ST.
P.O. BOX 4227
HAGERSTOWN

MD 21741 4227

170C3050199

A 382037



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 170C3050199

2/26/92 at 8:33 a.m.

ARTICLES OF AMENDMENT
OF

ANTIETAM SURGEONS, CHARLES R. CHANEY, M.D., P.A.
(A CLOSE CORPORATION)

Charles R. Chaney, M.D. and Gerald J. Scallion,
M.D. duly say:

FIRST: They are the only officers and shareholders
of Antietam Surgeons, Charles R. Chaney, M.D., P.A., a close
corporation with no directors.

SECOND: They do hereby waive any and all notice
required by the Corporation Article of the Annotated Code of
Maryland, or by the Articles of Incorporation or Bylaws of
said Corporation of a meeting to be held on December 30, 1991,
at 9:30 A.M. for the purpose of amending the Articles of
Incorporation.

THIRD: That at the aforesaid meeting of the
Corporation duly held in Hagerstown, Maryland, at 9:30 A.M.,
on December 30, 1991, the following resolution was adopted:

"RESOLVED: That the Second Article of the
Articles of Incorporation of this
Corporation would be amended to read as
follows: 'That the name of the
Corporation (which is hereinafter called
the 'Corporation') is ANTIETAM SURGEONS,
Drs. Chaney & Scallion, P.A.'"

FOURTH: That at a meeting of the Shareholders of
said Corporation ~~FILED~~ duly held in Hagerstown, Maryland on
December 30, 1991, a resolution was adopted, which resolution

JUL 23 2 36 PM '92

LENNIS J. WEAVER, CLERK

BY: _____

20578322

7778 2642

28 JUL 23 1992

00045 00775

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

is identical in form to the resolution set forth in paragraph Three above.

FIFTH: That all of the shares eligible to vote, voted affirmatively for the adoption of the above resolution.

Charles R. Chaney (SEAL)
Charles R. Chaney

Gerald J. Scallion (SEAL)
Gerald J. Scallion

We, the undersigned, Charles R. Chaney and Gerald J. Scallion, hereby acknowledge on behalf of Antietam Surgeons, Charles R. Chaney, M.D., P.A. that the foregoing Articles of Amendment are the corporate act of said Corporation and we further certify under the penalties of perjury to the best of our knowledge, information and belief, the matters and facts set forth in the Articles are true in all material respects.

Charles R. Chaney (SEAL)
Charles R. Chaney

Gerald J. Scallion (SEAL)
Gerald J. Scallion

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorCLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

Department of Assessments and Taxation

CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 09A

BUSINESS CODE _____

COUNTY 71# D3014487 _____ P.A. _____ Religious _____ Close _____ Stock _____ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

10	_____	Expedited Fee
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>8</u>	<u>1</u> Certified Copy <u>2</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance

Name Change

(New Name) Antietam Surgeons,
Drs. Chaney & Scallion, 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: _____

Russell R. Marks, Esq.
35 East Washington St.
Hagerstown, MD 21740
TOTAL FEES 28☒ Check☐ Cash

Documents on _____ checks

APPROVED BY: HANOTE: copy made

00045 00777

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF

ANTIETAM SURGEONS, CHARLES R. CHANEY, M.D., P.A.
CHANGING ITS NAME TO:
ANTIETAM SURGEONS, DRs. CHANEY & SCALLION, P.A.

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

OF MARYLAND FEBRUARY 26, 1992 AT 8:33 O'CLOCK A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

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:
RUSSELL R. MARKS, ESQ.
35 EAST WASHINGTON ST.
HAGERSTOWN

MAILED SEP 17 1992

MD 21740

168C3052965

A 381675



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

2798 264

00045 00778

Corporation Record
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD

2/19/92 at 9:00 .m.

CORDERMAN'S AUTO BODY, INC.

ARTICLES OF INCORPORATION
including election to be a Close Corporation

FIRST: I, Harold E. Corderman, whose address is 16426 Fairview Road, 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 Corderman's Auto Body, 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 operate one or more facilities for automobile body work, automotive repair, and related parts 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 address of the principal office of the Corporation in Maryland is 1000 Concord Street, Hagerstown, Washington County, Maryland 21740. The name and address of the Resident Agent of the Corporation in Maryland is Harold E. Corderman, 16426 Fairview Road, Hagerstown, Washington County, Maryland 21740. Said Resident Agent is a citizen of Maryland and actually resides therein.

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

FILED
JUL 23 2 36 PM '92

TENNIS J. WEAVER, CLERK
BY: _____

20508087

00045 00779

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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 Harold E. Corderman and Linda L. Corderman.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 18th day of February, 1992, and I acknowledge the same to be my act.

WITNESS:

Cathy B. Chalfant

Harold E. Corderman

7399 1872

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00045 00780

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 023.7 BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Religious ☒ Close ☒ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	Name Change (New Name) _____
20	<u>20</u>	Organ. & Capitalization	
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	
62		Rec. Fee (Amendment)	
63		Rec. Fee (Merger or Consolidation)	
64		Rec. Fee (Transfer)	_____ Change of Name
65		Rec. Fee (Dissolution)	_____ Change of Principal Office
66		Rec. Fee (Revival)	_____ Change of Resident Agent
52		Foreign Qualification	_____ Change of Resident Agent Address
50		Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51		Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13		_____ Certified Copy _____	_____ Other Change _____
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: <u>William</u>
84		Amendment to Limited Partnership	<u>C. Wantry, Esq.</u>
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31		_____ Corp. Good Standing	
NA		Foreign Corp. Registration	MAIL TO ADDRESS: <u>Kaylar</u>
87		_____ Limited Part. Good Standing	<u>+ Wantry</u>
71		Financial	<u>123 West</u>
600		_____ Personal	<u>Washington Street</u>
		Property Reports and late filing penalties	<u>Hagerstown, MD</u>
70		Change of P.O., R.A. or R.A.A.	<u>21740</u>
91		Amend/Cancellation, For. Limited Part.	
		Other _____	
		Other _____	

TOTAL FEES 40

☒ Check _____ Cash

Documents on _____ checks

APPROVED BY: AW

NOTE:

3788 1873

00045 00781

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
CORDERMAN'S AUTO BODY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 19, 1992 AT 9:00 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3379823

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 SEP 17 1992
KAYLOR & WANTZ
WILLIAM C. WANTZ, ESQUIRE
123 W. WASHINGTON STREET
HAGERSTOWN MD 21740

168C3052794

A 381551



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 381551

00045 00782

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

APPROVED FOR RECORD

2-19-92 at 8:51 a.m.
CORDERMAN'S MOTORSPORTS PARTS & ACC., INC.ARTICLES OF INCORPORATION
including election to be a Close Corporation

3.8

FIRST: I, Harold E. Corderman, whose address is 16426 Fairview Road, 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

Corderman's Motorsports Parts & Acc., 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) Sale of high performance automobile components, fuels, lubricants, and related products and services for racing and other purposes.

(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 1000 Concord Street, Hagerstown, Washington County, Maryland 21740. The name and address of the Resident Agent of the Corporation in Maryland is Harold E. Corderman, 16426 Fairview Road, Hagerstown, Washington County, Maryland 21740. Said Resident Agent is a citizen of Maryland and actually resides therein.

JUL 23 2 36 PM '92

LENNIE J. WEAVER, CLERK
BY: _____

20508097

00045 00783

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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 Harold E. Corderman and Linda L. Corderman.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 18th day of February, 1992, and I acknowledge the same to be my act.

WITNESS:

Cathy B. Chalfont

Harold E. Corderman

7788 1992

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
Administrator

045 00784

CIRCUIT COURT
WASHINGTON COUNTYDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

BUSINESS CODE

COUNTY

#

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

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

76 Certificate of Merger/Transfer

Code

75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to 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

Check

Cash

Documents on

checks

APPROVED BY:

NOTE:

ATTENTION: William C. Wantz

MAIL TO ADDRESS: Kaylor +
Wantz, Attorneys at
Law, 123 West
Washington Street
Hagerstown, Md.

21740

7799 1921

00045 00785

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
CORDERMAN'S MOTORSPORTS PARTS & ACC., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 19, 1992 AT 8:51 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3379716

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 SEP 17 1992
KAYLOR & WANTZ
WILLIAM C. WANTZ
123 W. WASHINGTON STREET
HAGERSTOWN MD 21740

168C3052783

A 381540



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

APPROVED FOR RECORD

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

3/16/92

at

12:37

ARTICLES OF AMENDMENT

KOLPARK CAR WASH SUPPLY, INC.

RECEIVED
92 MAR 16 PM 12 37
STATE DEPT. OF
ASSESSMENTS & TAXATION

Kolpark Car Wash Supply, Inc., a Maryland corporation (the "Corporation"), certifies as follows:

FIRST: The charter of the Corporation is hereby amended by striking out Article FIFTH in its entirety and inserting in its place the following:

"FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 5,000, all of one class called Common Stock. The par value of each share of Common Stock is \$1.00 and the aggregate par value of all the shares of the Common Stock is \$5,000.

SECOND: The total number of shares of stock of all classes which the Corporation had authority to issue immediately before the foregoing amendment was 100,000, all of which were shares of Common Stock of the par value of \$1.00 per share. The aggregate par value of all shares of stock was \$100,000.

THIRD: As amended, the total number of shares of stock which the Corporation shall have authority to issue is 5,000 shares of Common Stock of the par value of \$1.00 per share. The aggregate par value of all the shares of the Corporation's stock is \$5,000.

FOURTH: The description of the one class of stock of the Corporation, including the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption was not changed by the amendment.

FILED

Jul 23 2 36 PM '92

20778150

LENNIE J. WEAVER, CLERK

BY: _____

3405 0770

FIFTH: This amendment of the charter of the Corporation was advised by the Board of Directors and approved by the stockholders of the Corporation by unanimous written consent.

IN WITNESS WHEREOF, the Corporation has caused these Articles to be signed in its name and on its behalf this 16th day of March, 1992, by its President who acknowledges that these Articles are the act of the Corporation and that to the best of his knowledge, information and belief, and under penalties for perjury, all matters and facts contained in these Articles are true in all materials respects.

ATTEST:

KOLPARK CAR WASH SUPPLY, INC.

Rayetta J. Schindel
Rayetta Schindel
Secretary

By Hugh H. Schindel
Hugh H. Schindel
President

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
Administrator

00045 00788

CLERK OF THE CIRCUIT COURT
Department of Assessments and Taxation
WASHINGTON COURT
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 0932 BUSINESS CODE _____ COUNTY 71# D2072221 _____ P.A. _____ Religious _____ Close _____ Stock _____ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

10	<u>50</u>	Expedited Fee
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>8</u>	<u>1</u> Certified Copy <u>2</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance

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

76 _____ Certificate of Merger/Transfer

Code 045ATTENTION: Larry Fisher

MAIL TO ADDRESS: _____

75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	_____ Corp. Good Standing
NA	_____	Foreign 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
FEES78

Check

Cash

2 Documents on 1 checksAPPROVED BY: AV

NOTE:

CERTIFIED
COPY MADE

3405 0772

00045 00789

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
KOLPARK CAR WASH SUPPLY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND March 16, 1992 AT 12:37 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20 _____

SPECIAL
FEE PAID:

\$ _____

TO THE CLERK OF THE COURT OF WASHINGTON COUNTY

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



A 279581

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3405 0769

Received for Record August 5, 1991

at 11:00 a.m.

Corporation Record Liber 44

00045, 00790

CLERK OF THE CIRCUIT COURT WASHINGTON COUNTY 06-13-91
APPROVED FOR RECORD 483
HENSON AVIATION SERVICES, INC., amended to 9:37A

HAGERSTOWN AVIATION SERVICES, INC.

AMENDED 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 Hagerstown Aviation Services, Inc.

THIRD: The purpose for which the Corporation is formed is to do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is P.O. Box 486, Washington County Regional Airport, Hagerstown, Maryland 21741. The name and post office address of the Resident Agent of the Corporation in this state are Roland G. Funk, 100 Donneybrook Drive, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this state.

FIFTH: The total number of the shares of capital stock which the Corporation has the 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 may increase or decrease pursuant to the 1029

LENNIE J. WEAVER, CLERK
BY: _____

11648283

1991 JUN 13 A 9 37

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

1. If there is no stock outstanding, the number of Directors may be less than three but not less than one; and
2. If there is stock outstanding and so long as there are less than three stockholders, the number of Directors may be less than three but not less than the number of stockholders.

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

Roland G. Funk

Richard A. Henson

Francis S. Humphrey

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

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

2401 1030

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of the 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 stockholding whose rights may or shall be thereby substantially adversely affected shall not be entitled to demand and receive payment of the value of his stock.

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 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.

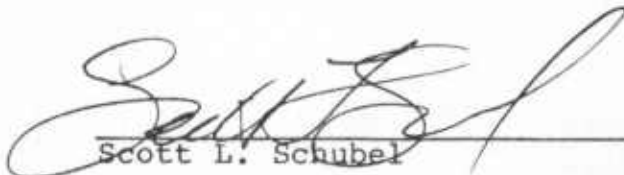
EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of Corporation of any class now or hereafter authorized or any securities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

3401 1031

~~3378 0317~~

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

IN WITNESS WHEREOF, I have signed these Amended Articles of Incorporation this 12th day of June, 1991 and we acknowledge the same to be my act.


Scott L. Schubel

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY that on this 12th day of June, before me, the subscriber, a Notary Public in and for the State and County aforesaid personally appeared Scott L. Schubel who made oath in due form of law that the matters and facts set forth in the aforesaid Amended Articles of Incorporation are true to the best of his knowledge, information and belief.

WITNESS my hand and official Notarial Seal.


Notary Public

My Commission Expires:

5-14-94

3401 1032

~~2779 1718~~

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorCLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

Department of Assessments and Taxation

CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 10A^{MA} BUSINESS CODE _____ COUNTY 71~~D0339432~~ P.A. _____ Religious _____ Close _____ Stock _____ NonstockMerging D3214012 Surviving
(Transferor) _____ (Transferee) _____

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

76 _____ Certificate of Merger/Transfer

75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign 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

NOTE:

Documents on _____ checks

APPROVED BY: msl

3401 1033

Name Change
(New Name) HagerstownAviation Services, 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:

Scott L. Schubel
ESQ.MAIL TO ADDRESS: Wachs, Boone
+ Schubel138 W. Washington St
Hagerstown, Md. 21740
4769

AMENDED ARTICLES OF INCORPORATION
OF
HENSON AVIATION SERVICES, INC.
CHANGING ITS NAME TO:
HAGERSTOWN AVIATION SERVICES, INC.

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

OF MARYLAND JUNE 13, 1991 AT 9:37 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.

LIBER 483
LAND 483
DENNIS J. WEAVER, CLERK

CORPORATIONS

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
RECEIVED FOR RECORD

RETURN TO:
WACHS, BOONE & SEHUBEL
ATTN: SCOTT L. SCHUBEL, ESQ.
138 W. WASHINGTON ST.
HAGERSTOWN

MAILED SEP 17 1992

MD 21740 4769

242C3040086

A 360898



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3401 1028

483

483

CERTIFICATE OF

☐

MERGER

☒

TRANSFER

☐

CONSOLIDATION

☐

SHARE EXCHANGE

TO: ☒ Clerk of the Circuit Court for WASHINGTON COUNTY-CORPORATE RECORDS
☐ 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 APRIL 17, 1992 AT 10.00 A.M.

1) The name of each party to the Articles is _____

LHJ, LTD. (MD CORP.)-TRANSFEROR AND RONALD HARRIS PARKER & ASSOCIATES, INC.
(MD CORP.)-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
RONALD HARRIS PARKER & ASSOCIATES, INC.

122-128 W. WASHINGTON STREET

HAGERSTOWN, MD. 21740

As Witness my hand and the Official
seal of the said Department at Baltimore
this 23RD day of APRIL
1992.

FILED

JUL 29 4 05 PM '92

LENNIE J. WEAVER, CLERK

BY: _____

Geraldine C. Sheley
GERALDINE C. SHELEY
OFFICE SUPERVISOR II

3411, 1520

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTYCERTIFIED COPY
RESOLUTION
OF THE BOARD OF DIRECTORS
OF
SHARRETT, INC.CHANGE OF NAME AND ADDRESS OF RESIDENT AGENT
OF THE CORPORATION

Sharrett, Inc., a corporation duly organized under the laws of the State of Maryland, with principal place of business located at 1333 Dual Highway, Hagerstown, Maryland, 21740 (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 E. Beachley, 28 West Washington Street, P.O. Box 1269, Hagerstown, Maryland, 21741. Said Resident Agent is an individual actually residing in this State.

SECOND: On March 26, 1992 by written informal action taken pursuant to Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation unanimously approved and adopted the foregoing resolution.

I, Shirley C. Soltis, Secretary of Sharrett, 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 approved and adopted by the Board of Directors of the Corporation.

Shirley C. Soltis
Secretary

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

FILED

JUL 29 4 05 PM '92
1 - ADV 2661
1 - ADV 2661

APPROVED FOR RECORD

4-1-92 at 8:36 A
ENNIS J. WEAVER, CLERK

20928378 0906

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 21
DO195537 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	_____	Expedited Fee	Name Change (New Name) _____
20	_____	Organ. & Capitalization	
61	_____	Rec. Fee (Arts. of Inc.)	
62	_____	Rec. Fee (Amendment)	
63	_____	Rec. Fee (Merger or Consolidation)	
64	_____	Rec. Fee (Transfer)	<input type="checkbox"/> Change of Name
65	_____	Rec. Fee (Dissolution)	<input type="checkbox"/> Change of Principal Office
66	_____	Rec. Fee (Revival)	<input checked="" type="checkbox"/> Change of Resident Agent
52	_____	Foreign Qualification	<input checked="" type="checkbox"/> Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	
51	_____	Foreign Name Registration	<input type="checkbox"/> Resignation of Resident Agent
13	_____	Certified Copy _____	<input type="checkbox"/> Designation of Resident Agent and Resident Agent's Address
56	_____	Penalty	<input type="checkbox"/> Other Change _____
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	ATTENTION: _____
84	_____	Amendment to Limited Partnership	
85	_____	Termination of Limited Partnership	
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	Corp. Good Standing	
NA	_____	Foreign Corp. Registration	MAIL TO ADDRESS: <u>Miller</u>
87	_____	Limited Part. Good Standing	<u>Atten, Barclay & Stone</u>
71	_____	Financial	<u>28 W. Washington St</u>
600	_____	_____ Personal	<u>P.O. Box 1269</u>
	_____	Property Reports and late filing penalties	<u>Hagerstown, Md 21741-1269</u>
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

☐ Check ☐ Cash

NOTE:

1 Documents on 1 checks

APPROVED BY: RMC

3408 0907

00045 00799

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS
OF
SHARRETT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 1, 1992 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:

\$ _____

\$ 10.00

\$ _____

D0195537

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 SEP 17 1992
MILLER, OLIVER, BEACHLEY & STONE
28 W. WASHINGTON ST.
P.O. BOX 1269
HAGERSTOWN

MD 21741 1269

195C3050594

A 386344



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3402 0905

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTYCERTIFIED COPY
RESOLUTION
OF THE BOARD OF DIRECTORS
OF
PSP, LTD.CHANGE OF NAME AND ADDRESS OF RESIDENT AGENT
OF THE CORPORATION

PSP, Ltd., a corporation duly organized under the laws of the State of Maryland, with principal place of business located at 1333 Dual Highway, Hagerstown, Maryland, 21740 (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 E. Beachley, 28 West Washington Street, P.O. Box 1269, Hagerstown, Maryland, 21741. Said Resident Agent is an individual actually residing in this State.

SECOND: On March 26, 1992, by written informal action taken pursuant to Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation unanimously approved and adopted the foregoing resolution.

I, Sally S. Perryman, Secretary of PSP, Ltd., 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 approved and adopted by the Board of Directors of the Corporation.

Sally S. Perryman
Secretary

92 8 A 1 - 84V 2661

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

FILED 92 8 A 1 - 84V 2661

APPROVED FOR RECORD

Jul 29 4 05 PM '92

4-1-92

at

8:36 A.M.

LENN J. WEAVER, CLERK

BY: _____

20928377

3408 0909

STATE OF MARYLAND

WILLIAM DONALD SCHWARTZ
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

BUSINESS CODE

COUNTY

21

D2382114

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 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

1 Check

Cash

NOTE:

1

Documents on

1

checks

APPROVED BY:

RMC

3408 0910

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, Brantly & Stone
28 West Washington Street
P.O. Box 1269
Hagerstown, MD
21744-1269

00045 00802

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS
OF
PSP LTD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 1, 1992 AT 8:36 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 10.00

SPECIAL
FEE PAID:

\$ _____

D2382174

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 SEP 17 1992
MILLER, OLIVER, BEACHLEY & STONE
28 WEST WASHINGTON ST.
P.O. BOX 1269
HAGERSTOWN

MD 21744 1269

195C3050595

A 386345



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3408 0808

RECEIVED

'92 APR 2 AM 7 54

STATE DEPT. OF
ASSESSMENTS & TAXATION

ABACUS ACCOUNTING INC.

A CLOSE CORPORATION UNDER TITLE 4

ARTICLES OF INCORPORATION

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

4-2-92 at 800w

FIRST: The undersigned, Judith A. Springer, whose post office address is 329 Brookline Ave., Hagerstown, MD 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 (which is hereinafter called the Corporation) is Abacus Accounting Inc.

THIRD: The corporation shall be a close corporation as authorized by Title 4.

FOURTH: The purpose for which the Corporation is formed is as follows:

To provide bookkeeping and accounting services to individuals and other businesses.

FILED

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

LENNIE J. WEAVER, CLERK

BY: _____

209385 6217

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

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

FIFTH: The post office address of the principal office of the Corporation in Maryland is 329 Brookline Ave., Hagerstown, MD 21740. The name and post office address of the resident agent of the Corporation in Maryland are Judith A. Springer, 329 Brookline Ave., Hagerstown, MD 21740.

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

3407 1229

00045 00805

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

SEVENTH: The Corporation elects to have no board of directors.

Judith A. Springer 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 2nd day of April, 1992.


WITNESS:

  (SEAL)
Judith A. Springer

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 2nd day of April, 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Judith A. Springer, who did acknowledge that he/she executed the foregoing Articles of Incorporation as his/ her voluntary act.

WITNESS my hand and Notarial Seal.


Notary Public



My Commission Expires: 3/2/96

00045 00806

STATE OF MARYLAND

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

02 Jms

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

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

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

Code

ATTENTION:

MAIL TO ADDRESS:

Judith Springer
329 Brookline Ave
Hagerstown Md
21740

TOTAL
FEES

70

Check

Cash

NOTE:

Documents on checks

APPROVED BY:

3407 1230

00045 00807

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
ABACUS ACCOUNTING INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 2, 1992 AT 8:00 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3404167

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 SEP 17 1992
JUDITH A SPRINGER
329 BROOKLINE AVE
HAGERSTOWN

MD 21740

193C3050286

A 386009



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO

3407 1226

00045 00808

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTYSTATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

LINDA & LISA DELI, INC.

3-30-92 at 9:15 a.m.

A CLOSE CORPORATION UNDER TITLE 4

ARTICLES OF INCORPORATION

FIRST: We, Linda K Hawbaker, whose post office address is 449 Salem Avenue, Hagerstown, MD 21740 and Lisa M Harbaugh, 213 High Street, Hagerstown, MD 21740, both being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

LINDA & LISA DELI, INC.

THIRD: The Corporation shall be a Close Corporation as authorized by Title 4.

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

(1) to provide and sell food and beverages to the general public; and to engage in any other lawful purpose and/or business, and

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

FIFTH: The post office address of the principal office of the Corporation in this State is located at 511 Salem Avenue, Hagerstown, Washington County, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Linda K Hawbaker, 449 Salem Avenue, Hagerstown, Washington County, 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 500 shares of common stock, of par value of \$1.00 a share, and having an aggregate par value of \$500.00.

FILED

JUL 29 4 06 PM '92

LENNIS J. WEAVER, CLERK
BY: _____

20908481

1992 MAR 30 10 15

SEVENTH: Not applicable.

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 three, provided that:

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

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

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Linda K Hawbaker, whose post office address is 449 Salem Avenue, Hagerstown, MD 21740, and Lisa M Harbaugh, whose post office address is 213 High Street, Hagerstown, MD 21740.

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

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

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

3407 04

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

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on this 27th day of MARCH, 1992, and severally acknowledge the same to be our acts.

Gerald L. Shindle
WITNESS

Linda K. Hawbaker
LINDA K. HAWBAKER

Gerald L. Shindle
WITNESS

Lisa M. Harbaugh
LISA M. HARBAUGH

00045 00811

STATE OF MARYLAND COURT
WASHINGTON COUNTY
WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

P.S.

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

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 _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Linda K. Hawbaker
449 SALEM AVENUE
HAGERSTOWN, MD 21740

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

NOTE:

_____ Documents on _____ checks

APPROVED BY: JMT

3407 0432

00045 00812

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
LINDA & LISA DELI, INC.

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

OF MARYLAND MARCH 30, 1992 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:

\$

D3402963

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 SEP 17 1992
LINDA K HAWBAKER
449 SALEM AVENUE
HAGERSTOWN

MD 21740

192C3050149

A 385875



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

7407 0428

ARTICLES OF INCORPORATIONCLERK OF THE CIRCUIT COURT
WASHINGTON COUNTYOFSTAR LEASING, INC.

FIRST: WE, THE UNDERSIGNED, Henry C. Clarke, Jr., 22612 Griffith Drive, Gaithersburg, Maryland 20879, and Gary L. Crawford, 17700 Hollingsworth Drive, 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:

Star Leasing, 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 the leasing of equipment and other related entities;
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

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

1

FILED

Jul 29

4 06 PM '92

DENNIS J. WEAVER, CLERK

BY:

4-2-92 at 8:32a

3407 2061

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 11210 East Willow Road, Hagerstown, Maryland 21742. The registered agent of the Corporation will be Todd Rosenthal, 11210 East Willow Road, Hagerstown, Maryland 21742. 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 two (2), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than two (2), and the name of the directors who shall act until the first meeting or until their successors are duly chosen and qualified are:

Robert D. Rosenthal

Todd 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.


00045 00823

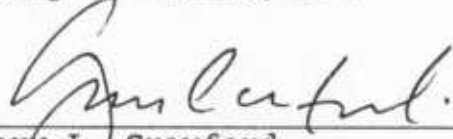
CLERK OF THE CIRCUIT COURT

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.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation, this 24th day of MARCH, 1992.


Henry C. Clarke, Jr.


Gary L. Crawford

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

STATE OF MARYLAND

:
: to wit
:

COUNTY OF MONTGOMERY

I HEREBY CERTIFY that on this 24th day of March, 1992, 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.

Kelly A. Dicker
Notary Public

My Commission Expires: 9-1-94

00045 00825

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorCLERK OF THE CIRCUIT COURT
Department of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

02

BUSINESS CODE

03

COUNTY

71

_____ P.A. _____ Religious _____ Close ☒ Stock _____ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

10		Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	<u>20</u>	<u>1</u> Certified Copy <u>14</u>
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance

Name Change
(New Name) _____

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

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 _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

T/C Leasing
P.O. Box 579
Halling Waters, WV
25419

TOTAL
FEES

60

Check

Cash

Documents on _____ checks

APPROVED BY: _____

A

NOTE:

copy made

3407 2073

13

00045 00826

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
STAR LEASING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 2, 1992 AT 8:32 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3405180

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
T/C LEASING
P O BOX 579
FALLING WATERS

MAILED SEP 17 1992
WV 25419

194C3050427

A 386140



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 2407 2060

00045 00827

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
K & R FOUNDATIONS, INC.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
4-3-72 at 8:57A

A MARYLAND CLOSE CORPORATION,
ORGANIZED PURSUANT TO TITLE 4 OF THE
CORPORATIONS AND ASSOCIATIONS ARTICLE
OF THE ANNOTATED CODE OF MARYLAND

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 K & R Foundations, 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 pouring foundations for residential and commercial construction; and to engage in any other lawful purpose and/or business.

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

FIFTH: The post office address of the principal office of the Corporation in this State is 16904 Bakersville Road, Boonsboro, Maryland 21713. The name and post office address of the Resident Agent of the Corporation in this State is Joseph P. Kline, 16904 Bakersville Road, Boonsboro, Maryland 21713. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 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 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.

FILED
JUL 29 4 06 PM '92
TENNIS J. WEAVER, CLERK
BY: _____

20948300

3408 1120

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: David R. Rider and Joseph P. Kline.

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

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or 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 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

00045 00829

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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 2 day of April, 1992, and I acknowledge the same to be my voluntary act and deed.

Angelo Z. Burgom
Witness

Thomas M. DiGirolamo (SEAL)
Thomas M. DiGirolamo

DiGirolamo & DiGirolamo
Attorneys at Law
34 West Washington Street
Petersburg, Maryland 21740

0392\K&RAAO

7408 1122

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00045 00830
CLERK OF THE CIRCUIT COURT
Department of Assessments and Taxation
WASHINGTON COUNTY
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 10 BUSINESS CODE _____ COUNTY 71
D3011483 _____ P.A. _____ Religious X Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	_____	Expedited Fee	Name Change (New Name) _____
20	_____	Organ. & Capitalization	_____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	<u>20</u>	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	_____ Change of Principal Office
66	_____	Rec. Fee (Revival)	_____ Change of Resident Agent
52	_____	Foreign Qualification	_____ Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent
13	_____	Certified Copy	_____ and Resident Agent's Address
56	_____	Penalty	<u>X</u> Other Change <u>To a close corp</u>
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	ATTENTION: _____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	MAIL TO ADDRESS: _____
22	_____	State Transfer Tax	<u>Schlossberg &</u>
23	_____	Local Transfer Tax	<u>Digikolamo</u>
31	_____	Corp. Good Standing	<u>134 West Washington St.</u>
NA	_____	Foreign Corp. Registration	<u>P.O. Box 4227</u>
87	_____	Limited Part. Good Standing	<u>Hagerstown, MD 21741-</u>
71	_____	Financial	<u>4227</u>
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: PCM

NOTE: 3409 1123

00045 00831

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

AMENDED ARTICLES OF INCORPORATION
OF
K & R FOUNDATIONS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 3, 1992 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

\$ _____

D3011483

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 SEP 17 1992
SCHLOSSBERG & DIGIROLAMO
134 W. WASHINGTON ST.
P.O. BOX 4227
HAGERSTOWN

MD 21741 4227

196C3050732

A 386423



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO 7408 1119

00045 00832

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTYARTICLES OF INCORPORATIONOF
GARY C. PAPUCHIS, M.D., P.A. 1992 APR -6 A 9:07

THIS IS TO CERTIFY THAT:

FIRST: I, the undersigned, Janet I. McCurdy, whose post office address is 129-9 West Patrick Street, Frederick, Frederick County, Maryland 21701, being at least eighteen (18) years of age, do hereby form a Corporation under the Laws of the State of Maryland by the execution and filing of these Articles of Incorporation.

SECOND: The name of the Corporation is: Gary C. Papuchis, M.D., P.A..

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

To engage in the practice of medicine, including the rendering of all professional medical services in connection therewith; and to conduct any activities necessary and incident thereto; and to invest its funds in real estate, mortgages, stocks, bonds or any other type of investments; and to own real and personal property necessary or appropriate for the rendering of said professional services.

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

The Corporation shall be authorized to exercise and enjoy any and all of the powers, rights and privileges granted to, or conferred upon professional corporations in general, and also other corporations of a similar character under the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, and under any successor and/or replacement to said Law ("Code").

FOURTH: The post office address of the principal office of the Corporation in Maryland is 354 Mill Street, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland is Gary C. Papuchis, M.D., 38 Ashley Way, Myersville, Frederick County, Maryland 21773. Said resident agent is an adult citizen of Maryland and presently resides therein.

FILED

FIFTH: The total number of shares of stock which the Corporation has authority to issue is FIVE THOUSAND (5,000) shares, having no par value, 100% of which are common, that being voting Common

JENNIS J. WEAVER, CLERK

BY: _____

2408 0348

20978354

Stock. After the original issuance of stock, the stockholders of the Corporation shall have preemptive rights with respect to the sale by the Corporation of any additional shares of stock, whether treasury stock or authorized but unissued stock, regardless of the purpose for sale. This preemptive right may be waived in any particular instance of the issuance of shares of stock in the Corporation by a majority vote of the stockholders of the Corporation.

SIXTH: The Corporation shall have at all times a Board of Directors whose number shall be governed by the provisions of Section 2-402 of the Code, and its successor sections, and the name of the director who shall act until the First Annual Meeting of the Shareholders, or until his successor(s) are duly chosen and qualified is: Gary C. Papuchis, M.D..

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: Any agreement or like contract for the purchase and sale of shares of stock in the Corporation which complies with the provisions of Section 5-116 of the Code, as amended and/or changed from time to time, which has been executed by all of the stockholders of the Corporation, as well as the Corporation, and which is binding upon all of the stockholders existing at the time of said agreement's execution, and which is prospective in nature (binding upon all future stockholders), and the existence of which is noted on the outstanding share certificates of the Corporation, shall be legally enforceable as executed, in spite of any provision in the paragraph **EIGHTH** which might be contrary to any provision contained in said agreement.

In the event that a sale and/or other transfer of shares of Common Stock in the Corporation should involve shares of stock belonging to a deceased stockholder or a stockholder no longer properly licensed to provide the services which a physician in the State of Maryland is permitted to render, then such sale and/or transfer shall, in all events, be accomplished within the time limits set by Section 5-116 above referred to, as amended and/or changed from time to time.

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

(a) The Board of Directors of the Corporation is hereby empowered to direct issuance from time to time of shares of its stock of any class, and convertible securities, whether now or hereafter authorized by the stockholders, for such consideration as may be deemed advisable by the Board of Directors and without any further authorization other than initial authorization in the Articles of Incorporation of the Corporation and without any further action by the stockholders, unless required so as to comply with preemptive rights set forth in paragraph

FIFTH if shares are to be sold to non-stockholders or to existing stockholders disproportionately.

(b) The Board of Directors may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption, and the conversion rights, of such shares, but no such action will affect the preemptive rights provided for in these Articles.

(c) Any director, individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director or in which any director may be interested as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in, any contracts or transactions of the Corporation, and in the absence of fraud no contract or other transaction shall be thereby affected or invalidated; PROVIDED, HOWEVER, that in the event that a director or any firm of which a director is a member, or any corporation or association of which a director may be an officer or director or have a pecuniary interest is so interested, such fact shall be disclosed to or shall have been known by the Board of Directors of the Corporation or a majority thereof, and any director of the Corporation who is also a director or officer of or interested in such other corporation or association, or who, or the firm of which he is a member, is so interested, may be counted in determining the existence of a quorum at the meeting of the Board of Directors of the Corporation which shall authorize, ratify, or confirm any such contract or transaction, and may vote thereat to authorize, ratify, or confirm any such contract or transaction.

(d) The Corporation reserves the right to amend its Articles of Incorporation so that such amendment may alter the contract rights, as expressly set forth in the Articles of Incorporation, of any outstanding stock, even though such rights are substantially adversely affected, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation or merger; and, as long as all stockholders of a class are treated equally, then even though an amendment may substantially adversely affect them, no cause of action at law or equity shall accrue on account of such amendment.

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

3408 0350

00045 00835

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

TENTH: In each case where the Corporations and Associations Article of the Annotated Code of Maryland, as hereafter amended from time to time, requires a more than majority affirmative vote of the shareholders of the Corporation before a particular action may be taken by the Corporation, that more than majority affirmative shareholder vote requirement shall be lowered to an affirmative vote of a majority of the shareholders of the Corporation, and/or of a majority of each class of shareholders, as the case may be. This provision in the Articles is meant to reduce the more than majority stockholder voting requirement for (but not be limited to) each of the following corporate actions: Charter amendments, consolidation, merger, transfer of assets, partial liquidation, and dissolution.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 3rd day of April, 1992.

WITNESS:

April N. Grastorf Janet I. McCurdy (SEAL)
Janet I. McCurdy

STATE OF MARYLAND, COUNTY OF FREDERICK, TO WIT:

I HEREBY CERTIFY that on this 3rd day of April, 1992, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Janet I. McCurdy, who acknowledged the foregoing Articles of Incorporation to be her act.

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

NOTARY PUBLIC
FREDERICK COUNTY, MARYLAND

My Commission Expires: June 4, 1995

3408 0351

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 06 COUNTY 71
✓ P.A. Religious Close ✓ Stock Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
1	100.00	100.00
2	200.00	200.00
3	300.00	300.00
4	400.00	400.00
5	500.00	500.00
6	600.00	600.00
7	700.00	700.00
8	800.00	800.00
9	900.00	900.00
10	1000.00	1000.00
11	1100.00	1100.00
12	1200.00	1200.00
13	1300.00	1300.00
14	1400.00	1400.00
15	1500.00	1500.00
16	1600.00	1600.00
17	1700.00	1700.00
18	1800.00	1800.00
19	1900.00	1900.00
20	2000.00	2000.00
21	2100.00	2100.00
22	2200.00	2200.00
23	2300.00	2300.00
24	2400.00	2400.00
25	2500.00	2500.00
26	2600.00	2600.00
27	2700.00	2700.00
28	2800.00	2800.00
29	2900.00	2900.00
30	3000.00	3000.00
31	3100.00	3100.00
32	3200.00	3200.00
33	3300.00	3300.00
34	3400.00	3400.00
35	3500.00	3500.00
36	3600.00	3600.00
37	3700.00	3700.00
38	3800.00	3800.00
39	3900.00	3900.00
40	4000.00	4000.00
41	4100.00	4100.00
42	4200.00	4200.00
43	4300.00	4300.00
44	4400.00	4400.00
45	4500.00	4500.00
46	4600.00	4600.00
47	4700.00	4700.00
48	4800.00	4800.00
49	4900.00	4900.00
50	5000.00	5000.00
51	5100.00	5100.00
52	5200.00	5200.00
53	5300.00	5300.00
54	5400.00	5400.00
55	5500.00	5500.00
56	5600.00	5600.00
57	5700.00	5700.00
58	5800.00	5800.00
59	5900.00	5900.00
60	6000.00	6000.00
61	6100.00	6100.00
62	6200.00	6200.00
63	6300.00	6300.00
64	6400.00	6400.00
65	6500.00	6500.00
66	6600.00	6600.00
67	6700.00	6700.00
68	6800.00	6800.00
69	6900.00	6900.00
70	7000.00	7000.00
71	7100.00	7100.00
72	7200.00	7200.00
73	7300.00	7300.00
74	7400.00	7400.00
75	7500.00	7500.00
76	7600.00	7600.00
77	7700.00	7700.00
78	7800.00	7800.00
79	7900.00	7900.00
80	8000.00	8000.00
81	8100.00	8100.00
82	8200.00	8200.00
83	8300.00	8300.00
84	8400.00	8400.00
85	8500.00	8500.00
86	8600.00	8600.00
87	8700.00	8700.00
88	8800.00	8800.00
89	8900.00	8900.00
90	9000.00	9000.00
91	9100.00	9100.00
92	9200.00	9200.00
93	9300.00	9300.00
94	9400.00	9400.00
95	9500.00	9500.00
96	9600.00	9600.00
97	9700.00	9700.00
98	9800.00	9800.00
99	9900.00	9900.00
100	10	

10		Expended Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>10</u>	<u>1</u> Certified Copy <u>✓</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance

Name Change
(New Name)

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

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

Code

ATTENTION: Janet I. Mc-
Curdy

MAIL TO ADDRESS: McCurdy + Kvasak, P.A.
129-9 West Patrick St.
Frederick, MD 21701

TOTAL
FEES

50 Check Cash

NOTE: Copy made

Documents on checks

APPROVED BY:

3408 0250

00045 00837

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
GARY C. PAPUCHIS, M.D., P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 6, 1992 AT 9:07 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3406717

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
JANET I MCCURDY
MCCURDY & KRASK, P.A.
129-9 WEST PATRICK ST
FREDERICK

MAILED SEP 17 1992

MD 21701

196C3050712

A 386405



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

2408 0347

00045 00838

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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 (1925-1989)
DIXIE C. NEWHOUSE

REPLY TO:

P. O. BOX 1417
HAGERSTOWN, MD 21741-1417

April 3, 1992

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

Re: Resignation as Resident Agent
EAGLE PEAK ELECTRICAL CONTRACTORS, INC.

Dear Sir or Madam:

Please be advised that as of April 3, 1992 I hereby resign as Resident Agent for the above referenced Company. Please mark your files accordingly. Please also find a check in the amount of \$10.00 in satisfaction of the filing fee for my resignation.

If you have any questions, please contact me. Thank you very much.

Very truly yours,

CREAGER & NEWHOUSE, P.A.

Dixie C. Newhouse
Dixie C. Newhouse

DCN/bjw
enclosure

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
AND TAXATION

APPROVED FOR RECORD

4-6-92 FILED 2:15 P.M.

JUL 29 4 06 PM '92

LENNIS J. WEAVER, CLERK
BY: _____

3408 1459

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
Administrator00045 00839
Department of Assessments and Taxation
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE _____

BUSINESS CODE _____

COUNTY 71# D2990604 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

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 _____

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 _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS:

Creager & Newhouse, P.A.
82 W. Washington St.
Hagerstown MD 21740

TOTAL
FEES \$10.00

_____ 1 Check _____ Cash

NOTE:

_____ 1 Documents on _____ 1 checks

APPROVED BY: RMC

3409 1460

00045 00840

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

RESIGNATION OF RESIDENT AGENT
OF
EAGLE PEAK ELECTRICAL CONTRACTORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 6, 1992 AT 2:15 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

\$ _____

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.

RETURN TO:
CREAGER & NEWHOUSE, P.A.
82 W. WASHINGTON ST.
HAGERSTOWN

MAILED SEP 17 1992

MD 21740

196C3050781

A 386468



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3408 1458

00045 00841

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION

OF

STATE OF MARYLAND

BRAGUNIER FARMS, INC.

THIS IS TO CERTIFY:

4-8-92

9:15a

FIRST: That I, the subscriber, Donald L. Bragunier, whose Post Office address is 12315 Country View Drive, Clear Spring, Washington County, Maryland 21722, being at least twenty-one (21) years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of a corporation, by the execution, acknowledgement 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:

BRAGUNIER FARMS, INC.

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

A. To engage in, conduct and carry on the business of purchasing, selling, conveying, transferring, farming, timbering, tilling, leasing, maintaining, operating and conducting in regards to the purchase and/or sale of personal and real properties, which may include livestock, farm animals, dairy and beef cattle and farming appliances and equipment. At the sole option of the Corporation, it may supply any or all services, goods, equipment, parts and merchandise in connection with the operation and carrying on of said business.

B. To purchase, lease or otherwise acquire real property, machinery, equipment and other personal property and to own, hold, lease, sell and convey, exchange, encumber by Mortgage or Deed of Trust, or otherwise deal in, utilize or dispose of such property, real and personal, as well as any rights, interests, leases, equities, mortgages and options in, upon or affecting any such property; and also to acquire, improve, construct, build, own, operate and maintain, lease and sell structures and improvements that may or will be used to assist, aid and benefit the aforementioned business.

C. To purchase, lease or otherwise acquire, all or any part of the property, real or personal, rights, businesses, contracts, goodwill, franchises, licenses and assets of every kind, of any corporation, partnership or individual, including the estate of a decedent, carrying on or having carried on in whole or in part any of the aforesaid 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.

D. To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district 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

JUL 29 4 06 PM '92

LENNIS J. WEAVER, CLERK

BY: _____

21008129

3410 0623

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, by or among the Stockholder(s) of this Corporation. All issued and outstanding Stock of this corporation maybe owned by a presently functioning Maryland corporation.

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

F. To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and it 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.

G. In general to carry on any lawful business and to have and exercise all powers conferred by the General Laws of the State of Maryland upon corporations formed thereunder and to exercise and enjoy all powers, rights and privileges granted to or conferred upon corporations of this character by said General Laws now or hereafter in force; the enumeration of certain powers as herein specified not being intended to exclude any such powers, rights and privileges.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the Articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the General Laws of this State.

FOURTH: The Post Office address of the place at which the principal office of the Corporation in this State will be located is 12107 Boyd Road, Clear Spring, Washington County, Maryland 21722. The Resident Agent of the corporation is Donald L. Bragunier whose Post Office address is 12315 Country View Drive, Clear Spring, Washington County, Maryland 21722. Said Resident Agent is a citizen of the State of Maryland and actually resides therein. ✓

FIFTH: The Corporation shall have 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 three (3). The initial Directors shall be Donald L. Bragunier, Charlene M. Bragunier, Curtis C. Bragunier and Dawn M. Bragunier. All of the Directors reside at 12315 County View Drive, Clear Spring, Washington County, Maryland.

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 One Dollar (\$1.00) each, having an aggregate par value of Ten Thousand Dollars (\$10,000.00). 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 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 such surplus or net profits. The Board of Directors may, in its discretion, use and apply any of the surplus 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

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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 anyway interested.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on March 24, 1992.

WITNESS:

Charles M. Bragunier

Donald L. Bragunier
Donald L. Bragunier

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

I HEREBY CERTIFY that on March 24th, 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Donald L. Bragunier, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and who acknowledged that he executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

My Commission Expires:

November 1, 1993

Richard L. Bragunier
Notary Public

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER

Governor

LLOYD W. JONES

Director

PAUL B. ANDERSON

Administrator



00045 00045

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
Deeds, Mortgages and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 02 Jms BUSINESS CODE 03 COUNTY 71# _____ P.A. _____ Religious _____ Close ☒ Stock _____ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

10	<u>30</u>	Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance

Name Change
(New Name) _____

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

76 _____ Certificate of Merger/Transfer

Code _____

75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to 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 _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Richard Mc Grory
152 W. Wash St
Hagerstown Md
21740

TOTAL FEES 70☒ Check _____ Cash

NOTE: _____

_____ Documents on _____ checks

APPROVED BY: gc

3410 0627

00045 00846

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
BRAGUNIER FARMS, INC.

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

OF MARYLAND APRIL 8, 1992 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:

\$

D3410198

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 SEP 17 1992
RICHARD MC GRORY
152 W WASHINGTON ST.
HAGERSTOWN MD 21740

200C3051319

A 387300



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

7410 0622

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
JAY B. GREENBERG, M.D., P.A.

Secretary's Certificate

RECEIVED
MAR 7 PM 3 01
STATE DEPT. OF
ASSESSMENTS & TAXATION

The undersigned, Roberta A. Greenberg, hereby certifies that she is the duly elected and qualified Secretary of JAY B. GREENBERG, M.D., P.A., a Maryland corporation (the "Corporation"), and she further certifies that the resolution set forth below is a true, accurate and correct copy of the resolution duly and lawfully adopted by the Board of Directors of the Corporation on March 3, 1992. Such resolution has not been altered, rescinded or amended and is still in full force and effect as of the date hereof in the form adopted.

RESOLVED: That the ~~principal office~~ of the Corporation be and it hereby is ~~changed~~ from 1190 Mt. Aetna Road, Hagerstown, Maryland 21740 ~~to 325 West Memorial Boulevard, Hagerstown, Maryland 21740,~~ and that the proper officers of the Corporation be and they hereby are 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.

IN WITNESS WHEREOF, the undersigned has executed the foregoing this 3rd day of March, 1992.

Roberta A. Greenberg Secretary
Roberta A. Greenberg, Secretary

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

FILED 4/7/92 at 2:59 .m.

20998108

Jul 29 4 06 PM '92

LENNIS J. WEAVER, CLERK
BY: _____

3410 1306

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00045 00848
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 26 BUSINESS CODE _____ COUNTY 71

D1289867 _____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE AMOUNT FEE REMITTED

10		Expedited Fee	Name Change
20		Organ. & Capitalization	(New Name) _____
61		Rec. Fee (Arts. of Inc.)	_____
62		Rec. Fee (Amendment)	_____
63		Rec. Fee (Merger or Consolidation)	_____
64		Rec. Fee (Transfer)	_____
65		Rec. Fee (Dissolution)	<input checked="" type="checkbox"/> Change of Name
66		Rec. Fee (Revival)	<input checked="" type="checkbox"/> Change of Principal Office
52		Foreign Qualification	_____ Change of Resident Agent
50		Cert. of Qual. or Reg.	_____ Address
51		Foreign Name Registration	_____ Resignation of Resident Agent
13		_____ Certified Copy _____	_____ Designation of Resident Agent
56		Penalty	_____ and Resident Agent's Address
54		For. Supplemental Cert.	_____ Other Change _____
53		Foreign Resolution	_____
73		Certificate of Conveyance	_____

76 _____ Certificate of Merger/Transfer

75		Special Fee	Code <u>054</u>
80		For. Limited Partnership	ATTENTION: _____
83		Cert. Limited Partnership	<u>Sharon S. Phillips</u>
84		Amendment to 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	MAIL TO ADDRESS: _____
87		_____ Limited Part. Good Standing	_____
71		Financial	_____
600		_____ Personal	_____
		Property Reports and _____	_____
		late filing penalties	_____
70	<u>10</u>	Change of P.O., R.A. or R.A.A.	_____
91		Amend/Cancellation, For. Limited Part.	_____
		Other _____	_____
		Other _____	_____

TOTAL FEES _____

_____ Check 10 Cash cash regt.
3 Documents on 1 checks

APPROVED BY: PCW NOTE: _____

3410 1307

00045 00849

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

CHANGE OF PRINCIPAL OFFICE
OF
JAY B. GREENBERG, M.D., P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 7, 1992 AT 2:59 O'CLOCK P.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 10.00

SPECIAL
FEE PAID:

\$ _____

D1289867

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 SEP 17 1992
SEMMES, BOWEN & SEMMES
ATTN: SHARON S. PHILLIPS
250 WEST PRATT STREET
BALTIMORE MD 21201

200C3051450

A 387407



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3410 1305

00045 00850

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

13535 The Heights
Hagerstown, MD 21740

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

March 3, 1992

APPROVED FOR RECORD
4/7/92

RECEIVED

APR 7 PM 3 01

2:59

Certified Mail,
Return Receipt Requested

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

Re: Change of Address of Resident of
JAY B. GREENBERG, M.D., P.A.

TO WHOM IT MAY CONCERN:

Notice hereby is given by the undersigned of the change of his post office address from 1734 Edgewood Hill Circle, Hagerstown, Maryland 21740 to 13535 The Heights, Hagerstown, Maryland 21742 as Resident Agent of JAY B. GREENBERG, M.D., P.A., effective immediately.

Very truly yours,

Jay B. Greenberg

Jay B. Greenberg, M.D.

FILED

JUL 29 4 06 PM '92

LENNIE J. WEAVER, CLERK
BY: _____

2410 1309

00045 00851

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorCLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
Department of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 26

BUSINESS CODE _____

COUNTY 71# D1289867 P.A. _____ Religious _____ Close _____ Stock _____ NonstockMerging
(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

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

76 Certificate of Merger/Transfer

Code 054

75 Special Fee
80 For. Limited Partnership
83 Cert. Limited Partnership
84 Amendment to 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

ATTENTION: _____

Sharon S. Phillips

MAIL TO ADDRESS: _____

TOTAL
FEES _____

_____ Check 10 Cash
3 Documents on 1 checks Cash recpt

NOTE: _____

APPROVED BY: PCM

3410 1310

00045 00852

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

CHANGE OF RESIDENT AGENT'S ADDRESS
OF
JAY B. GREENBERG, M.D., P.A.

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

OF MARYLAND APRIL 7, 1992 AT 2:59 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

\$ _____

D1289867

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
SEMMESE, BOWEN & SEMMESE
ATTN: SHARON S. PHILLIPS
250 WEST PRATT STREET
BALTIMORE MD 21201

MAILED SEP 17 1992

200C3051451

A 387408



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

2410 1308

00045 00853

STATE DEPARTMENT OF ASSESSMENT
AND TAXATIONCLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
JAY B. GREENBERG, M.D., P.A. RECEIVED APPROVED FOR RECORD
4/7/92 2:00 PM 3:00

ARTICLES OF AMENDMENT AND RESTATEMENT

at 3:00

STATE DEPT. OF
ASSESSMENTS & TAXATION

JAY B. GREENBERG, M.D., P.A., AS Maryland professional corporation, having its principal office at 325 West Memorial Boulevard, 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 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 as currently in effect.

SECOND: The Charter of the Corporation is hereby amended by striking in their entirety ARTICLES I through XIII inclusive, and by substituting in lieu thereof the following:

FIRST: The undersigned subscriber to these Articles of Incorporation, Stephen H. Paley, a natural person of at least eighteen (18) years of age, hereby presents these Articles of Incorporation for the formation of a corporation under the Professional Service Corporation Act, and other laws, of the State of Maryland.

SECOND: The name of the corporation (the "Corporation") is: "Jay B. Greenberg, M.D., P.A."

THIRD: The general nature of the business to be transacted by this Corporation is:

(1) To engage in every phase and aspect of the business and rendering the same professional services to the public that a Doctor of Medicine, duly licensed under the laws of the State of Maryland, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Maryland to practice as a Doctor of Medicine therein.

Jul 29 4 06 PM '92

LENNIE J. WEAVER, CLERK

BY: _____

3410 1312

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

(2) To invest funds of this Corporation in real estate, mortgages, stock, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

(3) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and, in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of this Corporation.

(4) To engage in and to perform any activities or functions which may be lawfully performed by a professional service corporation organized under the laws of the State of Maryland.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of this Corporation; and, it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this Corporation otherwise permitted by law.

FOURTH: The maximum number of shares of stock that this Corporation is authorized to issue is Ten Thousand (10,000) shares of Common Stock having a par value of Ten Cents (\$0.10) per share. None of the shares of this Corporation may be issued to anyone other than an individual duly licensed to practice as a Doctor of Medicine in the State of Maryland.

FIFTH: This Corporation is to exist perpetually.

SIXTH: The current post office address of the principal office of this Corporation in this State: 325 West Memorial Boulevard, Hagerstown, Maryland 21740. The Board of Directors may from time to time move the principal office to any other address in the State of Maryland. The current resident agent of the Corporation is: Jay B. Greenberg, M.D., whose post office address is: 13535 The Heights, Hagerstown, Maryland 21742. Said resident agent is a citizen of the State of Maryland and actually resides therein.

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

SEVENTH: This Corporation shall have one (1) director, initially. The number of directors may be increased or diminished from time to time by By-laws adopted by the stockholders, but shall never be less than one (1).

EIGHTH: The name and post office address of the current sole member of the Board of Directors is: Jay B. Greenberg, M.D., 13535 The Heights, Hagerstown, Maryland 21742.

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

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

(2) A contract or other transaction between the Corporation and any of its directors or between the Corporation and any other corporation, firm, or other entity in which any of its directors is a director or has a material financial interest is not void solely because of any one or more of the following: (a) the common directorship or interest; (b) the presence of

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

the director at the meeting of the board or a committee of the board which authorizes, approves or ratifies the contract or transaction; or (c) the counting of the vote of the director for the authorization, approval, or ratification of the contract or transaction; provided that (i) the fact of the common directorship or interest is disclosed or known to the Board of Directors or its committee, and the board or committee authorizes, approves or ratifies the contract or transaction by the affirmative vote of a majority of disinterested directors, even if the disinterested directors constitute less than a quorum; (ii) the fact of the common directorship or interest is disclosed or known to the stockholders entitled to vote, and the contract or transaction is authorized, approved, or ratified by a majority of the votes cast by the stockholders entitled to vote other than the votes of shares owned of record or beneficially by the interested director or corporation, firm, or other entity; or (iii) the contract or transaction is fair and reasonable to the Corporation. Common or interested directors or the stock owned by them or by an interested corporation, firm, or other entity may be counted in determining the presence of a quorum at the meeting of the Board of Directors or a committee of the Board or at a meeting of the stockholders, as the case may be, at which the contract or transaction is authorized, approved, or ratified. If a contract or transaction is not authorized, approved or ratified in one of the ways provided for in this paragraph, the person asserting the validity of the contract or transaction bears the burden of proving that the contract or transaction was fair and reasonable to the Corporation at the time it was authorized, approved or ratified.

(3) The 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 5-349 of the Courts and Judicial Proceedings Article of the Annotated Code of Maryland, or any successor provision of similar import. Any amendment, modification or repeal of the foregoing sentence by the stockholders of the Corporation shall not adversely affect any right or protection of a director or officer of the Corporation in respect to 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 fullest extent permitted by the

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

General Laws of the State of Maryland now or hereafter in force, including the advance of related expenses. Upon authorization by the Board of Directors, the Corporation may indemnify other employees and/or agents to the same extent provided herein for directors and officers.

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

(6) The Board of Directors of the Corporation shall have the power in its sole discretion and without limitation, subject only to any restrictions imposed by law, to authorize the issuance from time to time of shares of the Corporation's stock, with or without par value, of any class, and of securities convertible into shares of the Corporation's stock, with or without par value, of any class, for such consideration (irrespective of the value or amount of such consideration) and in such manner and by such means as said Board of Directors may deem advisable.

(7) The Board of Directors shall have the power in its sole discretion and without limitation, subject only to any restrictions imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by setting, altering or eliminating in any one or more respects, from time to time before the issuance of such shares, any feature of such shares, including but not limited to the designation, par value, preferences, conversion or other rights, voting powers, qualifications, and terms and conditions of redemption of, and limitations as to dividends and any restrictions on, such shares.

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

outstanding stock by classification, reclassification or otherwise.

(9) Notwithstanding any provision of law to the contrary, the affirmative vote of a majority of all of the votes entitled to be cast on the matter shall be sufficient, valid and effective, after due authorization, approval and/or advise of such action by the Board of Directors, as required by law, to approve and authorize the following acts of the Corporation: (a) any amendment of the Charter of the Corporation; (b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation; (c) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation; (d) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises; (e) the participation by the Corporation in a share exchange (as defined in the Maryland General Corporation Law) as the Corporation the stock of which is to be acquired; (f) the voluntary or involuntary liquidation, dissolution or winding-up of the affairs of the Corporation.

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.

THIRD: By written informal action, taken by the sole member of the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Maryland General Corporation Law, the Board of Directors of the Corporation duly advised the foregoing Articles of Amendment and Restatement, and by written informal action taken by the sole stockholder of the Corporation, pursuant to and in accordance with Section 2-505 of the Maryland General Corporation Law, the sole stockholder of the Corporation duly approved said Articles of Amendment and Restatement.

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

IN WITNESS WHEREOF, JAY B. GREENBERG, 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 Secretary on this 3rd day of March, 1992, and its President acknowledges that these Articles of Amendment and Restatement are the act and deed of JAY B. GREENBERG, 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:

JAY B. GREENBERG, M.D., P.A.

Roberta A. Greenberg (SEAL)
Roberta A. Greenberg,
Secretary

By: Jay B. Greenberg
Jay B. Greenberg,
President

08962:00001
ARTICLES OF AMEND. RESTATE
2/26/92

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00045 00860

CLERK OF THE CIRCUIT COURT
Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

BUSINESS CODE

COUNTY

#

P.A.

Religious

Close

Stock

Nonstock

Merging
(Transferor)

Surviving
(Transferee)

CODE AMOUNT

FEE REMITTED

Name Change
(New Name)

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

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

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

Code

ATTENTION:

MAIL TO ADDRESS:

TOTAL
FEES

Check

Cash

NOTE:

Documents on

checks

APPROVED BY:

3410 1219

00045 00861

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

THE ARTICLES OF AMENDMENT AND RESTATEMENT
OF
JAY B. GREENBERG, M.D., P.A.

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

OF MARYLAND APRIL 7, 1992 AT 3:00 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

\$ _____

D1289867

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 SEP 17 1992
SEMMEs, BOWEN & SEMMEs
ATTN: SHARON S. PHILLIPS
250 WEST PRATT STREET
BALTIMORE MD 21201

200C3051452

A 387409



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3410 1311

APPROVED FOR RECORD

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

4-8-92

at

9:03 a

1992 APR -8 P 9:03

ALLISON BOUQUIN MEMORIAL SCHOLARSHIP FUND, INC.

ARTICLES OF INCORPORATION

I, Richard W. Douglas, whose post office address is 21 Summit Avenue, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, do hereby form a non-stock corporation under the General Laws of the State of Maryland.

FIRST: The name of the Corporation, which is hereinafter called the "Corporation", shall be:

ALLISON BOUQUIN MEMORIAL SCHOLARSHIP FUND, INC.

SECOND: The Corporation is organized and shall be operated exclusively as a non-stock charitable and educational organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder, as they now exist or may hereafter be amended (collectively the "Internal Revenue Code") for the following purposes:

a. To provide financial assistance and support for graduates of South Hagerstown High School who have overcome obstacles in their own personal lives, to enable them to pursue a higher education or other similar objectives.

b. To engage in any lawful activities which are in furtherance of the purposes of the Corporation as restricted herein.

c. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the Corporation shall not participate in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

JUL 29 4 07 PM '92 1

DENNIS J. WEAVER, CLERK

BY: _____

20998445 2410 1621

d. The Corporation is organized exclusively for charitable and educational purposes, all for the public welfare and in furtherance of these purposes, to take, purchase, hold, sell, convey, lease, mortgage, pledge, invest, reinvest the principal thereof, deal with and expend income therefrom, receive in trust pursuant to the terms of any will or trust instrument or otherwise acquire or dispose of, for the foregoing purposes, property, real, personal or mixed, without value limitation except as imposed by law, 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 more than "charitable purposes" within the terms used in Section 501(c)(3) of the Internal Revenue Code of 1986 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.

e. In general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for educational and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

✓ **THIRD:** The post office address of the principal office of the Corporation in Maryland is 21 Summit Avenue, Hagerstown, Maryland 21740. The resident agent is Hans S. Goerl, whose address is 21 Summit Avenue, Hagerstown, Maryland 21740. Said resident agent is a citizen of and resides in the state of Maryland.

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

FIFTH: The number of Directors shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the current Directors, who shall act until the first annual meeting or until their successors(s) are duly chose and qualified, are: Sue A. Rice, Pierre Bouquin, and Hans S. Goerl, Esq.

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

SIXTH: Upon dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, and pursuant to a plan of distribution adopted by the Directors distribute, transfer, convey, deliver and pay over to any other charitable organization 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.

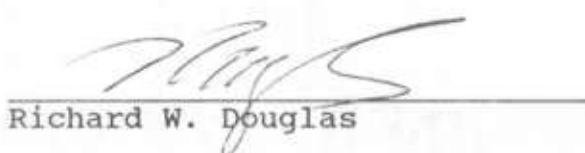
SEVENTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

EIGHTH: 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 members for money damages. Neither the amendment nor repeal of this Article, nor the adoption or amendment of any other provision of the Charter or By-Laws 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.

NINTH: The Corporation reserves the right to make, from time to time, any amendments to these Articles which may now or hereafter be authorized by law.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledge same to be my act this 6th day of April, 1992.

WITNESS:


Richard W. Douglas

00045 00865

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorCLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
Department of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 71# _____ P.A. _____ Religious _____ Close _____ Stock ☒ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

10		Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign 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. Douglas, P.A.,
Attorney at Law,
The Old Library Bldg.
21 Summit Avenue
Hagerstown, Md. 21740

TOTAL FEES 40☒ Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JmT4
3410 1624

00045 00866

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
ALLISON BOUQUIN MEMORIAL SCHOLARSHIP FUND, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 8, 1992 AT 9:03 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3411618

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
RICHA W DOUGLAS, P.A.
ATTORNEY AT LAW
THE OLD LIBRARY BLDG.
21 SUMMIT AVENUE
HAGERSTOWN

MD 21740

201C3051508

A 387467



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3410 1620

00045 00867

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

APPROVED FOR RECORD

4-10-92 at 906A

ARTICLES OF AMENDMENTOFLIFETIME, INC.

Lifetime, Inc., a Maryland corporation, having its principal office at 49 Jonathan Street, Hagerstown, Maryland 21740 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland, (hereinafter referred to as the "Department"), that:

FIRST: The Charter of the Corporation is hereby amended by striking Article FIFTH which stated:

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

and substituting in lieu thereof the following:

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue will be One Thousand (1,000) shares of voting Class A common stock, without par value and Ten Thousand shares of non-voting Class B common stock, without par value.

21018184

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

IN WITNESS WHEREOF, Lifetime, 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 2 day of APRIL, 1992, and its President acknowledges that these Articles of Amendment are the act and deed of Lifetime, Inc., and under penalties of perjury the matters and facts set forth herein with respect to

LENNIE J. WEAVER, CLERK

BY: _____

3410 2526

1992 APR 10 10 55 AM
67 A & 55
1992 APR 10 10 55 AM
67 A & 55

JUL 23 4 07 PM '92

00045 00868

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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

ATTEST:

SNYDER & POOLE, P.A.

Frederick M. Ziegler
Secretary

BY: Edward H. Lough
Edward H. Lough
President

CORPORATE SEAL:

3410 2527

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorCLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
Department of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 09 BUSINESS CODE 03 COUNTY 71
3294923 P.A. Religious Close Stock Nonstock

Merging (Transferor) Surviving (Transferee)

CODE AMOUNT FEE REMITTED

10		Expedited Fee
20	<u>21</u>	Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		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:

M. E. Chip Snyder Jr
28 Jonathan St
Hagerstown Md
21740

TOTAL FEES 41☒ Check ☐ Cash

NOTE:

1 Documents on 2 checksAPPROVED BY: *AS*

3410 2529

00045 00870

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
LIFETIME, INC.

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

OF MARYLAND APRIL 10, 1992 AT 9:06 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 21.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3294923

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
G. E. CHIP SNYDER, JR.
28 JONATHAN ST.
HAGERSTOWN

MAILED SEP 17 1992

MD 21740

201C3051628

A 387565



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3410 2525

00045 00871

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTYARTICLES OF INCORPORATION

FIRST: The Undersigned, Robert J. Fennel, whose post office address is 19657 Spring Creek Road, Hagerstown, Maryland 21742, 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 R. J. Fennel, 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, manage, improve, 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 serve as a broker and/or agent for the purchase, sale and lease of real or personal property.

3. To appraise, evaluate and analyze the value of real or personal property.

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 19657 Spring Creek Road, Hagerstown, Maryland 21742. The name and post office address of the Resident Agent of the Corporation in Maryland is Robert J. Fennel, 19657 Spring Creek Road, Hagerstown, Maryland 21742. Said Resident Agent is an individual actually residing in the State of Maryland.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares of common stock, 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, provided that:

FILED

JUL 29 4 07 PM '92

LENNIS J. WEAVER, CLERK

BY:

STATE OF MARYLAND DEPARTMENT OF ASSESSMENTS

21018193

APPROVED FOR

H-10-92 at 9:0807

3410 1992

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

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

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

Robert J. Fennel

Virginia Fennel

Eric J. Fennel

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.

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 and acknowledged same to by my act this 8th day of April, 1992.

WITNESS:



Robert J. Fennel



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

I HEREBY CERTIFY, that on this 8th day of April, 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Robert J. Fennel, party to the foregoing Articles of Incorporation, known to me personally to be such, and he did acknowledge the said Articles to be his act and deed, and that the facts therein stated are truthfully set forth.

WITNESS my hand and Official Notarial Seal.


Notary Public

My Commission Expires:

Nov. 1, 1995

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
Administrator00045 00874
CLERK OF THE CIRCUIT COURT

WASHINGTON COUNTY

Department of Assessments and Taxation

CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

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	30	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance

Name Change

(New Name) _____

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent

Address

Resignation of Resident Agent

Designation of Resident Agent

and Resident Agent's Address

Other Change _____

76 _____ Certificate of Merger/Transfer

Code _____

75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to 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

ATTENTION: _____

MAIL TO ADDRESS: _____

McGrovy and Schaefer
152 West Washington
St.
Hagerstown, MD
21740

TOTAL
FEES

40

Check

Cash

NOTE:

Documents on

checks

APPROVED BY:

A

3410 1989

00045 00875

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
R.J. FENNEL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 10, 1992 AT 9:08 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:

\$

D3412103

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 SEP 17 1992
MCGRORY AND SCHAEFER
152 WEST WASHINGTON ST.
HAGERSTOWN MD 21740

201C3051557

A 387508



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 7410 1995

00045 00876

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

APPROVED FOR RECORD

4-13-92 at

8:23a.m.

ARTICLES OF INCORPORATION

OF

TIMOTHY S. GORDON, P.A.

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 Timothy S. Gordon, P.A.

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

(1) To engage in the practice of law; and to engage in any other lawful purpose and/or business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 134 West Washington Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Timothy S. Gordon, 134 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

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

Timothy S. Gordon

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

LENNIS J. WEAVER, CLERK

April92\B:\GORDON.AOI

BY: _____

21048329

2410 2778

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APR 13 8 23 AM '92
DEPT. OF REVENUE
TAXPAYER'S SERVICES & TAXATION

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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

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

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

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

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

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

3410 2777

April92\B:\GORDON.AOI

00045 00878

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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, 1992, and I acknowledge the same to be my voluntary act and deed.

Joanna E. Kemmerer
Witness

Roger Schlossberg

(SEAL)

imo

Sheet
121740

April92\B:\GORDON.AOI

3410 2778

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
Administrator

045 00879

K OF THE CIRCUIT COURT
WASHINGTON COUNTYAssessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

P.S.

DOCUMENT CODE

02

BUSINESS CODE

06

COUNTY

11

#

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

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:

Roger Schlossberg

MAIL TO ADDRESS:

Schlossberg
4 Di Girolamo, Attorney
at Law, 134 West
Washington Street
P.O. Box 4227
Hagerstown, Md.
21741-4227

NOTE:

3410 2779

00045 00880

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
TIMOTHY S. GORDON, P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 13, 1992 AT 8:23 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3413044

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 SEP 17 1992
ROGER SCHLOSSBERG
SCHLOSSBERG & DIGIROLAMO
ATTORNEYS AT LAW
134 W. WASHINGTON ST., BOX 4227
HAGERSTOWN MD 21741 4227

202C3051677

A 387634



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3410 2775

00045 00881

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATIONCLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION

APPROVED FOR RECORD

04-13-92 at 8:57 .m.

OF

RECEIVED

BRAGUNIER ENTERPRISES, INC. 8 57

THIS IS TO CERTIFY:

STATE DEPT. OF
ASSESSMENTS & TAXATION

FIRST: That I, the subscriber, Donald L. Bragunier, whose Post Office address is 12315 Country View Drive, Clear Spring, Washington County, Maryland 21722, being at least twenty-one (21) years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of a corporation, by the execution, acknowledgement 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:

BRAGUNIER ENTERPRISES, INC.

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

A. To engage in, conduct and carry on the business of purchasing, selling, conveying, transferring, farming, timbering, tilling, leasing, maintaining, operating and conducting in regards to the purchase and/or sale of personal and real properties, which may include livestock, farm animals, dairy and beef cattle and farming appliances and equipment. At the sole option of the Corporation, it may supply any or all services, goods, equipment, parts and merchandise in connection with the operation and carrying on of said business.

B. To purchase, lease or otherwise acquire real property, machinery, equipment and other personal property and to own, hold, lease, sell and convey, exchange, encumber by Mortgage or Deed of Trust, or otherwise deal in, utilize or dispose of such property, real and personal, as well as any rights, interests, leases, equities, mortgages and options in, upon or affecting any such property; and also to acquire, improve, construct, build, own, operate and maintain, lease and sell structures and improvements that may or will be used to assist, aid and benefit the aforementioned business.

C. To purchase, lease or otherwise acquire, all or any part of the property, real or personal, rights, businesses, contracts, goodwill, franchises, licenses and assets of every kind, of any corporation, partnership or individual, including the estate of a decedent, carrying on or having carried on in whole or in part any of the aforesaid 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.

D. To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district 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

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DENNIS J. WEAVER, CLERK

BY: _____

21048730 3410 1022

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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, by or among the Stockholder(s) of this Corporation. All issued and outstanding Stock of this corporation maybe owned by a presently functioning Maryland corporation.

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

F. To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and it 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.

G. In general to carry on any lawful business and to have and exercise all powers conferred by the General Laws of the State of Maryland upon corporations formed thereunder and to exercise and enjoy all powers, rights and privileges granted to or conferred upon corporations of this character by said General Laws now or hereafter in force; the enumeration of certain powers as herein specified not being intended to exclude any such powers, rights and privileges.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the Articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the General Laws of this State.

✓ FOURTH: The Post Office address of the place at which the principal office of the Corporation in this State will be located is 12107 Boyd Road, Clear Spring, Washington County, Maryland 21722. The Resident Agent of the corporation is Donald L. Bragunier whose Post Office address is 12315 Country View Drive, Clear Spring, Washington County, Maryland 21722. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have three (3) Directors. They shall act as such until the first Annual Meeting or until their successors are duly chosen and qualified. The number of Directors may be changed in such lawful manner as the By-Laws may, from time to time, provide, but shall

never be less than three (3). The initial Directors shall be Donald L. Bragunier, Charlene M. Bragunier, and Curtis C. Bragunier. All of the Directors reside at 12315 County View Drive, Clear Spring, Washington County, Maryland.

SIXTH: The total number of shares of capital stock which the Corporation is authorized to issue is Ten Thousand (10,000) shares of common stock, of which Two Thousand Five Hundred (2,500) shares with a \$1.00 par value are "Class A Common" Stock and Seven Thousand Five Hundred (7,500) shares with a \$1.00 par value are "Class B Common" Stock.

A description of each class of stock with its rights, voting powers, restrictions, limitations as to dividends, and qualifications, is as follows:

1. The "Class A Common" Stock and the "Class B Common" Stock shall be identical in all respects, except as otherwise specifically provided hereinbelow.
2. The holders of "Class B Common" Stock shall have no voting rights. The holders of "Class A Common" Stock, to the exclusion of the holders of "Class B Common" Stock, shall have all voting rights as stockholders of the Corporation.
3. All holders of shares of such Common Stock of any class of the Corporation shall be entitled to such dividends as may be declared thereon at such times and in such amounts as the Board of Directors may, from time to time determine, subject to the provisions of law.
4. The shares of Stock of the Corporation shall be transferable only on the books of the Corporation upon surrender of the certificate therefor properly endorsed.
5. Stockholders shall have no preemptive rights to acquire any additional shares of 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:

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 such surplus or net profits. The Board of Directors may, in its discretion, use and apply any of the surplus 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

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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 March 24, 1992.

WITNESS:

Charles M. Bragunier

Donald L. Bragunier
Donald L. Bragunier

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

I HEREBY CERTIFY that on March 24th, 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Donald L. Bragunier, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and who acknowledged that he executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

My Commission Expires:

November 1, 1993

Richard E. McGraw
Notary Public

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00045 00886

CLERK OF THE CIRCUIT COURT
Department of Assessments and Taxation
WASHINGTON COUNTY
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>30</u>	Expedited Fee	Name Change
20	<u>20</u>	Organ. & Capitalization	(New Name) _____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	_____ Change of Principal Office
66	_____	Rec. Fee (Revival)	_____ Change of Resident Agent
52	_____	Foreign Qualification	_____ Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	_____	_____ Certified Copy _____	_____ Other Change _____
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	ATTENTION: _____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	_____ Corp. Good Standing	MAIL TO ADDRESS: _____
NA	_____	Foreign Corp. Registration	<u>McGrory And Schaefer</u>
87	_____	_____ Limited Part. Good Standing	<u>152 West Washington St.</u>
71	_____	Financial	<u>Hagerstown, Md 21740</u>
600	_____	_____ Personal	_____
	_____	Property Reports and _____	_____
	_____	late filing penalties	_____
70	_____	Change of P.O., R.A. or R.A.A.	_____
91	_____	Amend/Cancellation, For. Limited Part.	_____
	_____	Other _____	_____
	_____	Other _____	_____

TOTAL FEES 70

☒ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: JMT

3410 1027

00045 00887

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
BRAGUNIER ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 13, 1992 AT 8:57 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3410982

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 SEP 17 1992
MC GRORY AND SCHAFER
152 WEST WASHINGTON ST.
HAGERSTOWN MD 21740

200C3051398

A 387359



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3410 1021

00045 00888

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF AMENDMENT

HUB CITY SPRINKLERS, INC.

4-14-92 10:49A-

1992 APR -6
10:49A
8:33b

Hub City Sprinklers, Inc., a Maryland Close 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 deleting therefrom Article FIFTH, that part pertaining to the principal office and by substituting in lieu thereof the following Article FIFTH:

FIFTH: That a change of address of the principal office be filed with the State Department of Assessments and Taxation as follows:

That the new principal office of the Corporation is:

931 Sweeney Drive
Hagerstown, MD 21740

SECOND: The Board of Directors of the Corporation at a meeting duly convened and held on January 2, 1992 adopted a resolution in which was set forth the foregoing amendment to the Charter, declaring that said amendment of the Charter was advisable and directing that it be submitted for action thereon at a Special Meeting of the Stockholders of the Corporation to be held January 2, 1992.

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

THE UNDERSIGNED, Edward A. Carr, Jr., President, 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.

JUL 29 4 07 PM '92

LENNIS J. WEAVER, CLERK

BY: _____

21058306

00045 00889

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

Attest to Signature
and Corporate Seal:

HUB CITY SPRINKLERS, INC.

Colleen Carr

Secretary

By: Edward A. Carr, Jr.
Edward A. Carr, Jr.
President

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

I HEREBY CERTIFY, that on this 3rd day of April, A.D., 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Edward A. Carr, Jr., President of Hub City Sprinklers, Inc., a Maryland Close 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.

Theresa K. Carr
Notary Public

My Commission Expires:

THERESA K. CARR
NOTARY PUBLIC
WASHINGTON CO., MD
MY COMM. EXPS. 2/1/96

3411 03

00045 00890

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



CLERK OF THE CIRCUIT COURT

Department of Assessments and Taxation

CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 09 BUSINESS CODE _____ COUNTY 71
01423417 _____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	_____	Expedited Fee	Name Change (New Name) _____
20	_____	Organ. & Capitalization	
61	_____	Rec. Fee (Arts. of Inc.)	
62	<u>20</u>	Rec. Fee (Amendment)	
63	_____	Rec. Fee (Merger or Consolidation)	
64	_____	Rec. Fee (Transfer)	<input checked="" type="checkbox"/> Change of Name
65	_____	Rec. Fee (Dissolution)	<input checked="" type="checkbox"/> Change of Principal Office
66	_____	Rec. Fee (Revival)	Change of Resident Agent
52	_____	Foreign Qualification	Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	Resignation of Resident Agent
51	_____	Foreign Name Registration	Designation of Resident Agent and Resident Agent's Address
13	_____	Certified Copy _____	Other Change _____
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	

Code 075
ATTENTION: Linda Punt

MAIL TO ADDRESS: _____

TOTAL FEES 20

☒ Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: js

3411 0349

00045 00891

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
HUB CITY SPRINKLERS, INC.

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

OF MARYLAND APRIL 14, 1992 AT 10:49 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

\$ _____

D1423417

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 SEP 17 1992
MEYERS, YOUNG & GROVE, P.A.
ATTN: LINDA PUNT
P O BOX 1267
HAGERSTOWN

MD 21741 1267

202C3051762

A 387710



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3411 0345

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATIONCLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

APPROVED FOR RECORD

HBB PROPERTIES, INC.

04-14-92 at 3:20 .m. ARTICLES OF INCORPORATION

FIRST: THE UNDERSIGNED, Mark A. Dewire, whose address is 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:

HBB PROPERTIES, 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, develop, own, manage and 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.

FILED

JUL 29 4 07 PM '92

DENNIS J. WEAVER, CLERK

771.200666B.9284-20
4/5/92

BY: _____

-1-

21068107

RECEIVED

21068106

21068105

STATE DEPT. OF
ASSESSMENTS & TAXATION

JUL 26 4 14 PM '92

FIFTH: The name and address of the resident agent of the Corporation in this State are Howard B. Bowen, 100 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 \$.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

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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 sub-paragraph.

(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,

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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 sub-paragraph, 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:

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

(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 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) 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.

(5) The Corporation shall indemnify (A) its directors and officers, whether serving the Corporation or at its request any other entity, to the full extent required or permitted by the General Laws of the State of Maryland now or hereafter in force, including the advance of expenses under the procedures and to the full extent permitted by law and (B) other employees and agents to such extent as shall be authorized by the Board of Directors or the Corporation's By-Laws and be permitted by law. The foregoing rights of indemnification shall not be exclusive of any other rights to which those seeking indemnification may be entitled. The Board of Directors may take such action as is necessary to carry out these indemnification provisions and is expressly empowered to adopt, approve and amend from time to time such by-laws, resolutions or contracts implementing such provisions or such further indemnification arrangements as may be permitted by law. No amendment of the charter of the Corporation or repeal of any of its provisions shall limit or eliminate the right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

(6) 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 limitation on liability provided to directors and officers hereunder with respect to any act or omission occurring prior to such amendment or repeal.

00045 00899

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

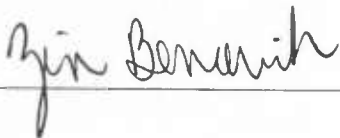
(7) The Corporation reserves the right from time to time to make any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms or contract rights, as expressly set forth in its charter, of any of its outstanding stock by classification, reclassification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

(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 April 10, 1992.

Witness:





Mark A. Dewire

00045 00900

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
Administrator

CLERK OF THE CIRCUIT COURT

WASHINGTON COUNTY

Department of Assessments and Taxation

CHARTER DIVISION

Room 809

301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

0238

BUSINESS CODE

03

COUNTY

71

#

P.A.

Religious

Close

☒

Stock

Nonstock

Merging
(Transferor)Surviving
(Transferee)

CODE AMOUNT FEE REMITTED

Name Change
(New Name)

10	39	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

<input type="checkbox"/>	Change of Name
<input type="checkbox"/>	Change of Principal Office
<input type="checkbox"/>	Change of Resident Agent
<input type="checkbox"/>	Change of Resident Agent Address
<input type="checkbox"/>	Resignation of Resident Agent
<input type="checkbox"/>	Designation of Resident Agent and Resident Agent's Address
<input type="checkbox"/>	Other Change

76 Certificate of Merger/Transfer

Code 048

ATTENTION: Dianna Brown

75	Special Fee
80	For. Limited Partnership
83	Cert. Limited Partnership
84	Amendment to Limited Partnership
85	Termination of Limited Partnership
21	Recordation Tax
22	State Transfer Tax
23	Local Transfer Tax
31	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

MAIL TO ADDRESS:

TOTAL FEES 85

☒

Check

Cash

NOTE:

2

Documents on

3

checks

(80.00 + 70.00 + 30.00)

File 1st

APPROVED BY:

J.M.T.

2410 1941

00045 00901

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
HBB PROPERTIES, INC.

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

OF MARYLAND APRIL 14, 1992 AT 3:20 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3412210

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:

PIPER & MARBURY

DIANNA BROWN

1100 CHARLES CENTER SOUTH

36 SOUTH CHARLES STREET

BALTIMORE

MD 21201

MAILED SEP 17 1992

201C3051568

A 387519



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3410 1992

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTYSTATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORDED
H-16-42 at 9:12

ARTICLES OF INCORPORATION

RECEIVED

OF

'92 APR 16 AM 9 12

STATE DEPT. OF
NATIONAL ASBESTOS COMPANY, INCORPORATED
(A Close Corporation)

THIS IS TO CERTIFY:

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

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is NATIONAL ASBESTOS COMPANY (NASCO).

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 perform general contracting operations including but not limited to asbestos removal/encapsulation as defined and licensed under the Air Management Administration of the State of Maryland Department of the Environment and to provide a training facility and program for training of individuals and employees of other business entities.

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

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

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

LENNIE J. WEAVER, CLERK

BY: _____

3412 0885

00045 00903

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

FIFTH: The post office of the principal office of the Corporation in this State is 29 Frederick Road, P. O. Box 595, Funkstown, Maryland, 21734-0595. The name and post office address of the resident agent of the Corporation in this State are M. Eugene McDonough, 9722 Chapelwood Lane, 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 ten thousand shares (10,000) of the par value of \$10.00 per share, all of one class, and having an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

SEVENTH: The Corporation elects to have no board of directors. M. Eugene McDonough 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 14th day of April, 1992.

WITNESS:

Joanne Snyder

Howard W. Gilbert, Jr. (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 14th day of April, 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Howard W. Gilbert, Jr., who did acknowledge that he executed the foregoing Articles of Incorporation as his voluntary act.

WITNESS my hand and Notarial Seal.

Joanne Snyder
Notary Public

My Commission Expires:
December 1, 1994

21074290

7412 0886

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
Administrator

00045 00904

CLERK OF THE CIRCUIT COURT

WASHINGTON COUNTY

Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

P.S.

DOCUMENT CODE

02

BUSINESS CODE

03

COUNTY

71

#

P.A.

Religious

Close

Stock

Nonstock

Merging
(Transferor)Surviving
(Transferee)

CODE AMOUNT

FEE REMITTED

Name Change
(New Name)

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	8	1 Certified Copy 2
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance

	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

76 Certificate of Merger/Transfer

Code

ATTENTION:

MAIL TO ADDRESS:

Mackley, Gilbert + Marks
35 East Washington St.
Hagerstown, MD 21740

TOTAL
FEES

48

Check

Cash

NOTE:

Documents on checks

APPROVED BY:

P.M.

3412 0887

00045 00905

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
NATIONAL ASBESTOS COMPANY (NASCO)

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

OF MARYLAND APRIL 16, 1992 AT 9:12 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3415049

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 EAST WASHINGTON STREET
HAGERSTOWN

MAILED SEP 17 1992

MD 21740

204C3051990

A 387919



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3412 0894

QUALITY TIRES, INC., A MARYLAND CORPORATION

ARTICLES OF AMENDMENT

Quality Tires, Inc., a Maryland corporation, (the "Corporation") which maintains its principal office at 817 Dual Highway, Hagerstown, Maryland 21740 hereby certifies to the State Department of Assessments and Taxation of the State of Maryland (the "Department") that:

FIRST: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to MD. CORP & ASS'N. CODE ANN. Sec. 2-408(c) (1985 Repl. Vol.), the Board of Directors of the Corporation duly advised the foregoing amendments and by written informal action taken by the Stockholders of the Corporation in accordance with MD. CORP & ASS'N. CODE ANN. Sec. 2-505 (1985 Repl. Vol.), the Stockholders of the Corporation duly approved said amendments.

SECOND: The Charter of the Corporation is hereby amended by striking in its entirety Article FOURTH which is contained in Articles of Amendment of the Corporation duly approved by the Department on 19 March 1971 and by substituting in lieu thereof the following:

FOURTH: The post office address of the principal office of the Corporation is 817 Dual Highway, Hagerstown, Maryland 21740. The resident agent of the Corporation is Charles B. Fickes, 13207 Postrider Court, Hagerstown, Maryland 21742. The resident agent is a citizen of this State and actually resides therein.

THIRD: The Charter of the Corporation is hereby amended by striking in its entirety Article FIFTH which is contained in Articles of Amendment of the Corporation duly approved by the Department on 19 March 1971 and by substituting in lieu thereof the following:

FIFTH: The total amount of the authorized capital stock of the Corporation is one thousand two hundred (1,200) shares consisting of one thousand two hundred assessable shares of common stock with a par value of Ten (\$10.00) Dollars each.

FOURTH: The Charter of the Corporation is hereby amended by adding thereto the following new Article TENTH:

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

4-17-92 at 2:27 p.m.

LENNIS J. WEAVER, CLERK
BY: _____

21118007

3412 1891

TENTH: Indemnification of Directors, Officers, Agents
and Employees.

10.1 No director, or officer who also serves as a Director of the Corporation, shall be liable to the Corporation or to any other person for money damages except under the circumstances as provided by Maryland law, in which case this limitation on liability shall not apply.

10.2 To the maximum extent permitted by Maryland law, the Corporation shall indemnify its currently acting and its former Directors against any and all liabilities and expenses (including reasonable attorneys' fees) incurred in connection with their services as either a director, an officer, or an employee. The Corporation shall advance expenses to such directors, officers or employees to the extent permitted by Maryland law. This indemnification provision shall not apply to liabilities or expenses arising out of a director's, officer's, or employee's gross negligence, fraud, or willful misconduct.

10.3 To the maximum extent permitted by Maryland law, the Corporation may indemnify (a) its currently acting and its former officers, employees, and agents, who are also its directors, and (b) persons who serve and have served, at the Corporation's request, as a director, officer, trustee, employee or agent of another association, or other enterprises, against any and all liabilities and expenses, including reasonable attorneys' fees, incurred in connection with their services in such capacities. The Corporation may advance expenses to such officers, employees, agents and other persons referred to in this paragraph to the extent permitted by Maryland law.

10.4 The Directors of the Corporation may consult with legal counsel, financial advisors, certified public accountants, or other professionals in the performance of their duties and, to the maximum extent permitted by Maryland law, may rely upon any information, opinion, report, or statement, including any financial statement or other financial data, prepared or presented by such persons and shall be fully protected with respect to any such action taken by them or omitted by them pursuant to the advice of such persons.

10.5 References to Maryland law shall include, but are not limited to, the MD. CORP & ASS'N. CODE ANN. Sec. 2-408(c) (1985 Repl. Vol.), as amended from time to time. Neither the repeal or amendment of this Article TENTH nor any other amendment to the Articles of Incorporation, shall eliminate or reduce the protection afforded to any person by the foregoing provisions of this Article TENTH with respect to any act or omission which shall have occurred prior to such repeal or amendment.

00045 00908

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

IN WITNESS WHEREOF, Quality Tires, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary this 24th day of February, 1992, and its President acknowledges that these Articles of Amendment are the act and deed of Quality Tires, 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:

QUALITY TIRES, INC.

Shirley I. Moreland

act
Shirley I. Moreland,
Secretary

By:

Carmen A. Rio

Carmen A. Rio,
President

7412 1893

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
Administrator

00045 00909

CLERK OF THE CIRCUIT COURT

WASHINGTON COUNTY

Department of Assessments and Taxation

CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

09

BUSINESS CODE

COUNTY

71

D0177956

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

20

X Check

Cash

NOTE:

Documents on

checks

APPROVED BY:

7412 1894

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

00045 00910

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
QUALITY TIRES, INC.

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

OF MARYLAND APRIL 17, 1992 AT 2:27 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

\$ _____

D0177956

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 SEP 17 1992
HYLIND INFOQUEST, INC.
ATTN: HELEN
307 DOLPHIN ST.
BALTIMORE

MD 21217

205C3052205

A 388108



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3412 1992

00045 00911

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTYARTICLES OF INCORPORATION
SJ ENTERPRISES, INC.

'92 APR 20 AM 9 04

TO: State Corporation Commission
Baltimore, Maryland 21201STATE DEPT. OF
ASSESSMENTS & TAXATIONSTATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
4-20-92 at 9:24 a.m.

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is SJ Enterprises, Inc. (hereinafter referred to as the "Corporation").

SECOND: The period of the Corporation's duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are as follows:

1. To purchase, lease, construct, or otherwise acquire and to hold, own, use, maintain, manage, and operate office buildings, mills, factories, warehouses, stores, shops, and other structures, establishments and facilities of every kind, nature and description used or useful in the conduct of the business of the Corporation and generally to deal in and with, personal and real property, tangible and intangible, of every kind and description wheresoever situated and any and all rights, concessions, interests, and privileges therein.

2. To engage in, operate and/or acquire interests in any kind of business, or whatever nature, which may be permitted by law.

3. To produce, buy, sell and otherwise deal in and with goods, wares and merchandise of every class and description.

4. To acquire all or any part of the good will, rights, property and business of any person, firm, association or corporation heretofore to hereinafter engaged in any business; and to hold, utilize, enjoy and in any manner dispose of the whole or any part of the rights, property and business so acquired, and to assume in connection therewith any liabilities of any such person, firm, association or corporation.

JUL 29 4 07 PM '92
LENNIS J. WEAVER, CLERK

BY: _____

21118427

5. To purchase, or otherwise acquire, and to hold, sell or otherwise dispose of, and to retire its own shares of any class in any manner now or thereafter authorized or permitted by law, and to pay therefor, with cash or other property, as shall be determined by a majority of the Board of Directors.

6. To borrow or raise money for ally of the purposes of the Corporation, and to issue bonds, debentures, notes or other obligations convertible into stock of the Corporation, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure for 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.

7. To carry out all or any part of the foregoing objects as principal, broker, factor, agent, contractor or otherwise, either along or through or in conjunction with any person, firm, association or corporation, and to execute and perform any contracts, and to do any act or acts, and to exercise any powers suitable, convenient or proper for the accomplishment of any of the objects and purposes herein specified, or which at any time may appear conducive to or expedient for the accomplishment of any such objects and purposes.

8. To have one or more offices and to carry on all or any of the objects and purposes herein enumerated, and to conduct the business of the Corporation in all of the states of the United States of American, the State of Maryland, the territories of the United States and foreign countries.

9. To do any or acts and exercise any power 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.

10. To have and exercise all of the powers conferred by the laws of the State of Maryland upon corporations formed under the laws of the State of Maryland.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the Corporation; provided, however, that nothing contained herein 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 aggregate number of shares which the Corporation is authorized to issue is One Thousand (1,000) shares of one class. The designation of such class, the number of shares of such class and the par value of the shares of such class are as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value per Share</u>
Common	1,000	\$1.00

FIFTH: The Corporation will not commence business until it has capital of at least One Thousand Dollars (\$1,000.00).

SIXTH: No holder of shares of any class shall be entitled as of matter of right to subscribe for, or purchase any part of, any new or additional issue of shares of any class, whether issued for money, for a consideration other than money or by way of dividend.

SEVENTH: The provisions for the regulation of the internal affairs of the Corporation are:

1. The Board of Directors of the Corporation is hereby empowered to authorize and direct the issuance from time to time of its shares 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 shares 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 the 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. Any director of the Corporation who is also a director or officer or interested in such other corporation or association, or who, through 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, with like force and effect as if he were not such director or officer of such other corporation or association or not so interested or a member of a firm so interested.

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 shareholders 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 shareholder 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 authority of the Board of Directors.

EIGHTH: These Articles of Incorporation may be amended from time to time and in as many respects as may be permitted by law. Such amendment shall be made pursuant to a resolution by the Board of Directors setting forth the proposed amendment and directing that it be submitted to a vote at either an annual or special meeting of the shareholders. The shareholders shall be notified of the proposed amendment in the manner provided in the By-laws for the giving of notice of meetings of shareholders. At such meeting, the amendment shall be adopted upon receiving the affirmative vote of at least two-thirds of the outstanding shares entitled to vote.

00045 00915

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

NINTH: The address, including street and number, of the Initial registered office of the Corporation is:

✓
Route 9, Box 224 A
Hagerstown, MD. 21740
In the County of Washington, Maryland.

and the name of the registered agent at such address is:

James L. Asaro

The address, including street and number, if any, where it conducts its principle business is:

Route 9, Box 224 A
Hagerstown, MD. 21740
In the County of Washington, Maryland.

TENTH: The number of directors constituting the Initial Board of Directors of the Corporation is Two (2) and the names and addresses, including street and number, if any, of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

NAME	ADDRESS
<u>James L. Asaro</u>	<u>Route 9, Box 224 A</u> <u>Hagerstown, MD. 21740</u>
<u>Sherri Lynn Asaro</u>	<u>Route 9, Box 224 A</u> <u>Hagerstown, MD. 21740</u>

ELEVENTH: The name and address, including street and number, if any, of each incorporator is:

NAME	ADDRESS
<u>James L. Asaro</u>	<u>Route 9, Box 224 A</u> <u>Hagerstown, MD. 21740</u>
<u>Sherri Lynn Asaro</u>	<u>Route 9, Box 224 A</u> <u>Hagerstown, MD. 21740</u>

3413 046

00045 00916

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the
17th day of April, 1992, and severally acknowledge same to be our act.

Witness:

[Signature]
[Signature]

Jan L. Asaro *JLB*
Sheri L. Asaro *h JLB*

3413 0486

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
Administrator

00045 00917

CLERK OF THE CIRCUIT COURT
Department of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

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

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:

JAMES T.

ZELLOE, 502 Maple

Avenue, W.

VIENNA, VA. 22180

TOTAL
FEES

40

✓ Check

Cash

NOTE:

Documents on

checks

APPROVED BY:

JmT

7 3413 0487

ARTICLES OF INCORPORATION
OF
SJ ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 20, 1992 AT 9:04 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3417797

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 SEP 17 1992
JAMES T. ZELLOE, ATTORNEY
502 MAPLE AVENUE, W.
VIENNA VA 22180

208C3052481

A 388354



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

2417 0480

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

A.R.T. INSTITUTE, INC.

ARTICLES OF INCORPORATION

4-22-92 at

8:45A

FIRST: I, Matthew S. Kaylor, whose post office address is 92 Manor Drive, Suite 204, 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 A.R.T. Institute, 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 establish and operate a post secondary vocational-technical school for automotive restoration technology. To market instructional video tapes dealing with automotive techniques and technology. To purchase, restore and resell vintage, antique and classic automobiles.

(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 92 Manor Drive, Suite 204, Hagerstown, Washington County, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is Matthew S. Kaylor, 92 Manor Drive, Suite 204,

TENNIS J. WEAVER, CLERK

BY: _____

RECEIVED
92 APR 22 AM 8 45
STATE DEPT. OF
ASSESSMENTS & TAXATION

FILED

Jul 29 4 08 PM '92

7413 2661

21138123

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 thousand (1,000) shares of a par value of One Hundred Dollars (\$100.00), 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 Matthew S. Kaylor.

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: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 30 day of March, 1992, and I acknowledge the same to be my act.

WITNESS:

G. J. [Signature]

Matthew S. Kaylor
Matthew S. Kaylor

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
Administrator00045 00922
CLERK OF THE CIRCUIT COURT

Department of Assessments and Taxation

CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

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

Name Change
(New Name)

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

Code

ATTENTION:

MAIL TO ADDRESS:

Omer Kaylor
123 W. Wash. St.
Hagerstown Md
21740TOTAL
FEES

40

✓ Check

Cash

NOTE:

Documents on checks

APPROVED BY:

2413 2664

4

00045 00923

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
A.R.T. INSTITUTE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APRIL 22, 1992 8:45 A.

OF MARYLAND AT O'CLOCK M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:
20.00

RECORDING
FEE PAID:
20.00

SPECIAL
FEE PAID:

\$ _____

\$ _____

\$ _____

D3419744

WASHINGTON COUNTY

TO THE CLERK OF THE COURT OF

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

RETURN TO: MAILED SEP 17 1992
OMER KAYLOR
123 W. WASHINGTON STREET
HAGERSTOWN MD 21740

210C3052771

A 388623



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3413 2560

ARTICLES OF INCORPORATION FOR A CLOSE CORPORATION

(See instructions on reverse side.)

FIRST: The undersigned Wayne M. Kline, Sr./Glen K. Prorockwhose address is 10812 Gaywood Drive, Hagerstown, Maryland 21740, being at least eighteen years of age, do(es) hereby form a corporation under the laws of the State of Maryland. The corporation shall be a close corporation.SECOND: The name of the corporation is Glen-Way, Inc.THIRD: The purposes for which the corporation is formed are as follows: To form a company that will be engaged in the installation of windows, doors and general home improvements in the residential and commercial sector.FOURTH: The post office address of the principal office of the corporation in Maryland is 2114833210812 Gaywood DriveHagerstown, Maryland 21740FIFTH: The name and post office address of the resident agent of the corporation in Maryland are William P. Nairn207 South Potomac StreetHagerstown, Maryland 21740SIXTH: The corporation has authority to issue 500 shares at \$ 0 par value per share.SEVENTH: The corporation elects to have no board of directors. Until this election takes effect Wayne M. Kline, Sr. will be the director.

EIGHTH: IN WITNESS WHEREOF, I have signed these Articles and acknowledge the same to be my act.

RETURN TO:

Wayne M. Kline, SR.10812 Gaywood DriveHagerstown, Maryland 21740

FILED

SIGNATURE(S)

Wayne M. Kline, Sr.Glen K. ProrockSTATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

4-23-92 at 8:58 A.M.

Jul 29 4 08 PM '92

LENNIE J. WEAVER, CLERK

BY:

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

GUIDELINES FOR DRAFTING ARTICLES OF INCORPORATION FOR A "CLOSE" CORPORATION

(See form on reverse side.)

This type of corporation would be most appropriate for one individual engaged in an enterprise with the intention of making a profit.

This guide is to be used for "Articles of Incorporation for a CLOSE Corporation." Each item describes how to fill a blank in the sample. The sample is the minimum necessary to incorporate. If you wish to expand on any item consult with your lawyer, accountant or financial advisor. Legal questions of a general nature cannot be answered by the staff of this Department.

You may fill in the blanks on the sample and submit it as your Articles of Incorporation. All items must be typed. Forms filled in by hand will not be accepted.

- FIRST:** Insert the names and addresses of the individuals who are incorporating. One or more individuals can act as incorporators. The only requirement is that they be at least 18 years old. The address should be one where mail can be received. It can be anywhere, even a foreign county.
- SECOND:** Insert the corporate name. The corporate name must contain "Corporation," "Incorporated," "Limited," "Inc.," "Corp.," or "Ltd." The name cannot be misleadingly similar to a name already on record in Maryland. You may call 225-1330 for a non-binding check for name availability. Acceptance of a name guarantees only that the corporation will have that name. It does not mean you cannot be sued for trade name or trade mark infringement. For more information on this consult your attorney.
- THIRD:** Give a one or two sentence description of the business of the corporation.
- FOURTH:** Insert the address of the principal place of business. It must be a specific address in Maryland and must include street, city and zip code. It cannot be a post office box.
- FIFTH:** This is the name and address of an agent designated to accept service of process if the corporation is summoned to court for any reason. The agent must be either an adult citizen of Maryland or another already existing Maryland corporation. The address must include the street, city and zip code. The address must be in Maryland and cannot be a post office box. A corporation cannot act as its own resident agent.
- SIXTH:** Insert the number of shares of stock the corporation will have the authority to issue as well as the par value of each share. If the aggregate par value (number of shares multiplied by the par value) exceeds \$100,000, or if over 5,000 shares of stock without par value is used, the filing fee will increase beyond the \$40.00 minimum. If stock without par value is used insert "\$0" as the par value per share. Stock is the means by which ownership of the corporation is divided and assigned. Generally, the owner of 20% of the outstanding stock of the corporation "owns" 20% of the corporation and exercises 20% control. Additionally, stock is required to take advantage of certain tax options. Questions about stock should be directed to your attorney, accountant or financial advisor.
- SEVENTH:** Insert the name of at least one adult. This individual does not have to reside in Maryland. This individual will act as the director of the corporation until he or she issues stock at the organizational meeting of the board. Thereafter the stockholder runs the corporation directly.
- SIGNATURE(S):** Have all the individuals named in FIRST sign here. It must be the original (no xerox, stamp or carbon) signatures of all the people listed in First and no one else may sign here. No witness or notary is required.
- RETURN TO:** State where the receipt, certified copies, certificates of status and the original articles are to be sent.

FEES

The fee to file Articles of Incorporation is \$40.00 unless the aggregate par value of the stock exceeds \$100,000 or, if no par value stock is used, the corporation has authority to issue more than 5,000 shares. If stock exceeds these amounts, call 225-1340 for the fee.

TELEPHONE/(301) 225-1340
TTY FOR DEAF: BALTIMORE AREA 383-7555 • D.C. METRO AREA 565-0451
FAX (301) 333-7096

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
Administrator

0045 00926

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTYMunicipal Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

BUSINESS CODE

COUNTY

P.A. Religious Close

Stock Nonstock

Merging
(Transferor)Surviving
(Transferee)

CODE AMOUNT

FEE REMITTED

Name Change
(New Name)

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

	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

76 Certificate of Merger/Transfer

Code

75	Special Fee
80	For. Limited Partnership
83	Cert. Limited Partnership
84	Amendment to 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

ATTENTION:

MAIL TO ADDRESS: B W I
Glen-Way, Inc.
10812 Baywood Dr.
Hagers Town, MD
21740TOTAL
FEES

40

Check

Cash

NOTE:

Documents on checks

APPROVED BY:

2413 2106

00045 00927

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
GLEN-WAY, INC.

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

OF MARYLAND APRIL 23, 1992 AT 8:58 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3419264

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
G.W.I., GLEN-WAY, INC.
10812 GAYWOOD DR.
HAGERSTOWN

MAILED SEP 17 1992

MD 21740

209C3052676

A 388537



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

2413 2106

ARTICLES OF INCORPORATION FOR A NON-STOCK, NON-PROFIT CORPORATION
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTYSTATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT

4-24-92 at 8:57 a.m.

FIRST: The undersigned, Michael Kelbaugh, whose address is 611 North Prospect St., Hagerstown, MD 21740, being at least eighteen years of age and an American citizen, do hereby form a non-profit corporation under the laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is:
Kamelot Lancers Drum and Bugle Corps, Inc.

THIRD: Said Corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 611 North Prospect St., Hagerstown, MD 21740

FIFTH: The name and post office address of the resident agent of the corporation in Maryland is as follows:

Michael Kelbaugh
611 North Prospect St.
Hagerstown, MD 21740

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

SEVENTH: The number of directors/trustees of the corporation shall be three which number may be increased pursuant to the Bylaws of the Corporation, and the name of the directors/trustees who shall act until the first meeting or until their successors are duly chosen and qualified is:

Michael Kelbaugh, Sabrina Knodle, Darryl Bowen

21158420

EIGHTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

FILED
JUL 29 4 08 PM '92
LENNIE J. WEAVER, CLERK

3412 2777

00045 00929
ARTICLES OF INCORPORATION FOR A NON-STOCK, NON-PROFIT CORPORATION

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

NINTH: Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal income tax code, or shall be distributed to the Federal government, or to a State or Local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

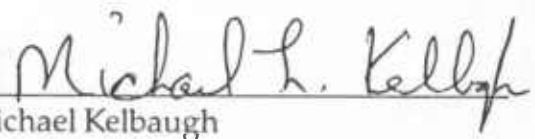
TENTH: The duration of the Corporation shall be perpetual

ELEVENTH: IN WITNESS WHEREOF, I have signed these Articles and acknowledge the same to be my act.

RETURN TO:

Michael Kelbaugh
611 North Prospect St.
Hagerstown, MD 21740

SIGNATURE


Michael Kelbaugh

RECEIVED
92 APR 24 PM 8 57
STATE DEPT. OF
ASSESSMENTS & TAXATION

3417 2773

00045 00930

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

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

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 _____

76 _____ Certificate of Merger/Transfer

Code _____

75 _____ Special Fee
80 _____ For. Limited Partnership
83 _____ Cert. Limited Partnership
84 _____ Amendment to 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

ATTENTION: _____

MAIL TO ADDRESS: _____

Michael Kelbaugh
611 North Prospect St.
Hagerstown, Md.
21740

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

NOTE: _____

_____ Documents on _____ checks

APPROVED BY: SMA

7413 2776
3

00045 00931

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
KAMELOT LANCERS DRUM AND BUGLE CORPS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APRIL 24, 1992 8:57 A.

OF MARYLAND AT O'CLOCK M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:
20.00

RECORDING
FEE PAID:
20.00

SPECIAL
FEE PAID:

\$

\$

\$

D3419975

WASHINGTON COUNTY

TO THE CLERK OF THE COURT OF

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

RETURN TO: MAILED SEP 17 1992
MICHAEL KELBAUGH
611 NORTH PROSPECT ST.
HAGERSTOWN MD 21740

210C3052794

A 388645



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3413 2776

APPROVED FOR RECORD

ARTICLES OF INCORPORATION
OF CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

03-13-92 at 9:00

NATIONAL RESTAURANT AND CRAB HOUSE, INC.

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Dennis M. Fandl, whose post office address is West Main Street, Hancock, Maryland 21750, Eileen J. Fandl, whose post office address is West Main Street, Hancock, Maryland. 21750, Denise M. Fandl, whose post office address is West Main Street, Hancock, Maryland 21750 and Jason J. Fandl, whose post office address is West Main Street, Hancock, Md. 21750, each being at least eighteen years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is herein-after called the Corporation) is NATIONAL RESTAURANT AND CRAB HOUSE, INC.

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

To own, conduct, operate, maintain and carry on the business of a restaurant, and to sell and dispense food, and to do any and all things necessary and pertinent to said business.

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

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

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

FOURTH: The post office address of the principal office of the Corporation in this State is West Main Street, Hancock, Maryland, 21750. The name and post office address of the resident agent of the Corporation in this State are Dennis M. Fandl, West Main Street, Hancock, Maryland 21750. Said resident agent is a citizen actually residing in this state.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) shares of the par value of Ten Dollars (\$10.00) a share, all of one class, and having an aggregate par value of Ten Thousand Dollars (\$10,000.00).

20868257

SIXTH: The ^{CLERK OF THE CIRCUIT COURT} ~~number of~~ directors of the Corporation shall be four (4), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Dennis M. Fandl, Eileen J. Fandl, Denise M. Fandl, and Jason J. Fandl.

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

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on December 30, 1991.

WITNESS:

Timothy B. Calk
Timothy B. Calk
Timothy B. Calk
Timothy B. Calk

Dennis M. Fandl

DENNIS M. FANDL

(SEAL)

Eileen J. Fandl

EILEEN J. FANDL

(SEAL)

Denise M. Fandl

DENISE M. FANDL

(SEAL)

Jason J. Fandl

JASON J. FANDL

(SEAL)

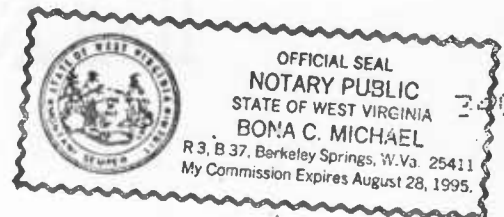
STATE OF MARYLAND, WASHINGTON COUNTY, to wit:

I HEREBY CERTIFY that on this 30 day of December, 1991, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Dennis M. Fandl, Eileen J. Fandl, Denise M. Fandl and Jason J. Fandl and severally acknowledged the foregoing Articles of Incorporation to be their voluntary act.

WITNESS my hand and Notarial Seal.

Bona C. Michael

My Commission Expires: 8/28/95



00045 00934

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



CLERK OF THE CIRCUIT COURT
Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02^{MA} BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	Name Change (New Name) _____
10		Expedited Fee	
20	<u>20</u>	Organ. & Capitalization	
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	
62		Rec. Fee (Amendment)	
63		Rec. Fee (Merger or Consolidation)	
64		Rec. Fee (Transfer)	_____ Change of Name
65		Rec. Fee (Dissolution)	_____ Change of Principal Office
66		Rec. Fee (Revival)	_____ Change of Resident Agent
52		Foreign Qualification	_____ Change of Resident Agent Address
50		Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51		Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	<u>2</u>	<u>1</u> Certified Copy <u>2</u>	_____ Other Change _____
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	

76 _____ Certificate of Merger/Transfer

75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	ATTENTION: _____
84	_____	Amendment to Limited Partnership	
85	_____	Termination of Limited Partnership	
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	_____ Corp. Good Standing	
NA	_____	Foreign Corp. Registration	MAIL TO ADDRESS: _____
87	_____	_____ Limited Part. Good Standing	<u>Nat'l Restaurant + Crab House, Inc</u>
71	_____	Financial	<u>West Main St</u>
600	_____	_____ Personal	<u>Kancock, Md - 21250</u>
	_____	Property Reports and late filing penalties	
70	_____	Change of P.O., R.A. or R.A.A.	
91	_____	Amend/Cancellation, For. Limited Part.	
	_____	Other _____	
	_____	Other _____	

TOTAL FEES 48

☒ Check _____ Cash

Documents on _____ checks

APPROVED BY: JMT

3406 2367

00045 00935

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
NATIONAL RESTAURANT AND CRAB HOUSE, INC.

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

OF MARYLAND **MARCH 13, 1992** AT **9:00** O'CLOCK **A.** M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

D3401353

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED SEP 17 1992

RETURN TO:
NATIONAL RESTAURANT & CRAB HOUSE,
INC.
WEST MAIN STREET
HANCOCK

MD 21750

190C3053131

A 387099



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3406 2360

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
State of Missouri . . . Office of Secretary of State

ROY D. BLUNT, Secretary of State

Articles of Merger

(Parent-Subsidiary Merger)
(Section 351.447, RSMo. Supp. 1977)
(To be submitted in duplicate by an attorney.)
AND TAXATION

RECEIVED
92 MAR 27 AM 11 18
STATE DEPT. OF
ASSESSMENTS & TAXATION

SECRETARY OF STATE
STATE OF MISSOURI
P. O. BOX 778
JEFFERSON CITY, MO 65102

RECORDED FOR RECORD
3/27/92 11:18a
Effective 3/28/92

Pursuant to the provisions of The General and Business Corporation Law of Missouri, the undersigned Corporations certify the following:

- (1) That Wetterau Incorporated of Missouri, and
- (2) That the following corporations are hereby merged:

<u>Name of Corporation</u>	<u>State of Incorporation</u>	<u>Date of Incorporation</u>
Bebear Foods, Inc.	Maryland	12/07/88
Bowling Green Supermarkets, Inc.	Kentucky	6/01/84
Hi-Acres Supermarkets, Inc.	Kentucky	8/19/63
LAM Products, Inc.	Missouri	10/09/81
Milgram Dairies, Inc.	Missouri	5/16/84
Overland Redevelopment Corporation	Missouri	7/31/91
Sam's Red & White Food Stores, Inc.	South Carolina	3/30/65
Tretter Foods, Inc.	Indiana	6/06/75
Universal Food Stores, Inc.	Missouri	3/11/49
West End Supermarkets, Inc.	Maryland	9/13/77
Wetterau Holdings II, Inc.	Missouri	1/29/86
Wetterau Holdings IV, Inc.	West Virginia	7/23/86
Wetterau Blue Springs, Inc.	Missouri	4/24/87
WCD, Inc.	South Carolina	5/26/87

and that the above-named Wetterau Incorporated is the surviving corporation and such corporation is to be governed by the laws of the State of Missouri. The laws of the states under which each of the merging corporations was formed permit such merger.

- (3) That at the regular meeting of the Executive Committee of the Board of Directors on held on February 10, 1992, the Executive Committee of the Board of Directors of Wetterau Incorporated adopted and approved the Plan of Merger set forth in these articles.

FILED
JUL 29 4 08 PM '92
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

20908140

3406 0580

- CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
- (4) That on February 10, 1992, by unanimous written consent, the Executive Committee of the Boards of Directors of Bebear Foods, Inc., Bowling Green Supermarkets, Inc., Hi-Acres Supermarkets, Inc., LAM Products, Inc., Milgram Dairies, Inc., Overland Redevelopment Corporation, Sam's Red & White Food Stores, Inc., Tretter Foods, Inc., Universal Food Stores, Inc., West End Supermarkets, Inc., Wetterau Holdings II, Inc. and Wetterau Holdings IV, Inc., Wetterau Blue Springs, Inc. and WCD, Inc. adopted and approved the Plan of Merger set forth in these articles.
- (5) That this Plan of Merger has been adopted pursuant to Section 351.447, RSMo.Supp. 1977. The laws of the States of Maryland, Kentucky, South Carolina, Indiana and West Virginia permit such merger.
- (6) That the resolution of the Executive Committee of the Board of Directors of the parent corporation, Wetterau Incorporated, approving the Plan of Merger is as follows:

See Attached Exhibit A

- (7) That the parent corporation, Wetterau Incorporated is in compliance with the 90 per cent ownership requirement of Section 351.447 RSMo.Supp. 1977, and will maintain at least 90 per cent ownership of each of the other corporations, party to the merger, until the issuance of the Certificate of Merger by the Secretary of State of Missouri.
- (8) That the merger was adopted by the Executive Committee of the Board of Directors of the parent corporation, Wetterau Incorporated, the sole shareholder of each of the subsidiary corporations, and shareholder action was not required.
- (9) PLAN OF MERGER

See Attached Exhibit B

- (10) The Surviving Corporation hereby: (a) agrees that it may be served with process in the states of Indiana, Kentucky, Maryland, South Carolina and West Virginia in any proceeding for the enforcement of the rights of a dissenting shareholder of the above-mentioned subsidiary corporations against the Surviving Corporation; (b) irrevocably appoints the Secretary of State of the states of Indiana, Kentucky, Maryland, South Carolina and West Virginia as its agent to accept service of process in any such proceeding; and (c) agrees that it will promptly pay to the dissenting shareholders of such subsidiary corporation the amount, if any, to which they shall be entitled under the laws of the states of Indiana, Kentucky, Maryland, South Carolina and West Virginia with respect to the rights of dissenting shareholders. The address to which the service of process in any such proceeding shall be mailed is 8920 Pershall Road, Hazelwood, Missouri 63042.

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

(11) That the merger is to become effective on March 28, 1992. ✓

IN WITNESS WHEREOF, these Articles of Merger have been executed in duplicate by the aforementioned corporations as of the day and year hereafter acknowledged.

CORPORATE SEAL

WETTERAU INCORPORATED

By

Michael T. McGuire
Michael T. McGuire
Its Vice President

ATTEST:

By

Matthew M. McCarthy
Matthew M. McCarthy
Its Secretary or Assistant Secretary



BEBEAR FOODS, INC.

By

Matthew M. McCarthy
Matthew M. McCarthy
Its President or Vice-President

ATTEST:

By

Michael T. McGuire
Michael T. McGuire
Its Secretary or Assistant Secretary

BOWLING GREEN
SUPERMARKETS, INC.

By

Michael T. McGuire
Michael T. McGuire
Its President or Vice-President

ATTEST:

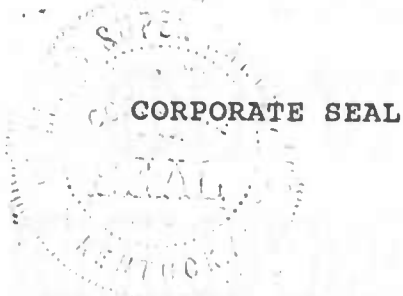
By

Matthew M. McCarthy
Matthew M. McCarthy
Its Secretary

00045 00939

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

HI-ACRES SUPERMARKETS, INC.



By *Matthew M. McCarthy*
Matthew M. McCarthy
Its ~~President~~ or Vice-President

ATTEST:
By *Michael T. McGuire*
Michael T. McGuire
Its ~~Secretary~~ or Assistant Secretary



MILGRAM DAIRIES, INC.

By *Michael T. McGuire*
Michael T. McGuire
Its ~~President~~ or Vice-President

ATTEST:
By *Matthew M. McCarthy*
Matthew M. McCarthy
Its Secretary or ~~Assistant Secretary~~



OVERLAND REDEVELOPMENT
CORPORATION

By *Matthew M. McCarthy*
Matthew M. McCarthy
Its President or ~~Vice-President~~

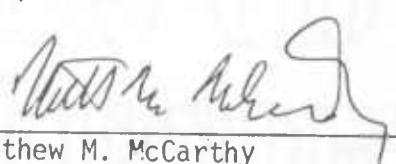
ATTEST:
By *Michael T. McGuire*
Michael T. McGuire
Its Secretary or ~~Assistant Secretary~~

00045 00940

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

SAM'S RED & WHITE FOOD
STORES, INC.

By


Matthew M. McCarthy
~~Its President or Vice-President~~

ATTEST:

By


Michael T. McGuire

~~Its Secretary or Assistant Secretary~~

CORPORATE SEAL

TRETTET FOODS, INC.

By


Matthew M. McCarthy
~~Its President or Vice-President~~

ATTEST:

By

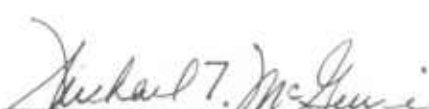

Michael T. McGuire

~~Its Secretary or Assistant Secretary~~

CORPORATE SEAL

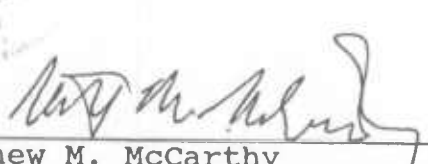
LAM PRODUCTS, INC.

By


Michael T. McGuire
~~Its President or Vice-President~~

ATTEST:

By

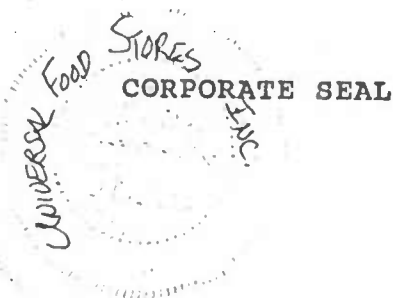

Matthew M. McCarthy

~~Its Secretary or Assistant Secretary~~

00045 00941

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

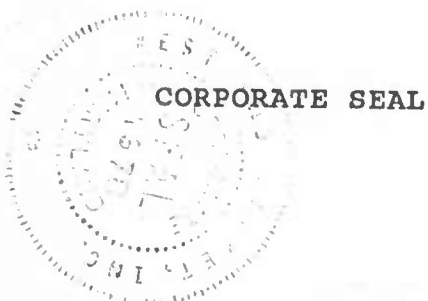
UNIVERSAL FOOD STORES, INC.



By Michael T. McGuire
Michael T. McGuire
~~Its President or Vice-President~~

ATTEST:

By Matthew M. McCarthy
Matthew M. McCarthy
~~Its Secretary or Assistant Secretary~~



WEST END SUPERMARKETS, INC.

By Michael T. McGuire
Michael T. McGuire
~~Its President or Vice-President~~

ATTEST:

By Matthew M. McCarthy
Matthew M. McCarthy
~~Its Secretary or Assistant Secretary~~



WETTERAU HOLDINGS II, INC.

By Michael T. McGuire
Michael T. McGuire
~~Its President or Vice-President~~

ATTEST:

By Matthew M. McCarthy
Matthew M. McCarthy
~~Its Secretary or Assistant Secretary~~



WETTERAU DISCOVERIES, INC.

By Matthew M. McCarthy
Matthew M. McCarthy, Vice President

ATTEST:

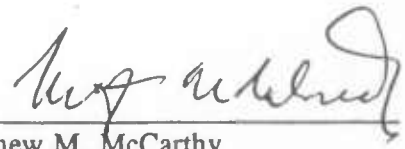
By Michael T. McGuire
Michael T. McGuire, Assistant Secretary

3406 0585


00045 00942

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
WCD, INC.



By 
Matthew M. McCarthy
It's President


ATTEST:

By 
Michael T. McGuire
It's Assistant Secretary

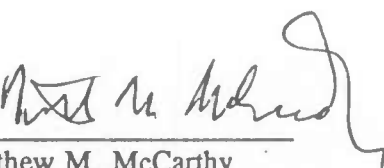
CORPORATE SEAL

WETTERAU BLUE SPRINGS, INC.



By 
Michael T. McGuire
It's Vice President

ATTEST:

By 
Matthew M. McCarthy
It's Assistant Secretary

3406 0586

00045 00943

CLERK OF THE CIRCUIT COURT
CORPORATE SEAL WASHINGTON COUNTY

WETTERAU HOLDINGS IV, INC.

By Michael T. McGuire
Michael T. McGuire
Its President or Vice-President

ATTEST:

BY

Matthew M. McCarthy
Matthew M. McCarthy
Its Secretary or Assistant Secretary

State of MISSOURI }
County of ST. LOUIS } ss.

On this 20th day of March in the year 1992,
before me KAY D. RAMSEY, Notary Public in and for
said state, personally appeared MICHAEL T. MCGUIRE,
Vice President of Wetterau Incorporated, known to me to be the
person who executed the within Articles of Merger in behalf of
said corporation and acknowledged to me that he executed the same
for purposes therein stated.

(Notarial Seal)

My commission expires:

Kay D. Ramsey
Notary Public

KAY D. RAMSEY
NOTARY PUBLIC STATE OF MISSOURI
ST. LOUIS COUNTY
MY COMMISSION EXP JULY 20, 1992

State of MISSOURI }
County of ST. LOUIS } ss.

On this 20th day of March in the year 1992,
before me KAY D. RAMSEY, Notary Public in and for
said state, personally appeared MATTHEW M. MCCARTHY,
Vice President of Bebear Foods, Inc., known to me to be the
person who executed the within Articles of Merger in behalf of
said corporation and acknowledged to me that he executed the same
for purposes therein stated.

(Notarial Seal)

My commission expires:

Kay D. Ramsey
Notary Public

KAY D. RAMSEY
NOTARY PUBLIC STATE OF MISSOURI
ST. LOUIS COUNTY
MY COMMISSION EXP JULY 20, 1992

SL01 0090885.01

-7-

3406 0587

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

State of MISSOURI }
County of ST. LOUIS } ss.

On this 20th day of March in the year 1992,
before me KAY D. RAMSEY, Notary Public in and for
said state, personally appeared MICHAEL T. MCGUIRE,
Vice President of Bowling Green Supermarkets, Inc., known to me
to be the person who executed the within Articles of Merger in
behalf of said corporation and acknowledged to me that he
executed the same for purposes therein stated.

(Notarial Seal)

Kay D Ramsey
Notary Public

My commission expires:

KAY D. RAMSEY
NOTARY PUBLIC STATE OF MISSOURI
ST. LOUIS COUNTY
MY COMMISSION EXP JULY 20, 1992

State of MISSOURI }
County of ST. LOUIS } ss.

On this 20th day of March in the year 1992,
before me KAY D. RAMSEY, Notary Public in and for
said state, personally appeared MATTHEW M. MCCARTHY,
Vice President of Hi-Acres Supermarkets, Inc., known to me to be
the person who executed the within Articles of Merger in behalf
of said corporation and acknowledged to me that he executed the
same for purposes therein stated.

(Notarial Seal)

Kay D Ramsey
Notary Public

My commission expires:

KAY D. RAMSEY
NOTARY PUBLIC STATE OF MISSOURI
ST. LOUIS COUNTY
MY COMMISSION EXP JULY 20, 1992

State of MISSOURICLERK OF THE CIRCUIT COURT
WASHINGTON COUNTYCounty of ST. LOUIS

} ss.

On this 20th day of March in the year 1992,
 before me KAY D. RAMSEY, Notary Public in and for
 said state, personally appeared MICHAEL T. McGUIRE,
Vice President of Milgram Dairies, Inc., known to me to be the
 person who executed the within Articles of Merger in behalf of
 said corporation and acknowledged to me that he executed the same
 for purposes therein stated.

(Notarial Seal)

Kay D. Ramsey
 Notary Public

My commission expires:

KAY D. RAMSEY
 NOTARY PUBLIC STATE OF MISSOURI
 ST. LOUIS COUNTY
 MY COMMISSION EXP JULY 20, 1992

State of MISSOURI

} ss.

County of ST. LOUIS

On this 20th day of March in the year 1992,
 before me KAY D. RAMSEY, Notary Public in and for
 said state, personally appeared MATTHEW M. MCCARTHY,
President of Overland Redevelopment Corporation, known to
 me to be the person who executed the within Articles of Merger in
 behalf of said corporation and acknowledged to me that he
 executed the same for purposes therein stated.

(Notarial Seal)

Kay D. Ramsey
 Notary Public

My commission expires:

KAY D. RAMSEY
 NOTARY PUBLIC STATE OF MISSOURI
 ST. LOUIS COUNTY
 MY COMMISSION EXP JULY 20, 1992

State of MISSOURI }
 County of ST. LOUIS } ss.
 CLERK OF THE CIRCUIT COURT
 WASHINGTON COUNTY

On this 20th day of March in the year 1992,
 before me KAY D. RAMSEY, Notary Public in and for
 said state, personally appeared MATTHEW M. MCCARTHY,
Vice President of Sam's Red & White Food Stores, Inc., known to
 me to be the person who executed the within Articles of Merger in
 behalf of said corporation and acknowledged to me that he
 executed the same for purposes therein stated.

(Notarial Seal)

Kay D. Ramsey
 Notary Public

My commission expires:

KAY D. RAMSEY
 NOTARY PUBLIC STATE OF MISSOURI
 ST. LOUIS COUNTY
 MY COMMISSION EXP JULY 20, 1992

State of MISSOURI }
 County of ST. LOUIS } ss.

On this 20th day of March in the year 1992,
 before me KAY D. RAMSEY, Notary Public in and for
 said state, personally appeared MATTHEW M. MCCARTHY,
Vice President of Tretter Foods, Inc., known to me to be the
 person who executed the within Articles of Merger in behalf of
 said corporation and acknowledged to me that he executed the same
 for purposes therein stated.

(Notarial Seal)

Kay D. Ramsey
 Notary Public

My commission expires:

KAY D. RAMSEY
 NOTARY PUBLIC STATE OF MISSOURI
 ST. LOUIS COUNTY
 MY COMMISSION EXP JULY 20, 1992

00045 00947

State of MISSOURI

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
ss.

County of ST. LOUIS

On this 20th day of March in the year 1992,
before me KAY D. RAMSEY, Notary Public in and for
said state, personally appeared MICHAEL T. McGUIRE,
Vice President of LAM Products, Inc., known to me to be the
person who executed the within Articles of Merger in behalf of
said corporation and acknowledged to me that he executed the same
for purposes therein stated.

(Notarial Seal)

My commission expires:

Kay D. Ramsey
Notary Public

KAY D. RAMSEY
NOTARY PUBLIC STATE OF MISSOURI
ST. LOUIS COUNTY
MY COMMISSION EXP JULY 20, 1992

State of MISSOURI

ss.

County of ST. LOUIS

On this 20th day of March in the year 1992,
before me KAY D. RAMSEY, Notary Public in and for
said state, personally appeared MICHAEL T. McGUIRE,
Vice President of Universal Food Stores, Inc., known to me to be
the person who executed the within Articles of Merger in behalf
of said corporation and acknowledged to me that he executed the
same for purposes therein stated.

(Notarial Seal)

My commission expires:

Kay D. Ramsey
Notary Public

KAY D. RAMSEY
NOTARY PUBLIC STATE OF MISSOURI
ST. LOUIS COUNTY
MY COMMISSION EXP JULY 20, 1992

00045 00948

State of MISSOURI }

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

County of ST. LOUIS }

ss.

On this 20th day of March in the year 1992,
before me KAY D. RAMSEY, Notary Public in and for
said state, personally appeared MICHAEL T. McGUIRE,
Vice President of West End Supermarkets, Inc., known to me to be
the person who executed the within Articles of Merger in behalf
of said corporation and acknowledged to me that he executed the
same for purposes therein stated.

(Notarial Seal)

Kay D Ramsey
Notary Public

My commission expires:

KAY D RAMSEY
NOTARY PUBLIC STATE OF MISSOURI
ST. LOUIS COUNTY
MY COMMISSION EXP JULY 20, 1992

State of MISSOURI }

ss.

County of ST. LOUIS }

On this 20th day of March in the year 1992,
before me KAY D. RAMSEY, Notary Public in and for
said state, personally appeared MICHAEL T. McGUIRE,
Vice President of Wetterau Holdings II, Inc., known to me to be
the person who executed the within Articles of Merger in behalf
of said corporation and acknowledged to me that he executed the
same for purposes therein stated.

(Notarial Seal)

Kay D Ramsey
Notary Public

My commission expires:

KAY D. RAMSEY
NOTARY PUBLIC STATE OF MISSOURI
ST. LOUIS COUNTY
MY COMMISSION EXP JULY 20, 1992

State of MISSOURI }
 County of ST. LOUIS } ss.

CLERK OF THE CIRCUIT COURT
 WASHINGTON COUNTY

On this 20th day of March in the year 1992,
 before me KAY D. RAMSEY, Notary Public in and for
 said state, personally appeared MICHAEL T. MCGUIRE,
Vice President of Wetterau Holdings IV, Inc., known to me to be
 the person who executed the within Articles of Merger in behalf
 of said corporation and acknowledged to me that he executed the
 same for purposes therein stated.

(Notarial Seal)

My commission expires:

Kay D Ramsey
 Notary Public

KAY D. RAMSEY
 NOTARY PUBLIC STATE OF MISSOURI
 ST. LOUIS COUNTY
 MY COMMISSION EXP JULY 20, 1992

State of MISSOURI }
 County of ST. LOUIS } ss.

On this 20th day of March in the year 1992,
 before me KAY D. RAMSEY, Notary Public in and for
 said state, personally appeared MATTHEW M. MCCARTHY,
Vice President of Wetterau Discoveries, Inc., known to me to be
 the person who executed the within Articles of Merger in behalf
 of said corporation and acknowledged to me that he executed the
 same for purposes therein stated.

(Notarial Seal)

My commission expires:

Kay D Ramsey
 Notary Public

KAY D. RAMSEY
 NOTARY PUBLIC STATE OF MISSOURI
 ST. LOUIS COUNTY
 MY COMMISSION EXP JULY 20, 1992

State of Missouri)
) ss.
 County of St. Louis)

On this 20th day of March in the year 1992, before me Mary C. Herman, Notary Public in and for said state, personally appeared Matthew M. McCarthy, President of WCD, Inc., known to me to be the person who executed the within Articles of Merger in behalf of said corporation acknowledged to me that he executed the same for purposes therein stated.

(Notarial Seal)

Mary C. Herman
 Notary Public

My commission expires:

MARY C. HERMAN
 NOTARY PUBLIC—STATE OF MISSOURI
 ST. LOUIS COUNTY
 MY COMMISSION EXPIRES JUNE 18, 1995

State of Missouri)
) ss.
 County of St. Louis)

On this 20th day of March in the year 1992, before me Mary C. Herman, Notary Public in and for said state, personally appeared Michael T. McGuire, President of Wetterau Blue Springs, Inc., known to me to be the person who executed the within Articles of Merger in behalf of said corporation acknowledged to me that he executed the same for purposes therein stated.

(Notarial Seal)

Mary C. Herman
 Notary Public

My commission expires:

MARY C. HERMAN
 NOTARY PUBLIC—STATE OF MISSOURI
 ST. LOUIS COUNTY
 MY COMMISSION EXPIRES JUNE 18, 1995

CLERK OF THE CIRCUIT COURT

WASHINGTON COUNTY

Wetterau Incorporated (the "Company"), a Missouri corporation, is the sole shareholder of BeBear Foods, Inc., a Maryland corporation; Bowling Green Supermarkets, Inc., a Kentucky corporation; Hi Acres Supermarkets, Inc., a Kentucky corporation; Milgrams Dairies, Inc., a Missouri corporation; Overland Redevelopment Corporation, a Missouri corporation; Sam's Red & White Food Stores, Inc., a South Carolina corporation; Treter Foods, Inc., an Indiana corporation; LAM Products, Inc., a Missouri Corporation; Universal Food Stores, Inc., a Missouri corporation; West End Supermarkets, Inc., a Maryland corporation; Wetterau Holdings II, Inc., a Missouri corporation and Wetterau Holdings IV, Inc., a West Virginia corporation (the "Subsidiaries"), and

WHEREAS, pursuant to Article 3, Section 11 of the Bylaws of the Company, the Executive Committee (the "Committee") is authorized to approve transactions on behalf of the Board of Directors of the Company at weekly meetings of the Committee, and

WHEREAS, the Committee deems it advisable that the Subsidiaries be merged into the Company, with the Company as the surviving corporation,

NOW THEREFORE, the Committee hereby adopts and approves the following resolutions pursuant to Section 351.447 of The General Business Corporation Law of Missouri:

RESOLVED, that the merger of the Company with the Subsidiaries, with the Company as the surviving corporation, pursuant to the terms of its Agreement and Plan of Merger and Reorganization (the "Agreement"), in substantially the form presented to the Executive Committee with this consent, is hereby authorized and approved;

FURTHER RESOLVED, that the form of Articles of Merger among the Company and the Subsidiaries, in substantially the form presented to the Executive Committee with this consent, is hereby authorized and approved;

FURTHER RESOLVED, that the President or any Vice President and the Secretary or any Assistant Secretary of the Company are hereby authorized and directed to execute the Agreement and the Articles of Merger on behalf of the Company, with such additions, revisions, or other changes as the executing officers may approve, such approval to be conclusively evidenced by the execution of the Agreement and the Articles of Merger;

FURTHER RESOLVED, that all action heretofore taken by the officers and agents of the Company in connection with the transactions contemplated by the Agreement and the Articles of Merger are hereby confirmed, ratified and approved, and

FURTHER RESOLVED, that the appropriate officers of the Company are hereby authorized and directed to execute and deliver such further documents and agreements and to take such further action as they may deem necessary or desirable to effectuate or evidence the merger of the Company with the Subsidiaries as hereinabove provided.

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTYPLAN OF MERGER

1. The parent and Surviving Corporation is Wetterau Incorporated (MO). The subsidiaries and Merging Corporations are: Bebear Foods, Inc. (MD), Bowling Green Supermarkets, Inc. (KY), Hi-Acres Supermarkets, Inc. (KY), Milgrams Dairies, Inc. (MO), Overland Redevelopment Corporation (MO), Sam's Red & White Food Stores, Inc. (SC), Tretter Foods, Inc. (IN), LAM Products, Inc. (MO), Universal Foods Stores, Inc. (MO), West End Supermarkets, Inc. (MD), Wetterau Holdings II, Inc. (MO) and Wetterau Holdings IV., Inc. (WV).
2. Upon the merger becoming effective, the separate existence of the Merging Corporations shall cease and all of the property, rights, privileges, franchises, licenses, registrations and other assets of every kind and description of the Merging Corporations shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed. All rights of creditors and all liens upon the property of any of said corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Merging Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.
3. The Articles of Incorporation and By-laws of the Surviving Corporation shall not be changed or affected by the merger and shall remain in full force and effect.
4. The directors and officers of the Surviving Corporation upon the effective date of the merger shall continue to be the directors and officers of the Surviving Corporation.
5. Each share of stock of the Surviving Corporation outstanding at the time of the merger shall remain outstanding and unchanged after the merger.
6. As of the effective time of the merger, all outstanding shares of stock of the Merging Corporations shall be cancelled; no shares of the Surviving Corporation shall be issued in exchange therefor.

00045 00953

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

EXHIBIT C

1. The resident agent and resident agent's address in the State of Maryland for Wetterau Incorporated is:

The Corporation Trust Incorporated
32 South Street
Balitimore, Maryland 21202

2. None of the merging corporations owns an interest in land in the State of Maryland.

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3406 059

3. As to each of the undersigned corporations, the number of shares which each corporation has authority to issue and the par value of the shares is as set forth below:

<u>Name</u>	<u>Authorized Capital</u>	<u>Par Value</u>
Bebear Foods, Inc.	3,000 Common	\$1.00
Bowling Green Supermarkets, Inc.	3,000 Common Class A 1,500 Common Class B	\$ -0- \$ -0-
Hi-Acres Supermarkets, Inc.	1,000 Common	\$ -0-
LAM Products, Inc.	5,000 Common	\$1.00
Milgram Dairies, Inc.	30,000 Common	\$1.00
Overland Redevelopment Corporation	30,000 Common	\$1.00
Sam's Red & White Food Stores, Inc.	100 Common	\$10.00
Tretter Foods, Inc.	1,000 Common Class A 1,000 Common Class B	\$100.00 \$1.00
Universal Food Stores, Inc.	1,260 Common	\$10.00
West End Supermarkets, Inc.	1,000 Common	\$100.00
Wetterau Holdings II, Inc.	30,000 Common	\$1.00
Wetterau Holdings IV, Inc.	5,000 Common	\$1.00
Wetterau Blue Springs, Inc.	30,000 Common	\$ -0-
WCD, Inc.	5,000 Common	\$ -0-

00045 00955

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

Continued:

Wetterau Incorporated

60,000,000 Common	\$1.00
3,000,000 Preferred	\$5.00
2,000,000 Preferred	\$ -0-
600,000 Series A	\$5.00
Junior Participating Preferred	
339 Series B Preferred	\$5.00

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00045 00956

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY



**Wetterau
Incorporated**

I, Matthew M. McCarthy, as an officer (President, Vice President or Secretary) of each of the corporations listed in these Articles of Merger, under penalty of perjury, hereby swear and certify that the information contained in these Articles of Merger are true to the best of my knowledge and belief.



Matthew M. McCarthy

00045 00957

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorCLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
Department of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

BUSINESS CODE

COUNTY

192682516 P.A. 11 Religious 11 Close 11 Stock 11 NonstockName of
CorporationState of
IncorporationSurviving
(Transferee)

Bebear Foods, Inc.

Maryland

Bowling Green

Kentucky

Supermarkets, Inc.

Hi-Acres Supermarkets,
Inc.

Kentucky

LAM Products, Inc.

Missouri

Milgram Dairies, Inc.

Missouri

Overland Redevelopment

Missouri

Corporation

Sam's Red & White

South Carolina

Food Stores, Inc.

Tretter Foods, Inc.

Indiana

Universal Food

Missouri

Stores, Inc.

West End Supermarkets,

Maryland

Inc.

Wetterau Holdings II,

Missouri

Inc.

Wetterau Holdings IV,

West Virginia

Inc.

Wetterau Blue Springs, Inc.

Missouri

WCD, Inc.

South Carolina

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.
 10 _____ 30 Other Expedited
 63 _____ 20 Other Rec Fee (Merger)

TOTAL
FEES

50

✓ Check

Cash

Documents on _____ checks

APPROVED BY:

NOTE:

Effective

3/28/92

3406 0601

0.0045 00958

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF MERGER
OF
BEBEAR FOODS, INC.
(A MD CORP.)
INTO
WETTERAU INCORPORATED
(A MO CORP.)

SURVIVOR

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

OF MARYLAND MARCH 27, 1992 AT 11:18 O'CLOCK A.M. AS IN CONFORMITY
(EFFECTIVE DATE: MARCH 28, 1992)
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 20.00

\$ _____

D2682516

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED SEP 17 1992

RETURN TO:
HARBOR CITY RESEARCH
P. O. BOX 604
BALTIMORE

MD 21203

189C3053058

A 387029



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3406 0579

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTYTHE CUSHWA GROUP, INC. 3-27-92
ARTICLES OF VOLUNTARY DISSOLUTION 407P

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

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is, as hereinabove set forth, and the post office address of the principal office of the Corporation in the State of Maryland is 92 West Washington Street, Suite 204, 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 David K. Cushwa, IV, 930-B Eldridge Drive, Hagerstown, Maryland 21742.

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

David K. Cushwa, IV, 930-B Eldridge Drive, Hagerstown, Maryland 21742.

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

David K. Cushwa, IV, President, Treasurer and Secretary, 930-B Eldridge Drive, Hagerstown, Maryland 21742.

Diane R. Cushwa, Vice President, 401 Spring Creek Road, Hagerstown, Maryland 21740.

SIXTH: The voluntary dissolution of the Corporation was approved in the manner and by the vote required by law and by the Charter of the Corporation in that the voluntary dissolution of the Corporation was, by a Resolution unanimously entered into by the Directors of the Corporation, deemed advisable and directed that the proposed voluntary dissolution be submitted for consideration to the sole Stockholder of the Corporation; and further in that the voluntary dissolution of the Corporation was duly approved by the sole Stockholder of the Corporation.

SEVENTH: The Corporation has no known creditors.

EIGHTH: These Articles of Voluntary Dissolution are accompanied by Certificates provided by Section 3-407(c)(2) of the Corporations and Associations Article of the Annotated Code of Maryland, stating that all taxes not barred by limitations which are levied on assessments made by the State Department of Assessments and Taxation of Maryland and billed by and payable to the issuer of each 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 said Certificates.

BY: _____

20768621


20768629


CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

IN WITNESS WHEREOF, THE CUSHWA GROUP, 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 _____ day of March, 1992 and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of THE CUSHWA GROUP, 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:

THE CUSHWA GROUP, INC.

By 
David K. Cushwa, IV, Secretary

By 
David K. Cushwa, IV, President

AFFIDAVIT OF NO TANGIBLE PROPERTY

The undersigned President of THE CUSHWA GROUP, INC., on behalf of the Corporation, hereby states and certifies that, as of January 1, 1992, the Corporation owned no taxable tangible property and further certifies and affirms under the penalties of perjury and upon personal knowledge that the contents of this Affidavit are true.


David K. Cushwa, IV, President

MAR-29-90 FRI 15:47 THE CUSHWA GROUP 7975141
REPORT OF TRANSFER, SALE OR DISPOSAL OF ALL PERSONAL PROPERTY OF A BUSINESS
IN ACCORDANCE WITH SECTION 10-402 OF THE TAX-PROPERTY ARTICLE (MD OF MD)
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

Name of Transferor: THE CUSHWA GROUP, INC.
Is the above business a corporation? YES If yes, provide corporate ID#: 52-165-9817
Address of Transferor: 92 W. WASHINGTON ST. Suite 204 HAGERSTOWN
MARYLAND 21740
Address & County Where Property Was Located: 92 W. Washington St. HAGERSTOWN
MARYLAND - Washington County
Nature of Business Conducted: Executive Personnel Placement

Name of Transferee: DAVID K CUSHWA IV
Is the above business a corporation? NO If yes, provide corporate ID#: NA
Address of Transferee: 930-B ELDRIDGE DRIVE, HAGERSTOWN MD

Address & County Where Property Is Now Located: Washington County
930-B ELDRIDGE DR. HAGERSTOWN, MD
Nature of Business Conducted: Picture Framing

Date of Transfer: 12/31/91 Manner of Transfer: AS IS Satisfactory
Total Amount of Consideration: \$ 18,000.00 NOTE BY TRANSFEROR TRANSFEROR
Amount of Consideration Attributable to Furniture, Fixtures & Equipment: \$ 18,000
Amount of Consideration Attributable to Inventory: \$
Other (Explain): \$

IMPORTANT: Please enclose a copy of the sales agreement. NO S&B's AGREEMENT

Itemized Description of Property Transferred:

MISCELLANEOUS OFFICE EQUIPMENT
DESK CHAIRS
COMPUTER EQUIPMENT
COPY MACHINES
DESKS, OFFICE FURNITURE

If the business was permanently closed without disposing of the personal property, show date closed, & current usage of the property: N/A

I hereby affirm under the penalties of perjury that to the best of my knowledge, information, and belief the matters set forth in this report are true in all material respects.

Mail to: State Department of Assessments & Taxation
301 N. Preston Street
Baltimore, MD 21201
Attn: Corporate Assessment Division
301-723-1170

DAVID K. CUSHWA, IV, PRESIDENT 7925331
(Type or print your name, title, & phone)

[Signature] 3-26-92
Signature Date

00045 00962

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

City of Hagerstown, Maryland

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

December 18, 1991

Urner, Nairn, Barton & Williams
Attorneys at Law
207 South Potomac Street
Hagerstown, MD 21740

RE: Tax Clearance - The Cushwa Group, Inc. - ID #D2931954

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:

The Cushwa Group, Inc. - ID #D2931954

have been paid to and including fiscal year July 1, 1991 to June 30, 1992.



Stephen Wolfensberger,
Treasurer

3406 0570

00045 00963

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY



OFFICE OF
TODD L. HERSHEY
COUNTY TREASURER
COURT HOUSE ANNEX
HAGERSTOWN, MARYLAND 21740

TELEPHONE/MARCOM: (301) 791-3173
TDD/HEARING IMPAIRED: (301) 791-3175

The Court House

SERVING WASHINGTON COUNTY SINCE 1873

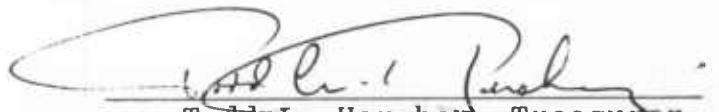
December 18, 1991

THE CUSHWA GROUP, INCORPORATED
D-2931954

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

THE CUSHWA GROUP, INCORPORATED

have been paid to and including the fiscal year July 1, 1991 through June 30, 1992.


Todd L. Hershey, Treasurer
Washington County, Maryland

3406 0571



STATE OF MARYLAND

00045 00964

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

COMPTROLLER OF THE TREASURY

LOUIS L. GOLDSTEIN, COMPTROLLER

J. BASIL WISNER, CHIEF DEPUTY COMPTROLLER

GENERAL ACCOUNTING DIVISION

LOUIS L. GOLDSTEIN TREASURY BUILDING, P.O. BOX 746,
ANNAPOLIS, MARYLAND 21404-0746

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

THE CUSHWA GROUP, INC.

have been paid.

WITNESS my hand and official seal this

17TH day of DECEMBER A.D. 19 91.


DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

MY TELEPHONE NUMBER IS:

3406 0572

TTY FOR THE DEAF: ANNAPOLIS AREA 974-2609
BALTIMORE AREA 383-7555

PS-409

AN EQUAL OPPORTUNITY EMPLOYER

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
Administrator

00045 00965

CLERK OF THE CIRCUIT COURT
Department of Assessments and Taxation
WASHINGTON COUNTY
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

19

BUSINESS CODE

COUNTY

71

D 2931 84 P.A. Religious Close Stock NonstockMerging
(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	11	Certified Copy 6.00
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance

Name Change
(New Name)

	Change of Name
<input checked="" type="checkbox"/>	Change of Principal Office
<input checked="" type="checkbox"/>	Change of Resident Agent
<input checked="" type="checkbox"/>	Change of Resident Agent Address
	Resignation of Resident Agent
	Designation of Resident Agent and Resident Agent's Address
	Other Change

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

Code

ATTENTION:

MAIL TO ADDRESS:

William Barton
207 S. Potomac St
Hagerstown Md
21740

TOTAL
FEES

61

☒ Check☐ Cash

Documents on checks

APPROVED BY:

NOTE:

copy made

3406 0573

00045 00966

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

THE ARTICLES OF DISSOLUTION
OF
THE CUSHWA GROUP, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 27, 1992 AT 4:00 O'CLOCK P.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ 30.00

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:
WILLIAM BARTON
207 S. POTOMAC ST.
HAGERSTOWN

MAILED SEP 17 1992

MD 21740

189C3053056

A 387027



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO

2406 0566

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

STATE DEPT.

ARTICLES OF AMENDMENT
ROHRER MOTOR SERVICE, INC.

Rohrer Motor Service, Inc., a Maryland corporation, having its principal office at 810 Lanvale Street, Hagerstown, Maryland 21740 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 deleting therefrom Article SECOND and by substituting in lieu thereof the following Article SECOND:

SECOND: That the new name of the Corporation is:

Gowen Motor Service, Inc.

SECOND: The Charter of the Corporation is hereby amended deleting Article FIFTH and by substituting in lieu thereof the following Article FIFTH:

FIFTH: That the principal office address of the Corporation is:

20836 Emerald Drive
Hagerstown, MD 21742

That the Resident Agent's name and address is:

Betty L. Gowen
20836 Emerald Drive
Hagerstown, MD 21742

THIRD: The Board of Directors of the Corporation at a meeting duly convened and held on March 23, 1992 adopted a resolution in which was set forth the foregoing amendment to the Charter, declaring that said amendment of the Charter was advisable and directing that it be submitted for action thereon at a Special Meeting of the Stockholders of the Corporation to be held March 23, 1992.

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

THE UNDERSIGNED, Fred H. Gowen, President, 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

BY: _____

3408 0954

1992 MAR 30 A

20908436

FILED

JUL 23 4 04 PM '92

W. J. WEAVER, CLERK

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:

ROHRER MOTOR SERVICE, INC.

Betty L. Gowen

Secretary

By: Fred H. Gowen (SEAL)
Fred H. Gowen
President

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

I HEREBY CERTIFY, that on this 27th day of March, A.D., 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Fred H. Gowen, President of Rohrer Motor Service, 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.

Linda L. Punt
Notary Public

My Commission Expires:

1 June 1994

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00045 00969
DEPARTMENT OF ASSESSMENTS AND TAXATION
WASHINGTON COUNTY
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 9A BUSINESS CODE _____ COUNTY 71
90903534 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)

Gowen Motor Service, 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 075

ATTENTION: Linda Pund

MAIL TO ADDRESS: _____

TOTAL FEES 20

☒ Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: [Signature]

3408 0956

00045 00970

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
ROHRER MOTOR SERVICE, INC.
CHANGING ITS NAME TO:
GOWEN MOTOR SERVICE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 30, 1992 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

\$ _____

D0903534

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 SEP 17 1992
MEYERS, YOUNG & GREVE, P.A.
ATTN: LINDA PUNT
P O BOX 1267
HAGERSTOWN

MD 21741 1267

195C3050606

A 386352



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO

3408 0953

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION00045 00971
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

APPROVED FOR RECORD

3-30-92 at 8:35 a.m.
GRAND VIEW FARM, INC.
(A CLOSE CORPORATION)

ARTICLES OF INCORPORATION

FIRST: I, the undersigned, Robert C. Turner, whose address is 34 Market Place, Suite 801, Baltimore, Maryland 21202, being at least eighteen (18) years of age, hereby associate 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 referred to as "corporation") is:

GRAND VIEW FARM, INC.

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

1. To engage in the business of the production and distribution of farm produce, to buy, sell, train and stable horses and do anything else that is legal.

2. 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 which shall at any time appear expedient for the protection or benefit of the Corporation in the transaction of any other business that may be calculated, directly or indirectly, to enhance the value of its property and/or rights. FILED

3. In addition to the powers expressly above set forth, the Corporation shall have and enjoy all the powers, rights and

SE 30 11 00 AM '92
JUL 29 4 09 PM '92
DENNIS J. WEAVER, CLERK
BY: _____

20908440
3407 040

privileges now or hereafter conferred by the laws of the State of Maryland upon corporations; the enumeration of specific powers in these Articles of Incorporation being made in furtherance and not in limitation of the powers conferred upon corporations by law, and no restrictions upon any such power is intended to be implied by any specification of or expression of the foregoing sections of these Articles.

✓ FOURTH: The post office address of the principal office of the Corporation in this State is 19034 Lappans Road, Boonsboro, Maryland 21783. The name and post office of the resident agent in this State is Lawrence B. Miller, 19034 Lappans Road, Boonsboro, Maryland 21783. Said resident agent is a citizen of this State and actually resides herein and is at least 18 years of age.

FIFTH: The total number of shares of stock, of one class which the Corporation has authority to issue is Ten Thousand (10,000) shares of one dollar par value.

SIXTH: Lawrence B. Miller shall serve as the sole Director until the organizational meeting. Thereafter, the stockholders of the corporation shall act in place of and in stead of a Board of Directors and need not conduct or hold formal meetings but may act informally. All reference to "Board of Directors" or "Stockholders" in these Articles of Incorporation or the By-Laws of the Corporation are interchangeable.

SEVENTH: The duration of the Corporation shall be perpetual.

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

00045 00973

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

(1) The Stockholders and/or Board of Directors of the Corporation are hereby empowered to authorize the issuance from time to time of its stock, whether now or hereafter authorized.

(2) The Board of Directors and the Corporation may do any and all things allowed and/or permitted under the general corporate laws of Maryland.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 12th day of March, 1992.

McDonn
WITNESS

Robert C. Turner

STATE OF MARYLAND,
CITY
COUNTY OF Baltimore,

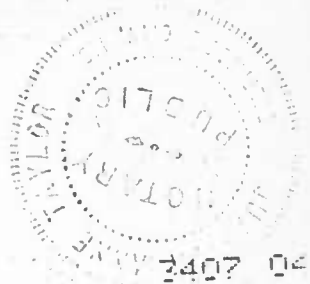
TO WIT:

I HEREBY CERTIFY, that on this 12th day of March, 1992, before me, the subscriber, a Notary Public in and for the State aforesaid, personally appeared Robert C. Turner and acknowledged the foregoing Articles of Incorporation to be his act.

AS WITNESS my hand and Notary Seal.

Janita Anne Taylor
Notary Public

My Commission Expires: February 25, 1995



STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00045 00974
CLERK OF THE CIRCUIT COURT
Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 ^{MA} BUSINESS CODE 03 COUNTY 71
_____ P.A. _____ Religious ☒ Close ☒ Stock _____ Nonstock _____

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	Name Change
20	<u>20</u>	Organ. & Capitalization	(New Name) _____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62		Rec. Fee (Amendment)	_____
63		Rec. Fee (Merger or Consolidation)	_____
64		Rec. Fee (Transfer)	_____ Change of Name
65		Rec. Fee (Dissolution)	_____ Change of Principal Office
66		Rec. Fee (Revival)	_____ Change of Resident Agent
52		Foreign Qualification	_____ Change of Resident Agent Address
50		Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51		Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13		_____ Certified Copy _____	_____ Other Change _____
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: <u>Robert C. Turner</u>
84		Amendment to 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	MAIL TO ADDRESS: _____
87		_____ Limited Part. Good Standing	<u>Polovoy & McCoy</u>
71		Financial	<u>The Brokerage at the</u>
600		_____ Personal	<u>Inner Harbor</u>
		Property Reports and _____	<u>Suite 801-34 Market Place</u>
		late filing penalties	<u>Baltimore, Md. 21202</u>
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

NOTE:
3407 0410

00045 00975

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
GRAND VIEW FARM, INC.

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

OF MARYLAND MARCH 30, 1992 AT 8:35 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3402914

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:

POLOVOY & MCCOY BROKERAGE
34 MARKET PLACE SUITE 801
BALTIMORE

MAILED SEP 17 1992

MD 21202

192C3050144

A 385870



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO 3407 0406

00045 00976

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATIONCLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

APPROVED FOR RECORD

03-30-92 at 9:00 a.m.
ARTICLES OF INCORPORATION
OF
ANTIETAM ALES, INC.,
A MARYLAND CORPORATION

THIS IS TO CERTIFY:

FIRST: I, the undersigned, Carl W. Disque, whose post office address is 1108 Fry Avenue, Hagerstown, Maryland 21742, being at least eighteen (18) 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 call the Corporation) is Antietam Ales, Inc.

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

To generally advance interest in the brewing of malt beverages through, but not limited to, the operation of a pilot or pub-brewery and restaurant, and for the retail distribution of brewing equipment, publications and supplies.

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 of 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 Associates Article of the Annotated Code of Maryland, as amended from time to time.

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

Jul 29 4 09 PM '92

LENNIS J. WEAVER, CLERK

BY: _____

21048352-3410 1098

RECEIVED

JUL 29 1992
DEPT. OF ASSESSMENTS & TAXATION

00045 00977

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

✓ FOURTH: The post office address of the principal office of the Corporation in this State is 1108 Fry Avenue, Hagerstown, Maryland 21742. The name and post office address of the Resident Agent of the Corporation in this State is Carl W. Disque, 1108 Fry Avenue, Hagerstown, Maryland 21742. 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 1,000 shares of no par value.

SIXTH: The number of directors of the Corporation shall be 1, which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than one (1); provided that:

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

B. If there is stock outstanding and so long as there is one (1) stockholder, the number of directors may be more than one (1) 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: Carl W. Disque.

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 26 day of March, 1992.

WITNESS:

Jo Anne Schindler

Carl W. Disque
Carl W. Disque

SNYDER & ATTORNEYS
POOLE, MD

3410 1099

00045 00978

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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

I HEREBY CERTIFY that on this 26th day of March, 1992, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared CARL W. DISQUE, known to me (or satisfactorily proven) to be person whose name is subscribed to the foregoing document, who executed same for the purposes therein contained, and who further did acknowledge that the execution of the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Jo Anne Schindler
Notary Public

My Commission Expires: 9-1-94

3410 1090

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
Administrator

00045 00979

CLERK OF THE CIRCUIT COURT
Department of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 02BUSINESS CODE 03COUNTY 71# _____ P.A. _____ Religious _____ Close ☒ Stock _____ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

10		Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	<u>9</u>	<u>1</u> Certified Copy <u>3</u>
56		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: _____

Carl W. Disque

MAIL TO ADDRESS: _____

Snyder &
Poole, P.A., Attorneys
at Law, 28 Jonathan
Street
Hagerstown, Md.
21740TOTAL
FEES49☒ Check

_____ Cash

_____ Documents on _____ checks

APPROVED BY: JmTNOTE: Copy made

3410 1091

00045 00980

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
ANTIETAM ALES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 30, 1992 AT 9:00 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3411121

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 SEP 17 1992**
SNYDER & POOLE, P.A., ATTORNEYS
ATTN: CARL W. DISQUE
28 JONATHAN ST.
HAGERSTOWN MD 21740

200C3051412

A 387372



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3410 1087

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

APPROVED FOR RECORD

CARSUE COMPANY, INC.

3-30-92 at 9:15 a.m.

A CLOSE CORPORATION UNDER TITLE 4

ARTICLES OF INCORPORATION

FIRST: I, Carmelo Fazzolare, whose post office address is 13913 North Meadow Drive, Hagerstown, Maryland 21742, 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:

CARSUE COMPANY, INC.

THIRD: The Corporation shall be a Close Corporation as authorized by Title 4.

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

- (1) to provide and sell food and beverages to the general public; and to engage in any other lawful purpose and/or business, and
- (2) to do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is located at 13628 Pennsylvania Avenue, Hagerstown, Washington County, Maryland 21742. The name and post office address of the Resident Agent of the Corporation in this State is Teresa J McPhearson, 15404 Fairview Road, Clear Spring, Washington County, Maryland 21722. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 500 shares of common stock, of par value of \$1.00 a share, and having an aggregate par value of \$500.00

LENNIS J. WEAVER, CLERK

BY: _____

20908480

3407 0355

1992 MAR 30 A 9 15

FILED

JUL 29 4 09 PM '92

SEVENTH: Not applicable.

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 three, provided that:

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

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

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Carmelo Fazzolare, whose post office address is 13913 N Meadow Drive, Hagerstown, Maryland 21742, and Teresa McPhearson, whose post office address is 15404 Fairview Road, Clear Spring, Maryland 21722.

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

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

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

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted

3407 0356

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 nor or hereafter in force.

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.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 27th day of March, 19 92, and severally acknowledge the same to be my acts.

Gerald R. Shindle
WITNESS

Carmelo Fazzolare
CARMELO FAZZOLARE

WYBORN
WINSTON CO
LINTEN RECORD
1991

3407 02

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
Administrator

00045 00984

CLERK OF THE CIRCUIT COURT
Department of Assessments and Taxation

CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

02

BUSINESS CODE

03

COUNTY

71

_____ P.A. _____ Religious ☒ Close ☒ Stock _____ NonstockMerging
(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)
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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
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: _____

Carmelo Fazzolare
13913 North Meadow
Drive
Hagerstown, MD 21742

TOTAL
FEES

40

☒ Check☐ Cash

NOTE:

Documents on _____ checks

APPROVED BY:

3407 0358

00045 00985

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
CARSUE COMPANY, INC.

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

OF MARYLAND MARCH 30, 1992 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:

\$

D3402823

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 SEP 17 1992
CARMELO FAZZOLARE
13913 NORTH MEADOW DRIVE
HAGERSTOWN MD 21742

192C3050135

A 387006



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3407 0354

00045 00986

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

APPROVED FOR PAYMENT

RECEIVED

'92 MAY 26 AM 10 06

ARTICLES OF INCORPORATION

5-26-92 at 10:06 a.m.

RECYCLING CONCEPTS, INC.

STATE DEPT. OF
ASSESSMENTS & TAXATIONA Maryland Close Corporation
Organized Pursuant to Title Four
of the Corporations and Associations Article
Of The Annotated Code of Maryland

FIRST: I, Susan Sweeney, whose post office address is 436 Virginia Avenue, Suite 4, 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 Recycling Concepts, 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 directly and indirectly facilitate recycling 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 436 Virginia Avenue, Suit 4, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Susan Sweeney, 436 Virginia Avenue, Suite 4, 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 one (1) director, whose name is Susan Sweeney.

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

LENNIE J. WEAVER, CLERK

BY: _____

21478718

00045 00987

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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 22nd day of May, 1992, and I acknowledge the same to be my act.

WITNESS:

Debbie M. DeGrange

Susan L. Sweeney
Susan Sweeney

7421 0589

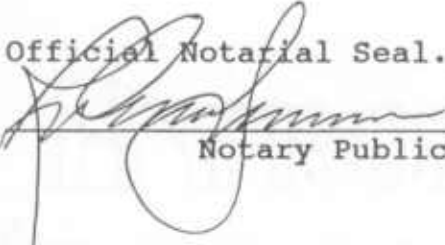
00045 00988

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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

I HEREBY CERTIFY, That on this 22nd day of May, 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Susan Sweeney and acknowledged the foregoing Articles of Incorporation to be her voluntary act and deed.

WITNESS my hand and Official Notarial Seal.



Notary Public

My Commission Expires:

8/1/92

3421 0590

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
Administrator00045 00989
CLERK OF THE CIRCUIT COURT

WASHINGTON COUNTY

Department of Assessments and Taxation

CHARTER DIVISION

Room 809

301 West Preston Street
Baltimore, Maryland 21201

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

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

690

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:

MAIL TO ADDRESS:

Richard
W. Lauricella, P.A.,
Attorney at Law
498 North Potomac
Street
Hagerstown, Md.
21740

NOTE:

3421 0591

00045 00990

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
RECYCLING CONCEPTS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 26, 1992 AT 10:06 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3437688

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

MAILED SEP 17 1992

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

231C3052477

A 392650



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 2621-0557

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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

RECEIVED

ARTICLES OF AMENDMENT

'92 MAY 20 AM 8 19

STATE DEPT. OF
ASSESSMENTS & TAXATION

ALFRED E. SMITH, D.D.S., P.A., a Maryland professional service corporation, having its principal office in Washington County, Maryland, (hereinafter called the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

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

SECOND: That the name of the Corporation is:

Allegany Dental Care, P.A.

SECOND: The Charter of the Corporation is hereby amended by deleting Article FOURTH and by substituting in lieu thereof the following Article FOURTH:

FOURTH: That the principal office address of the Corporation is:

19418 Leitersburg Pike
Hagerstown, Maryland 21742

That the Resident Agent's name and address is:

Alfred E. Smith
19418 Leitersburg Pike
Hagerstown, Maryland 21742

THIRD: The Board of Directors of the Corporation at a meeting duly convened and held June 17, 1991, adopted a resolution in which was set forth the foregoing Amendment to the Charter, declaring that the said Amendment of the Charter was advisable and directing that it be submitted for action thereon at a Special Meeting of the Stockholders of the Corporation to be held June 17, 1991, immediately following the Board of Directors Meeting.

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

AUG 20 12 38 PM '92

LENNIS J. WEAVER, CLERK

BY: _____

3420 27

21418333

00045 00992

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

FIFTH: The Certificate of Authorization for the name of the Corporation issued by the Maryland State Board of Dental Examiners is attached to these Articles as Exhibit A.

THE UNDERSIGNED, President of Alfred E. Smith, D.D.S., P.A., who executed on behalf of said Corporation the foregoing Articles of Amendment, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Amendment to be the corporate act of said Corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Attest to Signature
and Corporate Seal:

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

(Signature) EST
Secretary

By:

Alfred E. Smith
President

3420 2739

00045 00993

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

CORPORATE RESOLUTION

From a Special Meeting of the Stockholders
and Directors of Alfred E. Smith, D.D.S., P.A.

A Special Meeting of the Stockholders and Directors of the
above-named Corporation was held at the offices of the
Corporation at Hagerstown, Maryland on the 17th day of June,
1991, with the following Directors and Stockholders present:

Directors: Dr. Alfred E. Smith
Dr. Edward R. Beachley
Dr. David C. Grimm
Dr. David A. Williams

Stockholders: Dr. Alfred E. Smith
Dr. Edward R. Beachley
Dr. David C. Grimm
Dr. David A. Williams

The following Resolution was passed:

RESOLVED: That a change of corporate name be filed with the
State Department of Assessments and Taxation as follows: The
corporation name shall be "Allegany Dental Care, P.A." as of June
17, 1991. The President of the Corporation is authorized and
directed to take all necessary legal measures to implement such
change including the filing of Articles of Amendment and other
required documentation with the State Department of Assessments
and Taxation.

THIS WILL CERTIFY that the foregoing is a true copy of the
RESOLUTION of the above-named Corporation duly adopted at a
Special Meeting duly called and held as above stated.

Quigley ESTJ
Secretary

00045 00994

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY



Martin Magaziner, D.D.S.
President
Wheaton

J. Roedel Jaeger, D.D.S.
President - Elect
Perry Hall

Dennis M. Sullivan, D.D.S.
Vice - President
Columbia

Sheldon Silverman, D.D.S.
Secretary - Treasurer
Baltimore

Curtis N. Adams, D.D.S.
Baltimore

Don-N. Brotman, D.D.S.
Baltimore

DEPARTMENT OF HEALTH AND MENTAL HYGIENE

Maryland State Board of Dental Examiners

4201 Patterson Avenue, Baltimore, MD 21215-2299
AREA CODE 301 764-4730 TDD FOR DISABLED: Balto. 383-7555 • D.C. Metro 565-0451

FAX LINE: 301 764-5987

Larrie L. Bennett, Administrator

Deborah A. Cohn, Esq.
Bethesda

Tammy Rippons Dorling, R.D.H.
Severna Park

Edna Hirsch, D.D.S.
Hevre de Grece

Benjamin J. Kimbers, Jr., D.D.S.
Baltimore

Robert M. Phillips, D.D.S.
Baltimore

Reverend Marcus G. Wood
Baltimore

April 1, 1992

Alfred E. Smith, D.D.S.
Allegany Dental Care
1709 Potomac Avenue
Hagerstown, MD 21740

Re: Allegany Dental Care

Dear Dr. Smith:

The State Board of Dental Examiners considered during its May 1, 1991 meeting, the Application for a Certificate of Authorization for use of a Corporate Name, which has been submitted in connection with the above-referenced dental practice.

Please be advised that the Board has granted approval of the corporate name change from Alfred E. Smith, D.D.S., P.A. to Allegany Dental Care.

Sincerely,

Sheldon Silverman, D.D.S.
Secretary-Treasurer

LB/ba

3420 2741

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorCLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

Department of Assessments and Taxation

CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 9A BUSINESS CODE 06 COUNTY 71# 101439603 ✓ P.A. Religious Close Stock NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

10	_____	Expedited Fee
20	_____	Organ. & Capitalization
61	_____	Rec. Fee (Arts. of Inc.)
62	<u>20</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
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51	_____	Foreign Name Registration
13	_____	_____ Certified Copy _____
56	_____	Penalty
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53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
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NA	_____	Foreign Corp. Registration
87	_____	_____ Limited Part. Good Standing
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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)Allegany Mental
Care, P.A.

<input checked="" type="checkbox"/>	Change of Name
<input checked="" type="checkbox"/>	Change of Principal Office
<input checked="" type="checkbox"/>	Change of Resident Agent
<input checked="" type="checkbox"/>	Change of Resident Agent Address
_____	Resignation of Resident Agent
_____	Designation of Resident Agent and Resident Agent's Address
_____	Other Change _____

Code 075ATTENTION: Linda Punt

MAIL TO ADDRESS: _____

TOTAL
FEES20☒

Check

☐ Cash

NOTE:

Documents on _____ checks

APPROVED BY: JS

3420 2742

00045 00996

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
ALFRED E. SMITH, D.D.S., P.A.
CHANGING ITS NAME TO:
ALLEGANY DENTAL CARE, P.A.

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

OF MARYLAND **MAY** 20, 1992 AT 8:19 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

\$ _____

D1439603

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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.
ATTN: LINDA PUNT
P O BOX 1267
HAGERSTOWN

MAILED SEP 17 1992

MD 21741 1267

230C3052428

A 392605



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3420 2737

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

00045 00997

APPROVED FOR RECORD

5-22-92 at 8:52 A.M.

ARTICLES OF INCORPORATION

OF

C. R. WILLIAMS, 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 C. R. WILLIAMS, 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 sales and service of electronic organs.

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

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

FIFTH: The post office address of the principal office of the Corporation in this State is 701 Dual Highway, P. O. Box 2193, Hagerstown, Maryland, 21742-2193. The name and post office

KENNIS J. WEAVER, CLERK

BY: _____

21438242

00045 00998

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

address of the resident agent of the Corporation in this State are C. Randall Williams, 12834 Fountain Head Road, Hagerstown, Maryland, 21742. 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. C. Randall Williams 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 19th day of May, 1992.

WITNESS:

Patricia L. Witmer

Kenneth J. Mackley (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 19th day of May, 1992, 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, 1995

2420 2339

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
Administrator

00045 00999

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
Department of Assessments and Taxation

CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71# _____ P.A. _____ Religious ☒ Close ☒ Stock _____ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

10		Expedited Fee
20	<u>30</u>	Organ. & Capitalization
61	<u>30</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	<u>8</u>	<u>1</u> Certified Copy <u>2</u>
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
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: _____

Mackley, Gilbert +
Marks
35 E. Washington St.
Hagerstown, MD 21740

TOTAL FEES 48☒ Check _____ CashNOTE: Copy made

_____ Documents on _____ checks

APPROVED BY: JMT

3420 2340

00045 01000

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
C. R. WILLIAMS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 22, 1992 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

\$

D3436813

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 SEP 17 1992
MACKLEY, GILBERT & MARKS
35 EAST WASHINGTON STREET
HAGERSTOWN MD 21740

230C3052349

A 392541



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3420 2377

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

00045 01001

APPROVED FOR RECORD

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY5/26/92 at 3:51 p.m.
ARTICLES

OF

THE STRAIGHT PATH INCORPORATED

RECEIVED
JUN 26 PM 3
STATE DEPARTMENT OF
ASSESSMENTS & TAXATION

The undersigned, Safi Khan, of 1676 Langley Drive, Suite 307, Hagerstown, Maryland 21740 being at least twenty-one (21) years of age, forms this corporation by the execution and filing of these Articles:

FIRST: The name of the corporation is THE STRAIGHT PATH INCORPORATED.

SECOND: The principal office of the corporation in the State of Maryland is at 1676 Langley Drive, Suite 307, Hagerstown Maryland 21740 and the name of its registered agent at such address is Samira Khan.

THIRD: The corporation shall have perpetual existence.

FOURTH: The corporation shall have nonvoting members and shall issue no capital stock. The members will not be divided into classes and shall not be entitled to vote.

FIFTH: The number of directors constituting the initial Board of Directors is one (1), and the name and address, including street number, of the person who is to serve as the initial director until the the first annual meeting or until his successors be elected and qualified is Safi Khan, 1676 Langley Drive, Suite 307, Hagerstown, Maryland 21740.

SIXTH: The purposes for which the Corporation is organized are as follows:

1. To operate exclusively for charitable, religious, educational and scientific purposes, including the making of distributions to organizations that qualify as exempt under Section 501 (c) (3) of the Internal Revenue Code of 1986 (hereinafter referred to as "the Code") or the corresponding provision of any future United States Internal Revenue law, within the meaning of Section 501 (c) (3).

In particular, but not by way of limitation, the Corporations's purpose is to promote Islamic awareness and activities, to publish, sell and distribute religious literature including newspapers, books and other religious publications to the community; to promote social activities among Muslims based on Islamic principles; to provide religious and educational seminars and courses for the promotion of the Muslim community's welfare; to encourage the Muslim community's interaction, understanding and participation in matters affecting Muslims in general, and to do any other acts not inconsistent with the foregoing purposes and not in violation of the statutes of the State of Maryland.

LENNIS J. WEAVER, CLERK

BY: _____

21488309 2305

2. The Corporation may exercise all power or authority granted to it under the laws of the State of Maryland or otherwise, including, but not limited to, the power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated.

3. At all times, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of the Corporation, either voluntary or involuntary or by operation of law, or any other provisions hereof:

A. The Corporation shall not possess or exercise any power or authority, either expressly, or by interpretation or by operation of law, that will or might prevent it at any time from qualifying, and continuing to qualify, as a Corporation described in Section 501 (c) (3) of the Code, contributions to which are deductible for Federal income tax purposes; nor shall it engage, directly or indirectly, in any activity which might cause the loss of such disqualification.

B. No part of the assets or net earnings of the Corporation shall ever be used, nor shall the Corporation ever be organized or operated, for purposes that are not exclusively charitable, religious, scientific, or educational within the meaning of Section 501 (c) (3) of the Code, nor shall any part of its net earnings inure to the benefit of any private shareholder, director, or individual.

C. The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

D. No substantial part of the activities of the Corporation shall consist of either carrying on propaganda or otherwise attempting to influence legislation; nor shall it participate or intervene in any manner, or to any extent, in any political campaign on behalf of any candidate for public office, whether by publishing or distributing statements or otherwise.

E. At no time shall the Corporation engage in any activities which are unlawful under the laws of the United States of America, the State of Maryland or any other jurisdiction where its activities are carried on; nor shall it engage in any transaction defined at the time as prohibited under the Code.

F. No compensation, loan or other payment shall be paid or be made to any officer, Board of Directors member, committee member, incorporator for the Corporation or substantial contributor to the Corporation, unless such payment is permissible under Paragraph H of this section of these Articles of Incorporation and except as reasonable compensation for services rendered and/or as reasonable allowance for authorized expenditures incurred on behalf of the Corporation; and no part of the assets or net earnings, current or accumulated, of the Corporation shall ever be

distributed to or divided among any such persons, or inure, be used for, accrue to or benefit any such persons or private individual (pursuant to the prohibition contained in Section 501 (c) (3) of the Code)

G. No solicitation of contributions to the Corporation shall be made, and no gift, bequest or devise to the Corporation shall be accepted, upon any condition or limitation which, in the opinion of the Corporation, may cause the Corporation to lose its Federal income tax exemption.

H. 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 Code or corresponding Section of any future United States Internal Revenue law within the meaning of Section 501 (c) (3) or (b) by a Corporation, contributions to which are deductible under Section 170 (c) (2) of the Code or corresponding Section of any future United States Internal Revenue law within the meaning of Section 501 (c) (3).

4. Upon the termination, dissolution or winding up of the Corporation, in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to, and only to, one or more of the organizations described in Section 501 (c) (3) of the Code or corresponding section of any future United States Internal Revenue law, within the meaning of Section 501 (c) (3) of the Code.

5. Any references herein to any provision of the Code shall be deemed to mean provisions of the Internal Revenue Code of 1986 as now or hereafter existing, amended, supplemented, or superseded, as the case may be.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed and acknowledged by the undersigned to be his act on this 16 day of May, 1992.

WITNESS:

Afuf Khan

Safi Khan
Safi Khan

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
Administrator

CLERK OF THE CIRCUIT COURT

WASHINGTON COUNTY

Department of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

BUSINESS CODE

COUNTY

#

P.A.

Religious

Close

Stock

Nonstock

Merging

(Transferor)

Surviving

(Transferee)

CODE

AMOUNT

FEE REMITTED

10

20

61

62

63

64

65

66

52

50

51

13

56

54

53

73

Expedited Fee

Organ. & Capitalization

Rec. Fee (Arts. of Inc.)

Rec. Fee (Amendment)

Rec. Fee (Merger or
Consolidation)

Rec. Fee (Transfer)

Rec. Fee (Dissolution)

Rec. Fee (Revival)

Foreign Qualification

Cert. of Qual. or Reg.

Foreign Name Registration

Certified Copy 3

Penalty

For. Supplemental Cert.

Foreign Resolution

Certificate of Conveyance

Name Change

(New Name)

Change of Name

Change of Principal Office

Change of Resident Agent

Change of Resident Agent

Address

Resignation of Resident Agent

Designation of Resident Agent

and Resident Agent's Address

Other Change

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

Code

ATTENTION:

MAIL TO ADDRESS:

Nannia M Said, Esq.

11205-B Azulae Way
Columbia, MD 21044TOTAL
FEES

Check

Cash

Documents on

checks

NOTE:

All

APPROVED BY:

CERTIFIED
COPY MADE

00045 01005

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
THE STRAIGHT PATH INCORPORATED

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

OF MARYLAND MAY 26, 1992 AT 3:51 O'CLOCK P. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3436748

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
NAIMA M. SAID, ESQ.
11205-B AVALANCHE WAY
COLUMBIA

MAILED SEP 17 1992

MD 21044

230C3052342

A 392535



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO 2422 2304

00045 01006

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

APPROVED FOR RECORD

5/22/92 at 9:45 a.m.

Mountain Green Cultural Arts Association Inc.**AMENDED ARTICLES OF INCORPORATION**

First: The undersigned incorporators whose post office addresses are J. Michael Sokol, 1242 Ravenwood Heights, Hagerstown, Md 21740, Rick L. Hemphill 1102 Security Road, Hagerstown, Maryland 21740, David Fitzwater, Route #12 Box 52 A Smithsburg, Maryland 21783; all 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

Mountain Green Cultural Arts Association Inc..

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

(1) To provide a framework for the preservation and performance of local, national & international cultural arts & music, by providing a forum and production facilities for the continued enjoyment, information and education of the general body of the Citizens of Maryland and Washington County. To organize, orchestrate, advertise and promote directly and indirectly the performance arts and preserve and distribute the entertainment with the intention of permanent preservation for future generations and provide an outlet for the expression of such art, in a variety of arenas, in the City of Hagerstown, State of Maryland and elsewhere within and without the State.

(2) 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 not for 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 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 hereof, 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 or trust, or other trust instrument for the foregoing purposes of any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article Ninth of these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c) (3) of the Internal Revenue Code of 1986, as now in force or afterwards amended; To received, 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 the 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.

Aug 10 12 45 PM '92

21478159

LENNIE J. WEAVER, CLERK

3420 1992

BY:

(3) 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 the 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)

Fourth: The post office address of the principle office of the Corporation in Maryland is Route # 1 Box 52 A, Smithsburg, Washington County, 21783. The name and post office address of the resident agent of the Corporation in Maryland is: David Fitzwater Route # 1 Box 52 A, Smithsburg, Washington County, 21783. Said resident agent is actually residing in the State. MD DF

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 never be less than Three (3) but which may be increased or decreased pursuant to the By-Laws of the Corporation. The names of the interim directors who shall act until the first annual meeting or until successors are duly elected and qualify, are : J. Michael Sokol, Rick L. Hemphill, David Fitzwater.

Seventh: Upon Dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impractical 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 for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future Federal Tax code, or shall be distributed to the Federal Government, or to a state or local government for public 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 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 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 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. It is intended that the organization described in the 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, cultural, 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 education 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 provision 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: (1) 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 Law.

(2) 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 Law; 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 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 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; that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

IN WITNESS WHEREOF, I have signed these Amended Articles of Incorporation the 20th day of MAY
1992 and severally acknowledge the same to be our act.

Shannon Trance
Witness

A. Michael Sokol
Witness

Shannon Trance
Witness

A. Michael Sokol
Michael Sokol

Rick L. Hemphill
Rick L. Hemphill

David Fitzwater
David Fitzwater

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorCLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
Department of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street:
Baltimore, Maryland 21201DOCUMENT CODE 10 BUSINESS CODE _____ COUNTY 71# D3329323 _____ P.A. _____ Religious _____ Close _____ Stock _____ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

10	<u>30</u>	Expedited Fee
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61	_____	Rec. Fee (Arts. of Inc.)
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63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
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
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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 IRS Represent

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

David Fitzgibbon
Route #12, Box 52A
Smithsburg, MD 21783

TOTAL FEES 50☒ Check☐ Cash

Documents on _____ checks

APPROVED BY: HNOTE: ack

3420 1956

00045 01011

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

AMENDED ARTICLES OF INCORPORATION
OF
MOUNTAIN GREEN CULTURAL ARTS ASSOCIATION INC.

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

OF MARYLAND MAY 22, 1992 AT 9:45 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

D3329323

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:
DAVID FITZWATER
ROUTE #12, BOX 52A
SMITHERBURG

MAILED SEP 17 1992

MD 21783

229C3052283

A 392480



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3420 1992

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

B. P. LESKY DISTRIBUTING CO., INC.

ARTICLES OF AMENDMENT

5-18-92

827

B. P. Lesky Distributing Co., Inc., a Maryland corporation, having its principal office at 120 Western Maryland Parkway, Hagerstown, Maryland (hereinafter referred to as the "Corporation"), hereby certifies to the State Department Assessments and Taxation (the "Department") that:

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

SIXTH: Article SIXTH of the Charter of the Corporation currently provides as follows:

SIXTH: The total amount of the authorized capital stock of the Corporation is one hundred thousand dollars (\$100,000.00). The capital stock shall consist of ten thousand (10,000) shares of common stock of the par value of ten dollars (\$10.00) per share.

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

SIXTH: The total number of shares of capital stock which the Corporation is authorized to issue is Ten Thousand (10,000) shares of common stock, of which Five Hundred (500) shares with a \$10.00 par value are "Class A Common" Stock and Nine Thousand Five Hundred (9,500) shares with a \$10.00 par value are "Class B Common" Stock.

A description of each class of stock with its rights, voting powers, restrictions, limitations as to dividends, and qualifications, is as follows:

1. The "Class A Common" Stock and the "Class B Common" Stock shall be identical in all respects, except as otherwise specifically provided hereinbelow.

2. The holders of "Class B Common" Stock shall have no voting rights. The holders of "Class A Common" Stock, to the exclusion of the holders of "Class B Common" Stock, shall have all voting rights as stockholders of the Corporation.

3. All holders of shares of such Common Stock of any class of the Corporation shall be entitled to such dividends as may be declared thereon at such times and in such amounts as the Board of Directors may, from time to time determine, subject to the provisions of law.

LENNIE J. WEAVER, CLERK

BY: _____

21398187

3420 1841

AUG 10 12 45 PM '92

4. The shares of Stock of the Corporation shall be transferable only on the books of the Corporation upon surrender of the certificate therefor properly endorsed.

5. Stockholders shall have no preemptive rights to acquire any additional shares of Stock.

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

IN WITNESS WHEREOF, B. P. Lesky Distributing Co., Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 8th day of May, 1992, and its President acknowledges that these Articles of Amendment are the act and deed of B. P. Lesky Distributing Co., Inc. and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

B. P. LESKY DISTRIBUTING CO., INC.

Marguerite L. Lesky
Marguerite L. Lesky
Secretary

BY: *Bernard P. Lesky*
Bernard P. Lesky
President

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
Administrator00045 01014
CLERK OF THE CIRCUIT COURT
Department of Assessments and Taxation
WASHINGTOWN COUNTY
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 09 BUSINESS CODE _____ COUNTY 71
00087452 _____ P.A. _____ Religious _____ Close _____ Stock _____ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

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

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 _____

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 _____

Code 075ATTENTION: Linda Punt

MAIL TO ADDRESS: _____

TOTAL FEES 20☒ Check☐ Cash

NOTE:

Documents on _____ checks

APPROVED BY: JWS

3420 1843

00045 01015

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF AMENDMENT
OF
B. P. LESKY DISTRIBUTING CO., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 18, 1992 AT 8:27 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

D0087452

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

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

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

MAILED SEP 17 1992

MD 21741 1267

229C3052261

A 392462



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3420 1940

00045 01016

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTYADX, INC.

ARTICLES OF INCORPORATION

RECEIVED

'92 MAY 20 AM 8 18

STATE DEPT. OF
ASSESSMENTS & TAXATION

p

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 ADX, Inc.

THIRD: The purpose for which the Corporation is formed is 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 18223 Shawley Drive, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this state are Abbud S. Dahbura, 1400 Indian Lane, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this state.

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

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

FILED

APPROVED FOR PAYMENT

Aug 10 12 45 PM '92 5-20-92 at 8:18 a.m.

LENNIS J. WEAVER, CLERK
BY: _____

21418331

2420 1706

SIXTH: The number of Directors of the Corporation

shall be four (4), which may increase or decrease pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

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

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

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

Abbud S. Dahbura
Mary K. Dahbura
Anton T. Dahbura
Maria Dahbura

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

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

3420 1707

changing in any one or more respect from time to time before the issuance of such stock, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of the 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 stockholding whose rights may or shall be thereby substantially adversely affected shall not be entitled to demand and receive payment of the value of his stock.

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 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 preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of Corporation of any class now or hereafter authorized or any securities exchangeable for or convertible into such

00045 01019

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

shares, or any warrants or other instruments evidencing rights
or options to subscribe for, purchase or otherwise such shares.

IN WITNESS WHEREOF, I have signed these Articles of
Incorporation this 18th day of May, 1992, and we
acknowledge the same to be our act.


Scott L. Schubel

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY that on this 18th day of May,
1992, before me, the subscriber, a Notary Public in and for the
State and County aforesaid personally appeared Scott L. Schubel
who made oath in due form of law that the matters and facts set
forth in the aforesaid Articles of Incorporation are true to
the best of his knowledge, information and belief.

WITNESS my hand and official Notarial Seal.


Notary Public

My Commission Expires:

5-14-94

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
Administrator00045 01020
CLERK OF THE CIRCUIT COURT
Department of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT 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	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	<u>10</u>	<u>1</u> Certified Copy <u>4</u>
56		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. SchubelMAIL TO ADDRESS: Wachs, Boone
and Schubel, P.A.,
Attorneys at Law
138 West Washington
Street
Hagerstown, Md.
21740-4769TOTAL
FEES 50☒ Check ☐ CashNOTE: Copy made

Documents on _____ checks

APPROVED BY: PCM

3420 1710

00045 01021

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
ADX, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 20, 1992 AT 8:18 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:

\$

D3436201

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 SEP 17 1992**
SCOTT L. SCHUBEL
WACHS, BOONE & SCHUBEL, ATTORNEYS
138 WEST WASHINGTON STREET
HAGERSTOWN MD 21740 4769

229C3052235

A 392439



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 2420 1700

00045 01022

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTYCastle Keep J.A.S., Inc.
(A Close Corporation)

RECEIVED

ARTICLES OF INCORPORATION

'92 MAY 20 PM 1 11

STATE DEPT. OF
ASSESSMENTS & TAXATION

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 Castle Keep J.A.S., 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 5 Nottingham Road, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are David A. Spessard, Jr., 13354 Greensburg Road, Smithsburg, Maryland 21783. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is five thousand

FILED 5,000) shares of common stock, without par value.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

AUG 10 12 45 PM '92

LENNIE J. WEAVER, CLERK

BY:

APPROVED FOR PAYMENT

5-20-92 at 1:11 p.m.

21428097 7420 1689

00045 01023

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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 Anna Ruth Poole.

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.

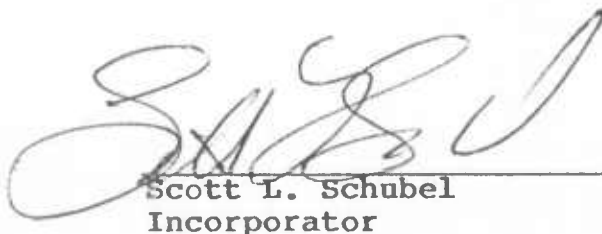
(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that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

00045 01024

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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 18th day of May 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 18th day of May, 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Scott L. Schubel, and acknowledged the foregoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Official Notarial Seal.



Notary Public

My Commission Expires:

5-14-94

00045 01025

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorCLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
Department of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71# _____ P.A. _____ Religious ☒ Close ☒ Stock _____ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

10	_____	Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62	_____	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>01</u>	<u>1</u> Certified Copy <u>3</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance

Name Change
(New Name) _____

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

76 _____ Certificate of Merger/Transfer

Code _____

75	_____	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to 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: PCMATTENTION: Scott L. SchubelMAIL TO ADDRESS: Wachs,
Boone and Schubel,
P.A., Attorneys at
Law, 138 West Washington
Street
Hagerstown, Md.
21740-4769NOTE: copy made

3420 1672

ARTICLES OF INCORPORATION
OF
CASTLE KEEP J.A.S., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 20, 1992 AT 1:11 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3436136

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 SEP 17 1992
SCOTT L. SCHUBEL
WACHS, BOONE & SCHUBEL
138 WEST WASHINGTON STREET
HAGERSTOWN MD 21740 4769

229C3052228

A 392432



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

00045 01027

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTYARTICLES OF INCORPORATION
OF
AEOLUS, INC.

RECEIVED

'92 MAY 19 AM 8 17

STATE DEPT. OF
ASSESSMENTS & TAXATION

THIS IS TO CERTIFY:

FIRST: I, the undersigned, David E. Hawbaker, whose post office address is 18523-1A Henson Blvd., 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.

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

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

Ownership and leasing of Cessna 150, N63102.

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.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 18523-1A Henson Blvd., Hagerstown, MD 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, MD 21740. Said resident agent is a citizen actually residing in this State.

FILED

AUG 10 12 45 PM '92

LENNIS J. WEAVER, CLERK

BY:

STATE DEPT. OF ASSESSMENTS

APPROVED

5-19-92 at 8:17A

21408183

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 qualified are: David E. Hawbaker.

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 13 day of May, 1992.

Nancy E. Harris

David E. Hawbaker
David E. Hawbaker

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

I HEREBY CERTIFY, that on this 13 day of May, 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared David E. Hawbaker and acknowledged the execution of the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Nancy E. Harris
Notary Public

My Commission Expires: 4-1-93

00045 01029

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorCLERK OF THE CIRCUIT COURT
Department of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 02BUSINESS CODE 03COUNTY 71# _____ P.A. _____ Religious _____ Close ☒ Stock _____ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

10		Expedited Fee
20	<u>20</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	<u>8</u>	<u>1</u> Certified Copy <u>2</u>
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
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, P.A.28 Jonathan St.Hagerstown, MD21740TOTAL
FEES 48☒ Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: PCr

3419 2590

00045 01030

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
AEOLUS, INC.

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

OF MARYLAND MAY 19, 1992 AT 8:17 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3434255

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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

MAILED SEP 17 1992

MD 21740

227C3051955

A 390869



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO 2419 2587

HAGERSTOWN COMMUNITY BASEBALL, INC.

ARTICLES OF INCORPORATION

FIRST: I, William E. Carlson, whose post office address is 2000 Charles Center South, 36 South Charles Street, Baltimore, Maryland 21201, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

HAGERSTOWN COMMUNITY BASEBALL, INC.

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

- (1) To own and operate a minor league baseball franchise in Hagerstown, 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.

FOURTH: The post office address of the principal office of the Corporation in this State is 480 Potomac Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent in this State are William E. Carlson, Esq., 2000 Charles Center South, 36 South Charles Street, Baltimore, Maryland 21201. 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 two hundred thousand (200,000) with a par value of Ten Dollars (\$10.00) per share.

SIXTH: The Corporation shall have nineteen (19) directors, and the number of directors may be increased or decreased pursuant to the By-Laws of the Corporation, provided that the number of directors shall never be less than the number required by Section 2-402 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended. The names of the directors who shall act as the directors until the first annual meeting and until their successors are chosen and qualified are:

Philip Adams
Wayne Alter
James Bryan
Michael Callas
Michael Day
Merle Elliott
Nick Giannaris
Edward Henson
Peter Kirk
Mark Levine

J. Alvin Massey
Richard McCleary
Peter Plamondon
Robert Resh
Hugh Schindel
Richard Toms
Franklin Turner
Johns Waltersdorf
Joseph White

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 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, and limitations.

LENNIS J. WEAVER, CLERK

BY: _____

APPROVED FOR RECORD

5-18-92 at 3:48 p.m.

21408145

3419 2471

RECEIVED

52 MAY 18 PM 3

STATE OF MARYLAND
DEPARTMENT OF REVENUE
TAXES AND FEES

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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

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

(4) With respect to:

- (a) the amendment of the Charter of the Corporation;
- (b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;
- (c) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;
- (d) the issuance of shares of stock of any class now or hereafter authorized, or any securities exchangeable for, or convertible into, such shares, or warrants or other instruments evidencing rights or options to subscribe for, or otherwise acquire such shares;
- (e) the participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the corporation the stock of which is to be acquired;
- (f) the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation; and
- (g) the sale, lease, exchange, or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill, or, the sale, lease, exchange, or other transfer of any minor league franchise (even if such franchise does not constitute all, or substantially all, of such property and assets);

such action shall be effective and valid if taken or approved by an affirmative vote of a majority of the shares entitled to be cast thereon, after due authorization and/or approval and/or advice of such action by the Board of Directors as required by law and by either the unanimous informal action of the Board of Directors or the vote of at least seventy-five percent (75%) of the members of the Board of Directors at a meeting at which a quorum is present, notwithstanding any provision of law requiring any action to be taken or authorized other than as provided in this *Article SEVENTH*, paragraph (4).

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

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

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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.

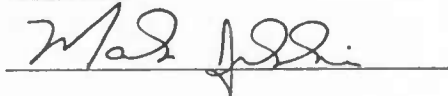
NINTH: (1) Directors and officers of the Corporation shall not be liable to the Corporation or its stockholders for money damages. The purpose of this limitation of liability is to limit liability to the maximum extent that the liability of directors and officers of Maryland corporations is permitted to be limited by Maryland law. This limitation on liability shall apply to events which occurred during the term of office of any director or officer whether or not such director or officer is serving as such at the time of any proceeding in which liability is asserted commences. This limitation shall not apply to actions taken by persons serving as directors or officers who serve as agents of the Corporation in the Corporation's offering of its securities, if such persons commit fraud or other non-indemnifiable wrongdoing and thereby violate state or federal securities laws in connection with such offering.

(2) To the maximum extent permitted by Maryland law, the Corporation may indemnify its currently acting and its former directors against any and all liabilities and expenses incurred in connection with their services in such capacities, and may indemnify its currently acting and its former officers to the full extent that indemnification shall be provided to directors, and may indemnify, to the same extent, 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 may advance expenses to its directors and officers and the other persons referred to above to the extent permitted by Maryland law. This indemnification of directors and officers shall also apply to directors and officers who are also employees, in their capacity as employees, but shall not apply to directors and officers or employees who commit fraud or other non-indemnifiable wrongdoing in connection with the Corporation's offering of its own securities and thereby violate state or federal securities laws. The Board of Directors may by By-Law, resolution, or agreement make further provision for indemnification of employees and agents to the extent permitted by Maryland law.

(3) References to Maryland law shall include the Maryland General Corporation Law as from time to time amended. Neither the repeal or amendment of this *Article NINTH* nor any other amendment to these Articles of Incorporation, shall eliminate or reduce the protection afforded to any person by the foregoing provisions of this *Article NINTH* with respect to any act or omission which shall have occurred prior to such repeal or amendment.

IN WITNESS WHEREOF I have signed these Articles of Incorporation this 18th day of May, 1992, and I acknowledge the same to be my act.

WITNESS:




William E. Carlson

00045 01034

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorCLERK OF THE CIRCUIT COURT
Department of Assessments and Taxation

CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

P.S.

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71# _____ P.A. _____ Religious _____ Close ☒ Stock _____ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

10		Expedited Fee
20	<u>300</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	<u>9</u>	<u>1</u> Certified Copy <u>3</u>
56		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
FEES329☒ Check☐ Cash

NOTE:

Documents on _____ checks

APPROVED BY: fam

3419 2474

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 055ATTENTION: William E.Carlson

MAIL TO ADDRESS: _____

00045 01035

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
HAGERSTOWN COMMUNITY BASEBALL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 18, 1992 AT 3:48 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 300.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3434040

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 SEP 17 1992

SHAPIRO & OLANDER

ATTN: WILLIAM E. CARLSON

36 S. CHARLES STR

2000 CHARLES CENTER SOUTH

BALTIMORE

MD 21201

227C3051934

A 390850



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3419 2470

00045 01036

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

APPROVED FOR PAYMENT

5-19-92 at 8:28 a.m.

ARTICLES OF INCORPORATION

OF

COUNTY PEDDLER, INC.
A MARYLAND CLOSE CORPORATION

THIS IS TO CERTIFY:

FIRST: That Teddy D. Eichelberger of 339 N. Cannon Avenue, Hagerstown, Maryland 21740, the subscriber, as Incorporator, being at least Twenty-One (21) years of age, does, under and by virtue of the law of the State of Maryland authorizing the formation of corporations, state his intention of forming a corporation by the execution, acknowledgment and filing of these Articles.

SECOND: That the name of the corporation, hereinafter referred to as Corporation, is: County Peddler, Inc.

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

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

A. To operate a retail business for the sale of gift and decorating items.

B. To organize and promote craft shows and exhibits.

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

RECEIVED
AUG 10 12 46 PM '92
DEPT. OF ASSESSMENT & TAXATION
To purchase, lease or otherwise acquire all or any part of the property, rights, businesses, contract, 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 stocks, bonds or other securities of the Corporation or otherwise.

FILED
The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance and not in imitation 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

AUG 10 12 46 PM '92
LENNIE J. WEAVER, CLERK
BY: _____

3419 2425

21408118

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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 Corporations 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 405 W. Franklin Street, Hagerstown, Maryland 21740. The resident agent of the Corporation is Teddy D. Eichelberger whose address is 405 W. Franklin Street, Hagerstown, Maryland 21740, who is a citizen of the State of Maryland and actually resides therein. ✓

SIXTH: The total number of shares of stock which the Corporation shall have authority to issue is 100,000 having a par value of one dollar (\$1.00 each) for an aggregate par value of \$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 two directors who are E. Darlene Strock and Teddy Eichelberger.

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

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 provisions of the Charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

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

00045 01038

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I, Teddy D. Eichelberger, have signed these Articles of Incorporation this 18th day of May, 1992.

Teddy D Eichelberger (SEAL)

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

I HEREBY CERTIFY that on this 18th day of May, 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Teddy D. Eichelberger and acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Official Notarial Seal.

Molly J Davis
Notary Public

My Commission Expires:

MOLLY J. DAVIS
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires May 20, 1995

3419 2427

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



00045 01039
CLERK OF THE CIRCUIT COURT

WASHINGTON COUNTY
Department of Assessments and Taxation

CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

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.)
62 _____ Rec. Fee (Amendment)
63 _____ Rec. Fee (Merger or Consolidation)
64 _____ Rec. Fee (Transfer)
65 _____ Rec. Fee (Dissolution)
66 _____ Rec. Fee (Revival)
52 _____ Foreign Qualification
50 _____ Cert. of Qual. or Reg.
51 _____ Foreign Name Registration
13 _____ Certified Copy
56 _____ Penalty
54 _____ For. Supplemental Cert.
53 _____ Foreign Resolution
73 _____ Certificate of Conveyance

Name Change
(New Name) _____

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

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
70 _____ Property Reports and late filing penalties
91 _____ Change of P.O., R.A. or R.A.A.
_____ Amend/Cancellation, For. Limited Part.
_____ Other
_____ Other

Code _____

ATTENTION: William P. Hain

MAIL TO ADDRESS: Werner, Hain,
Barton & Williams
Attorneys at Law
207 South Potomac
Street
Hagerstown, Md.
21740

TOTAL FEES 45

L Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: PGM

3419 2428

00045 01040

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
COUNTY PEDDLER, INC.

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

OF MARYLAND MAY 19, 1992 AT 8:28 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 25.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3433943

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 SEP 17 1992
WILLIAM P. NAIRN
URNER, NAIRN, BARTON & WILLIAMS
207 SOUTH POTOMAC STREET
HAGERSTOWN MD 21740

227C3051924

A 390840



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 343 2424

APPROVED FOR RECORD

05-08-92 at 9:02

KNIGHTS OF THE TURNTABLE, INC.
ARTICLES OF INCORPORATION

RECEIVED

'92 MAY 8 AM 9 02

FIRST: I, Mark D. Harrell, whose post office address is 1156 Rose Hill Avenue, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

KNIGHTS OF THE TURNTABLE, INC.

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

(1) To engage in the business of providing musical entertainment 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 1156 Rose Hill Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Mark D. Harrell, 1156 Rose Hill Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Ten Thousand (10,000) shares of common stock, without par value.

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

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

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

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

RECEIVED
MAY 10 1992
STATE DEPT. OF
ASSESSMENTS & TAXATION

21398545

AUG 10 12 46 PM '92

21398544

3419 1732

LENNIE J. WEAVER, CLERK
BY: _____

Mark D. Harrell
Peter A. Grunberg

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

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

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

E419 173

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 30th day of April, 1992, and I acknowledge the same to be my voluntary act and deed.

WITNESS:

H. Clair Boly Mark D. Harrell (SEAL)

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
Administrator

00045 01044

CLERK OF THE CIRCUIT COURT
Department of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71# _____ P.A. _____ Religious _____ Close ☒ Stock _____ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

10		Expedited Fee
20	<u>40</u>	Organ. & Capitalization
61	<u>20</u>	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy _____
56		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: _____

G. Claire Baker, Jr., P.A.
Room 216
138 West Washington
St., Hagers town, MD
21746

TOTAL FEES 60☒ Check

_____ Cash

NOTE:

1

Documents on

2

checks

(40.00+20.00)

APPROVED BY: JmT

2419 1735

4

00045 01045

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
KNIGHTS OF THE TURNTABLE, INC.

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

OF MARYLAND MAY 8, 1992 AT 9:02 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 40.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3433349

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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:

G. CLAIR BAKER JR., P.A.
138 WEST WASHINGTON ST., ROOM 216
HAGERSTOWN MD 21740

MAILED SEP 17 1992

227C3051864

A 390790



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3419 1731

00045 01046

HARDWOOD HOBBIES, INC. CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION

RECEIVED
MAY 15 AM 8 19
STATE DEPT. OF
ASSESSMENTS & TAXA.

FIRST: I, Thomas A. Wade, whose post office address 44 N. Potomac Street, Suite 204, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby forms a corporation under and by virtue of the General Laws of the State of Maryland.

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

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

(1) To sell, manufacture and otherwise process wood and veneer for various hobby applications, 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 246 Summit Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are Frederica Buehler, 246 Summit Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

Aug 10 12 46 PM '92

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

LENNIS J. WEAVER, CLERK

APPROVED FOR RECORD

BY: _____

5/15/92 at 8:19 a.m.

21368350

1412 2677

00045 01047

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

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

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

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

The name of the directors who shall act until the first annual meeting or until their successors are duly elected and qualified are:

Frances V. Wade

Thomas A. Wade

Frederica Buehler

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

7418 2678

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

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 13th day of May, 1992, and I acknowledge the same to be my act.



Thomas A. Wade
Incorporator

00045 01050

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorCLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY
Department of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201DOCUMENT CODE 02 Gms BUSINESS CODE 03 COUNTY 21# _____ P.A. _____ Religious _____ Close ☒ Stock _____ NonstockMerging
(Transferor) _____Surviving
(Transferee) _____

CODE AMOUNT FEE REMITTED

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

Name Change
(New Name) _____

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

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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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 _____

Code _____

ATTENTION: _____

Thomas A. Wade, Esq.

MAIL TO ADDRESS: _____

44 North Potomac Street
Suite 204
Hagerstown, Maryland 21740TOTAL FEES 40☒ Check _____ Cash

NOTE: _____

_____ Documents on _____ checks

APPROVED BY: PCM

7418 2681

5

00045 01051.

CLERK OF THE CIRCUIT COURT
WASHINGTON COUNTY

ARTICLES OF INCORPORATION
OF
HARDWOOD HOBBIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 15, 1992 AT 8:19 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3432754

TO THE CLERK OF THE COURT OF

WASHINGTON COUNTY

IT IS HEREBY CERTIFIED, THAT 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 A. WADE, ESQ.

44 NORTH POTOMAC ST., SUITE 204

HAGERSTOWN

MD 21740

MAILED SEP 17 1992

226C3051729

A 390682



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

2418 2676