

	^{Inc.} A. B. C. Dollar Saving Store, The	Articles of Amendment	97
	Avon Realty Company of Talbot County	Articles of Dissolution	226
1941	American Association of Independent Small Business, Inc.	Certificate of Incorporation	277
"	Avon Corporation	Same	294

B

1934	Belle Mortgage Loan Company	Certificate of Incorporation	78
1935	Beluoni Sausage Corporation	" " "	126
1936	Baptist Church of Canton	Amending charter	155
	Blue Channel Corporation	Certificate of Incorporation	73
1938	Boy Scout Troop # 147 St. Michaels	" " "	190
	Blackwater Realty Company	Articles of Dissolution	236

C

Crystal Dry Cleaning Plant	Certificate of Incorporation	1
Same	Stock Issuance Statement	18
Cedar Point Yacht & Country Club	Certificate of Incorporation	20
Chesapeake Air Ferris, Inc	" " "	27
Circle "H" Aero Corporation	" " "	45
Cordova Realty Company	Certificate of Incorporation	56
Same	" " Stock Issuance Statement	71
Chesapeake Bay Fishing Taw Inc.	Certificate of Incorporation	167
Cautecherry Nurseries Inc	Articles of Dissolution	178
Cedar Point Yacht & Country Club, Inc.	P.Saus.	186
Charbone Annapolis Ferry Company	Articles of Amendment	196
Chesapeake Gas Equipment Corporation	Certificate of Incorporation	228
Country Schools, The	" " "	234
Charles Page Concrete Co., Inc.	" " "	238
Same	Stock Issuance Statement	258

1940

C

D

	Del-Mar-Va Nash Motors Company Inc.	Articles of Revival of Charter	62
1939	Dixon Robert B. & Co. Inc.	Reduction of Issued Capital Stock	218
	Del-Mar-Va Funeral Directors Inc.	Certificate of Incorporation	245
1940	Dixon, Robert B. and Company Inc.	Articles of Reduction	263

D

E

	Easton Journal Publishing Co.	Certificate of Incorporation	114
	Same	Stock Issuance Statement	19
	Easton Coca-Cola Bottling Co	Certificate of Incorporation	23
	Easton Furniture Manufacturing Co., Incorporated	" " "	25
	Easton Coca-Cola Bottling Co., Inc.	Articles of Amendment	104
1935	Eastern Share Nurseries, Incorporated	Articles of Revival of the Charter	105
	Eastern Share Retail Liquor Co.	Certificate of Incorporation	110
1936	Easton Baptist Mission of Talbot County	Amending Charter	155
1937	Easton Furniture Manufacturing Co.	Articles of Revival of the Charter	182
"	Easton Wholesale Grocery	Articles of Amendment	188
1938	Easton Athletic Association	" " Incorporation	204
1939	Easton Shore Marine Construction Co	Certificate of Incorporation	230
1940	Same	Articles of Dissolution	254
"	Elliott and McDaniel Company	Certificate of Amendment	260
1941	Easton Full Fashioned Hosiery Mills, Inc.	Certificate of Incorporation	281

E

F

	James Merchants Bank	Articles of Amendment	.81
	Same	Same	.83
1935	Trustman, N. N., Inc. -	Certificate of Incorporation	115
1936	Same	Articles of Dissolution	143
	First Baptist Church Easton Md.	Amending charter	155

G

H

	High School Building Corp. of St. Michaels	Certificate of Incorporation	10
	Hillsborough-Queen Anne Co-operative Corporation,	Articles of Amendment	224
1940	Home for Aged Women of Albion & Caroline Counties	do same	267

H

I

	Isla Corporation	Articles of Amendment to Corporation	48
	Isla Corporation, The	Articles of Amendment	102
1936	Dugleton Company	Stock Issuance Statement	144
"	Same	Certificate of Incorporation	150
1937	Same	Reduction of Capital Stock	184
1941	Same	Articles of Dissolution	292

J

1933 *Johns-Kissinger Chevrolet, Inc. Certificate of Incorporation*

574

J

K

1936 Kemp Specialty Furniture Co.
Saw

Certificate of Incorporation
Articles of Dissolution

4
165

K

L

1939. Liberty Bays.

1942. Kingwood's Community Corporation

Articles of Amendment.
" " Incorporation

216.

304

L

M

1941

Marylands Side Orchard Co.
Mid-City Garage of Easton, Md., Inc.
Mack Farm Corporation
Magic Duplex Sign Company
Same

Certificate of Incorporation 170
Articles of Amendment 265
Certificate of Incorporation 273
" " " 284
amended Certificate of Incorporation 297

M

Mc

Mc

N

Nichols Thomas Co, Corporation
Norman Point Farm Company

1941 Miami Court #14 Order of Calantha the Knights of
Pythias of North America, South America,
Europe, Asia, Africa, & Australia.

Certificate of Incorporation

31

" of Amendment to "

60

Certificate of Incorporation

300

N

1935	"Oxford Ship Yards Incorporated"	Certificate of Incorporation	117
	Oxford Ship Yards Incorporated	Stock Insurance Statement	123
1941	Oxford Ship Yards, Incorporated	Articles of Dissolution	268
"	Oxford Boatyard Company	Certificate of Incorporation	270



1935	Packers Warehousing Corp	Articles of Reduction	115
1936	Stein dealing Boat & Engine Co	" " Incorporation	156
"	Sta Rosa Corporation	" " "	173
1938	Stein dealing Boat & Engine Co	" " Dissolution	192
"	Sta Rosa Corporation	" " Amendment	200
1941	Same	" " Amendment	275

P

Q



Q

R

1933

Ratcliff Manor, Inc.
Same

Certificate of Incorporation
Stock Issuance Statement

85

89

R

S

St. Michael's Bank

Same

Shauwalaw, Atesaw Well Co. Inc.

Standard Auto Supply, Inc.

First Amendment to Charter

Articles of Amendment

" " "

Certificate of Incorporation

64

66

140

180

T

	Talbot Post No 70 American Legion	Certificate of Incorporation	12
	Tilghman Island Club, Inc	" " "	33
	Talbot Packing Corporation	" " "	39
	Talbot County Humane Society, Incorporated	" " "	42
	Tilghman Bank	Articles of Amendments	68
	The Blue Channel Corporation	Certificate of Incorporation	73
	The Talbot Bank of Easton, Md	Articles of Second Amendment	90
	Same	Articles of First Amendment	92
	The D. B. C. "Dollar Saving" Stores, Inc.	Articles of Amendment	97
1935	Talbot County Skat + Sun Club, Inc	Articles of Incorporation	107
"	Deappo Ice Company, Inc.	Certificate of Incorporation	125
"	Thomas J. C. Inc.	" " "	132
1936	Talbot Canning Corporation	" " "	146
"	Talbot Motors Incorporation	" " "	159
"	Talbot Theaters Incorporated	" " "	162
1938	Tilghman Volunteer Ice Co. Inc.	Articles of Incorporation	206
"	Talbot County Farm Bureau Co-op.	Certificate of Incorporation	209
1939	Seed Awn Hovey Mills	" " "	221
"	Tilghman Packing Company	" " "	244
"	Talbot Engineering Company, Inc.	" " "	248
"	The Fred von Yacht Club, Inc.	" " "	251
1940	Thomas, J. C., Inc.	articles of Dissolution	256
1941	Talbot County Athletic Association, Incorporated	Certificate of Incorporation	287

U

1938 Tallant H. G. & Bro.

Articles of Dissolution

195

V

W

1933	Ward's, Incorporated.	Certificate of Incorporation	50
	Wrightson, Chas. F and Son	Certificate of Incorporation	95
1935	Hoodall & Son, Inc.	Certificate of Incorporation	120
	West Sherwood Farms Inc.	" " "	130
	Same	Stock Issuance Statement	137
1936	Warely Incorporated	Articles of Revival of the Charter	177
1938	Same	" " Amendment & Reductions	202
1939	Woman's Club of Bogman	Articles of Incorporation	214

Y

1938 Young Men's Democratic Club of
St. Michael's District Inc.

Certificate of Incorporation

198

Y

Z

CERTIFICATE OF INCORPORATION.

CERTIFICATE OF INCORPORATION)
 OF)
 CRYSTAL DRY CLEANING PLANT, INC.)
 -----)
)

Be it remembered that on this 10th day of June A.D.1931 at 9 o'clock A.M. the following Certificate of Incorporation or Instrument of writing was received to be recorded and is accordingly enrolled as follows, to wit:-

THIS IS TO CERTIFY:

FIRST: That we, the subscriber, Charles D. Marshall, Greenbury Marshall and Effie Price Gladding, the Post-Office address of all of whom is Easton, Talbot County, Maryland, all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereinafter called "corporation"), is the Crystal Dry Cleaning Plant, Incorporated.

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

1. To engage in and carry on a tailoring, cleaning and pressing business in Easton, Talbot County, Maryland.
2. To engage in and carry on any other business which may conveniently be conducted in conjunction with any of the business of the Corporation.
3. To purchase, lease, hire or otherwise acquire, hold, own develop, improve and dispose of, and to aid and subscribe toward the acquisition, development or improvement of real and personal property and rights and privileges therein, suitable or convenient for any of the business of the Corporation.
4. To purchase, lease, hire or otherwise acquire, hold, own, construct, erect, improve, manage and operate, and to aid and subscribe toward the acquisition, construction or improvement of, plants, mills, factories, works, buildings, machinery, equipment and facilities and any other property or appliances which may appertain to or be useful in the conduct of any of the business of the Corporation.
5. To acquire all or any part of the good-will, rights, property and business of any person, firm, association, or corporation heretofore or hereafter engaged in any business similar to any business which the Corporation has the power to conduct, and to hold, utilize, enjoy and in any manner dispose of, the whole or any part of the rights, property and business so acquired, and to assume in connection therewith any liabilities of any such person, firm, association or corporation.
6. To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trade-marks, trade-names, rights, processes, formulas, and the like, which may seem capable of being used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.
7. To acquire by purchase, subscription or otherwise, and to hold, sell, assign, transfer, exchange, lease, mortgage, pledge, or otherwise dispose of, any

Examined & delivered to C. J. Miller 7/2/32

shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by any other corporation or association, organized under the Laws of the State of Maryland or of any other State, territory, district, colony or dependency of the United States of America, or of any foreign country; and, while the owner or holder of any such shares of stock, voting trust certificates, bonds and other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of individual holders, 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.

8. To issue shares of its stock of any class, in the manner permitted by law, to raise money for any of the purposes of the Corporation or in payment for property purchased or for any other lawful consideration.

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

It is the intention that the objects and purposes specified in the foregoing clauses of this Article Third shall not, unless otherwise specified therein, be in any wise limited or restricted by reference to, or inference from the terms of any clause of this or any other article in this charter, but that the objects and purposes specified in each of the clauses of this Article shall be regarded as independent objects and purposes. It is also the intention that said clauses be constructed both as purposes and powers and, generally, that the Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted to, or conferred upon, corporations of this character, by the Laws of the State of Maryland, and the enumeration of certain powers as herein specified is not intended as exclusive of, or as a waiver of, any of the powers, rights or privileges granted or conferred by the Laws of said State now or hereafter in force.

FOURTH: The Post-Office address of the place at which the principal office of the Corporation in this State will be located is Goldsborough Street in Easton, Maryland. The resident agent of the Corporation is Charles D. Marshall whose Post-Office address is Easton, Maryland. Said Agent is a citizen of the State of Maryland actually residing therein.

FIFTH: The Corporation shall have three directors and the following shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

Charles D. Marshall, Easton, Maryland; Greenbury Marshall, Easton, Maryland

and Effie Price Gladding of Easton, Maryland.

SIXTH: The total amount of the authorized stock of the Corporation is One Hundred Shares (100) of common, non-assessible stock of a par value of One Hundred Dollars (\$100.00).

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 are empowered to authorize by Resolution, the issuance of any number of shares of stock from time to time, for such considerations as said Board of Directors may deem advisable, provided the Board of Directors shall, by Resolution, state its opinion of the actual value of any consideration other than money for which it authorizes such stock to be issued.

(2) No contract or other transaction between this Corporation and any other Corporation and no act of this Corporation shall in any way be effected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this corporation who is also a director or officer of such other Corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, 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.

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

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

Inwitness whereof, we have signed this Certificate of Incorporation on April 16, 1931.

Witness:

Meta T. Wallace	as to	Chas. D. Marshall
Meta T. Wallace	as to	Greenbury Marshall
Meta T. Wallace	as to	Effie Price Gladding

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

This is to certify, that on this 16th day of April, 1931 before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared Charles D. Marshall, Greenbury Marshall and Effie Price Gladding and severally acknowledged the foregoing Certificate of Incorporation to be their act.

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

(SEAL'S)
(PLACE)

Meta T. Wallace
Notary Public.

Certificate of Incorporation-- of "CRYSTAL DRY CLEANING PLANT, INCORPORATED" received for record April 20, 1931, at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland April 20, 1931, as in conformity with law and ordered recorded.

Jesse D. Price
A. Leroy McCandrell

Recorded in Liber 101, folio 412, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the Circuit Court for Talbot 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.

(SEAL'S)
(PLACE)

John F. O'Malley
Acting Secretary.

Capital \$10,000.00 Bonus tax paid \$20.00 Recording fee paid \$10.00.

CERTIFICATE OF INCORPORATION ✓) Be it remembered that on this 3rd day of
 OF) July A.D. 1931 at 11 o'clock A.M. the
 KEMP SPECIALTY FURNITURE COMPANY, INC.) following Certificate of Incorporation or
 -----) Instrument of writing was received to be
 recorded and is accordingly enrolled as follows, to wit:-

CERTIFICATE OF INCORPORATION OF
KEMP SPECIALTY FURNITURE COMPANY, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscriber, William P. Kemp and Elizabeth A. Kemp whose Post-Office address is Easton, Maryland, and Fred S. Wood whose Post-Office address is West Chester, Pennsylvania, all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereinafter called "cor-

Classified

poration"), is the Kemp Specialty Furniture Company, Incorporated.

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

1. To engage in and carry on the business of manufacture and sale of furniture.
2. To engage in and carry on any other business which may conveniently be conducted in conjunction with any of the business of the Corporation.
3. To purchase, lease, hire, or otherwise acquire, hold, own, develop, improve and dispose of, and to aid and subscribe toward the acquisition, development or improvement of real and personal property and rights and privileges therein, suitable or convenient for any of the business of the Corporation.
4. To purchase, lease, hire or otherwise acquire, hold, own, construct, erect, improve, manage and operate, and to aid and subscribe toward the acquisition, construction or improvement of, plants, mills, factories, works, buildings, machinery, equipment and facilities and any other property or appliances which may appertain to or be useful in the conduct of any of the business of the Corporation.
5. To acquire all or any part of the good-will, rights, property and business of any person, firm, association, or corporation heretofore or hereafter engaged in any business similar to any business which the Corporation has the power to conduct, and to hold, utilize, enjoy and in any manner dispose of, the whole or any part of the rights, property and business so acquired, and to assume in connection therewith any liabilities of any such person, firm association or corporation.
6. To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trade-marks, trade-names, rights, processes, formulas, and the like, which may seem capable of being used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.
7. To acquire by purchase, subscription or otherwise, and to hold, sell, assign, transfer, exchange, lease, mortgage, pledge, or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by any other corporation or association, organized under the Laws of the State of Maryland or of any other State, territory, district, colony or dependency of the United States of America, or of any foreign country; and, while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of individual holders, 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.
8. To issue shares of its stock of any class, in the manner permitted by law, to raise money for any of the purposes of the Corporation or in payment for property purchased or for any other lawful consideration.
9. To borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any

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

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

It is the intention that the objects and purposes specified in the foregoing clauses of this Article Third shall not, unless otherwise specified therein, be in any wise limited or restricted by reference to, or inference from, the terms of any other clause of this or any other article in this charter, but that the objects and purposes specified in each of the classes of this Article shall be regarded as independent objects and purposes. It is also the intention that said clauses be construed both as purposes and powers and, generally, that the Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted to, or conferred upon, corporation of this character, by the Laws of the State of Maryland, and the enumeration of certain powers as herein specified is not intended as exclusive of, or as a waiver of, any of the powers, rights or privileges granted or conferred by the Laws of said State now or hereafter in force.

FOURTH: The Post-Office address of the place at which the principal office of the Corporation in this State will be located in Easton, Maryland. The resident agent of the Corporation is R. Royce Spring whose Post-Office address in Easton, Maryland. Said Agent is a citizen of the State of Maryland actually residing therein.

FIFTH: The corporation shall have five directors and the following shall act as such until the first annual meeting or until their successors are duly chosen and qualified:

William P. Kemp, Easton, Maryland; Elizabeth A. Kemp, Easton, Maryland; R. Royce Spring, Easton, Maryland; Fred S. Wood, West Chester, Pennsylvania; Philip M. Sharples, West Chester, Pennsylvania.

SIXTH: The total amount of authorized stock of the Corporation is One Thousand (1000) shares, without par value, of which Five Hundred (500) shares are preferred stock and Five Hundred (500) shares are Common stock.

The following is a description of each class of stock with the preferences, voting powers, restrictions and qualifications thereof:

(1) Out of the surplus of the Corporation of the net profits arising from its business the holders of the preferred stock shall be entitled to receive dividends at the rate of, but not exceeding, eight dollars (\$8.00) a share per annum, payable semi-annually on the first day of February and the first day of August in each year, from the first day of February or the first day of August, next preceding the date of issue, unless such stock shall have been issued on one of said dates, and in

such case from the date of issue, before any dividends shall be declared or paid upon or set apart for the common stock; and such dividends shall be cumulative, so that if in any semi-annual dividend period full dividends upon the outstanding preferred stock at the rate of eight dollars (\$8.00) a share per annum shall not have been paid, the deficiency shall be paid before any dividends shall be declared or paid upon or set apart for the common stock.

(2) Out of any surplus of the Corporation or net profits arising from its business remaining after all dividends, if any, in arrears, upon the preferred stock shall have been paid, and full dividends upon the preferred stock for the current semi-annual dividend period shall have been declared and paid, or set apart for payment, then, and not otherwise, dividends may be declared upon the common stock, and, in the event of the declaration of any such dividends, the holders of the common stock shall be entitled, to the exclusion of the holders of the preferred stock, to share ratably therein.

(3) The Corporation may, at its option, from time to time, on any dividend payment date, redeem the whole or any part of its preferred stock at One hundred and Ten Dollars (\$110) for each share thereof, plus all dividends thereon accrued or in arrears. Each redemption of preferred stock shall be upon not less than thirty days' notice, given in such manner as shall, from time to time be provided in the By-Laws of the Corporation, or be determined by resolution of its Board of Directors, and such redemption shall be at such time and place and by such method, whether by lot or pro rata, as shall from time to time be provided by the By-Laws of the Corporation, or be determined by resolution of the Board of Directors. From and after the date fixed in any such notice as the date of redemption, unless default shall have been made by the Corporation in the payment of the redemption price in pursuance of such notice, all dividends on the preferred stock thereby called for redemption shall cease to accrue and all rights of the holders thereto as stockholders of the Corporation, except the right to receive the redemption price, shall cease and determine.

(4) In the event of any liquidation, dissolution or winding up of the Corporation the holders of the preferred stock shall be entitled, before any distribution of the assets shall be made to the holders of the common stock, to receive one hundred dollars (\$100) for each share of their respective holdings of preferred stock plus all dividends thereon accrued or in arrears. After the payment to the holders of the preferred stock of the preferential amounts aforesaid, the holders of the common stock shall be entitled, to the exclusion of the holders of the preferred stock, to share ratably in all the assets of the Corporation then remaining. In case of any reduction of the stock of the Corporation, the whole of the preferred stock shall be redeemed as hereinbefore provided before any distribution of assets theretofore capitalized shall be made to the holders of the common stock. If upon any such liquidation, dissolution or winding up of the Corporation or reduction of its stock, the assets this distributable among the holders of the preferred stock shall be insufficient to permit the payment to the holders of the preferred stock of the preferential amounts aforesaid, then the entire assets of the Corporation to be distributed shall be distributed ratably among the holders of the preferred stock.

(5) Except as may be otherwise required by statute and as hereinafter otherwise provided, the holders of common stock shall exclusively possess voting power for the election of directors and for all other purposes, and the holders of preferred stock shall have no voting power whatsoever.

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 are empowered to authorize by Resolution, the issuance of any number of shares of stock from time to time, for such considerations as said Board of Directors may deem advisable, provided the Board of Directors shall, by Resolution, state its opinion of the actual value of any consideration other than money for which it authorizes such stock to be issued.

(2) No contract or other transaction between this Corporation and any other Corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof: and any director of this Corporation who is also a director or officer of such other Corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, 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.

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

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

In witness whereof, we have signed this Certificate of Incorporation on

this 19th day of May, 1931.

Witness:

Meta T. Wallace	as to	William P. Kemp
Meta T. Wallace	as to	Elizabeth A. Kemp
Anna M. Fitzpatrick		Fred S. Wood

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

This is to certify, that on this 19th day of May, 1931 before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid personally appeared William P. Kemp and Elizabeth A. Kemp of Easton, Talbot County, Maryland, and severally acknowledged the foregoing Certificate of Incorporation to be their Act.

Witness my hand and Notarial Seal, the day and year first above written.

(SEAL'S)
(PLACE)

Meta T. Wallace
Notary Public.

STATE OF PENNSYLVANIA, CHESTER COUNTY, TO WIT:

This is to certify, that on this 21st day of May, 1931, before me, the subscriber, a Notary Public of the State of Pennsylvania, in and for Chester County aforesaid, personally appeared Fred S. Wood of West Chester, Pennsylvania, and acknowledged the foregoing Certificate of Incorporation to be his act.

Witness my hand and Notarial Seal, the day and year first above written.

(SEAL'S)
(PLACE)

Anna M. Fitzpatrick
Notary Public
My commission expires February 26, 1933.

Certificate of Incorporation-- of "KEMP SPECIALTY FURNITURE COMPANY INCORPORATED" received for record May 26, 1931, at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland May 26, 1931, as in conformity with law and ordered recorded.

Jesse D. Price
Mc
A. Leroy/Candrell

Recorded in Liber 103, folio 228, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of The Circuit Court for Talbot 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.

(SEAL'S)
(PLACE)

John F. O'Malley
Acting Secretary.

Capital 1,000 Shares, no par value Bonus tax paid \$20.00 Recording fee paid \$15.00.

CERTIFICATE OF INCORPORATION) Be it remembered that on this 15th day of August
 OF) A.D. 1931 at 9:00 o'clock A.M., the following
 THE HIGH SCHOOL BUILDING CORP.) Certificate of Incorporation or Instrument of
 OF ST. MICHAELS, MD.) writing was received to be recorded and is accord-
 -----) ingly enrolled as follows, to wit:-

CERTIFICATE OF INCORPORATION OF
 THE HIGH SCHOLL BUILDING CORP. OF ST.MICHAELS, MD.
 CHARTER.

THIS IS TO CERTIFY:

FIRST: That we, the subscriber Arthur Farmer, whose post-office address is St. Michaels, Talbot County, Maryland, Norman M. Shannahan, whose post-office address is St. Michaels, Talbot County, Maryland, and Solomon Caplan, whose post-office address is St. Michaels, Talbot County, Maryland, all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporation, associate ourselves with the intention of forming a corporation.

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

THE HIGH SCHOLL BUILDING CORPORATION OF ST.MICHAELS, MARYLAND

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

To purchase, lease or otherwise acquire any property, real, personal, or mixed, which it deems suitable or necessary for the purposes of adding to the community life and educational advantages of the people of Talbot County.

To sell, mortgage, build, improve or donate any property so acquired for any school or community purposes in keeping with the purposes for which this corporation is formed.

To borrow or raise money to issue bonds, sell stock or make notes or other obligations of any nature and in any manner permitted by law for money so borrowed and in payment of the property purchased or for any other lawful consideration and to secure the payment thereof and the interest thereon, by mortgage, pledge or conveyance of any or all of the property so acquired and to do all things necessary, generally, to carry out the principal purposes for which this corporation is formed.

FOURTH: The post-office address of the place at which the principal office of the Corporation in this State will be located is St. Michaels, Talbot County, Maryland. The resident agent of the Corporation is J. Herbert Caldwell, whose post-office address is St. Michaels, Talbot County, Maryland. Said resident agent is a citizen of the State of Maryland, actually residing therein.

FIFTH: The Corporation shall have ten (10) Directors, and Arthur Farmer, whose post-office address is St. Michaels, Talbot County, Maryland, Norman M. Shannahan, whose post-office address is St. Michaels, Talbot County, Maryland, Solomon Caplan, whose post-office address is St. Michaels, Talbot County, Maryland, Phillip H. Hope, whose post-office address is St. Michaels, Talbot County, Maryland, Raymond C. Cohee, whose post-office address is St. Michaels, Talbot County, Maryland, J.

Examined

Herbert Caldwell, whose post-office address is St. Michaels, Talbot County, Maryland, Roy V. Lowe, whose post-office address is St. Michaels, Talbot County, Maryland, Harry W. Harrison, whose post-office address is McDaniel, Talbot County, Maryland, Denton S. Lowe, whose post-office address is McDaniel, Talbot County, Maryland and W. Alvin Bridges, whose post-office address is Neavitts, Talbot County, Maryland, shall act as such until the first annual meeting or until their successors are duly chosen and qualified. The number of Directors may be increased or diminished from to time, as the By-Laws may direct.

SIXTH: A majority of the Directors shall constitute a quorum at all meetings, unless and until otherwise provided by the By-Laws.

SEVENTH: The total authorized amount of capital stock of the Corporation is \$10,000, consisting of 10,000 shares of par value of \$1.00 per share. All stock to be Common Stock.

In witness whereof we have signed this Certificate of Incorporation on the 22nd day of June, in the year One Thousand Nine Hundred and Thirty-one.

Witness:

Clarence H. Water as to Arthur Farmer
Clarence H. Water as to Norman M. Shannahan
Clarence H. Water as to Solomon Caplan

State of Maryland)
Talbot County) to wit:

This is to certify that on this 22nd day of June, 1931, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Arthur Farmer, Norman M. Shannahan and Solomon Caplan, and severally acknowledged the foregoing Certificate of Incorporation to be their act.

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

(SEAL'S)
(PLACE)

Clarence H. Water
Notary Public.

Certificate of Incorporation-- of "THE HIGH SCHOOL BUILDING CORPORATION OF ST. MICHAELS, MARYLAND"

received for record June 26, 1931, at 11:00 o'clock A.M., and approved by the State Tax Commission of Maryland June 26, 1931, as in conformity with law and ordered recorded.

A. Leroy McCrandell
Jesse D. Price
Commissioners.

Recorded in Liber 104, folio 102, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the Circuit Court for Talbot 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.

(SEAL'S)
(PLACE)

Albert W. Ward
Secretary.

Capital \$10,000.00 Bonus tax paid \$20.00 Recording fee paid \$10.00.

CERTIFICATE OF INCORPORATION

) Be it remembered that on this 20th

OF

) day of August A.D. 1931 at 4 o'clock

TALBOT POST NO. 70, THE AMERICAN LEGION, INC.) P.M., the following Certificate of

Incorporation or Instrument of Writ-

ing was received to be recorded and is accordingly enrolled as follows, to wit:

TALBOT POST NO. 70, THE AMERICAN LEGION, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, John W. Noble, C. Page Comegys and Sidney E. Estelle, the post-office address of all of whom is Easton, Maryland, all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

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

TALBOT POST NO. 70, THE AMERICAN LEGION, INCORPORATED.

THIRD: The purpose for which the Post is formed and the objects to be promoted by it^{are} as follows:

To organize, operate and maintain a Post of The American Legion, in Talbot County, Maryland, and to raise funds for the perpetuation of said Post, and for pleasure, recreation, charitable and other non-profitable purposes, no part of the net earnings of which is to enure to the benefit of any member. For the purposes aforesaid, the Post shall have the following powers:

To conduct theatrical, dramatic, athletic and other performances; carnivals and contests of any legal kind or character.

To purchase, lease or otherwise acquire any property, real, personal or mixed, suitable or convenient for any of the purposes of the Post; and to sell, lease or otherwise dispose of any such property no longer required for the purposes of the Post;

To provide, or aid in providing, access to any of the property of the Post;

To borrow or raise money for any of the purposes of the Post 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 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 Post, real, personal or mixed, 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, for any of the purposes of the Post.

It is the intention that none of the powers defined in any of the foregoing clauses of the Article Third shall be in anywise limited or restricted by reference to, or inference from, the terms of any other clause, but that the powers defined in each such clause shall be regarded as independent powers. It is also the intention that the Post shall be authorized to exercise and enjoy all powers, rights and privileges granted to, or conferred upon, corporations of this character, by the laws of the State of Maryland, and that the enumeration of certain powers as herein defined is

not intended as exclusive of, or as a waiver of, any other powers, rights or privileges granted or conferred by the laws of said State now or hereafter in force, except as in this Article expressly limited or restricted.

FOURTH: The post-office address of the place at which the principal office of the Post in this State will be located is Easton, Talbot County, Maryland. The resident agent of the Post is C. Page Comegys, whose post-office address is Easton, Talbot County, Maryland. Said resident agent is a citizen of the State of Maryland, actually residing therein.

FIFTH: The Post shall have fourteen directors, and John W. Noble of Easton Maryland; Sidney E. Estelle of Easton, Maryland; C. Page Comegys of Easton, Maryland; Thomas J. Claggett of Easton, Maryland; E. G. Kastenhuber, Jr. of Easton, Maryland; Rev. Walter A. Hearn of Easton, Maryland; Arthur L. Oilar of Easton, Maryland; Eldon H. Closson of Easton, Maryland; W. Herman Hopkins of Easton, Maryland; G. Emory Lednum of Easton, Maryland; John Leo Lorenz of Easton, Maryland; G. Elbert Marshall of Easton, Maryland; Levin F. Morris of Trappe, Maryland; and Jacob J. Price of Easton Maryland, shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The following who constitute the Organization Committee of the Post shall be members of the Post for the time being:

Bailey, Charles O.	Lowe, Carroll
Bigelow, William McP.	Marshall, G. Elbert
Brady, Gertrude	Magness, William E.
Bowers, Howell	Miller, Edward T.
Brinckloe, William Draper	Mitchell, Charles W.
Capezio, Anthony	Morris, Levin F.
Claggett, Dr. Thomas J.	Morris, Lloyd L.
Closson, Eldon H.	Nevius, Ronald A.
Comegys, Charles Page	Noble, John W.
Estelle, Sidney E.	Oehlich, George R.
Frampton, George W.	Oilar, Dr. Arthur L.
Gorsuch, W. C.	Pilchard, Dr. S. Norris
Gray, O. L.	Price, Jacob J.
Green, Samuel E. 3rd	Resser, Dr. Guy M.
Griffith, Harry	Rector, Harry B.
Hearn, Rev. Walter Asbury	Roberts, Robert L.
Harrison, Samuel J.	Sard, Thomas
Hill, William D.	Shearer, A.
Higgins, Daniel E.	Sherman, Benjamin Frank
Hopkins, William Hermon	Snyder, Benjamin
Hunter, Dr. John W.	Stelle, Morton B.
Kastenhuber, Edwin G., Jr.	Stovell, Fred D.
Klein, Irvin	Tilghman, Mrs. Elsie Gordon
Lednum, G. Emory	Tobin, Dr. Theo. A.
Lipscomb, Charles T.	Withgott, W. Earle
Lorenz, John Leo	Wieland, Charles H., Jr.

Additional members of the Post may be elected from time to time in such manner as may be prescribed or authorized by the By-Laws. The Corporation will have no capital stock.

SEVENTH: Ten members shall constitute a quorum at all meetings of members unless and until otherwise provided by the By-Laws.

EIGHTH: The members of the Post shall pay such initiation fees and dues as may from time to time be prescribed or authorized by the By-Laws.

In witness whereof, we have signed this Certificate of Incorporation on, the 26th day of June 1931.

Witness:

Meta T. Wallace	as to	John W. Noble
Meta T. Wallace	as to	C. Page Comegys
Meta T. Wallace	as to	Sidney E. Estelle

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

This is to Certify, that on the 26th day of June 1931, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared John W. Noble, C. Page Comegys and Sidney E. Estelle, and severally acknowledged the foregoing Certificate of Incorporation to be their act.

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

(SEAL'S)
(PLACE)

Meta T. Wallace
Notary Public.

Certificate of Incorporation-- of "TALBOT POST NO. 70, THE AMERICAN LEGION,
INCORPORATED"

received for record June 27, 1931, at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland June 27, 1931, as in conformity with law and ordered recorded.

A. Leroy McCrandell
Jesse D. Price
Commissioners.

Recorded in Liber 104, folio 111, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the Circuit Court for Talbot 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.

(SEAL'S)
(PLACE)

Albert W. Ward
Secretary.

Capital None Bonus tax paid None Recording fee paid \$10.00.

CERTIFICATE OF INCORPORATION) Be it remembered that on this 10th day of
OF) September A.D. 1931, at 9:00 o'clock A.M.,
THE EASTON JOURNAL PUBLISHING COMPANY) the following Certificate of Incorporation
or Instrument of writing was received to
recorded and is accordingly enrolled as follows, to wit:

"THE EASTON JOURNAL PUBLISHING COMPANY."

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, John H. Cook, whose Post Office address is Easton, Maryland; James C. Mullikin, whose Post Office address is 2 West Read Street, Baltimore, Maryland; and Frances Carroll Ross, whose Post Office address is Easton, Maryland, all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereinafter called the Corporation), is "THE EASTON JOURNAL PUBLISHING COMPANY."

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:

Examined

1. To print, publish and circulate newspapers, periodicals, magazines and books; to do job and contract printing, publishing and bookmaking; to sell books, papers, magazines and stationery; to do any and all lithographing, decorating and engraving; and generally to engage in the business of printing and publishing; to lease, purchase, sell and otherwise deal in all machinery, tools, implements, apparatus, equipment and appliances of every kind used in connection with the aforesaid business of the said Corporation and with the sale and transportation of the finished and other products made, sold, owned or used by it; and to purchase, own, hold, lease, convey, mortgage, pledge, transfer or otherwise acquire or dispose of personal or real property, water rights, mills, factories, buildings and other structures and all other kinds of property, both real and personal, of every class and description or any interests therein, necessary or desirable for the carrying on of the aforesaid businesses or either or any of them.

2. To purchase, sell, mortgage, lease, improve, invent and deal in real or personal property wheresoever situated, and to construct, equip, operate, lease, rent, hire and manage buildings of every kind and description.

3. To acquire by purchase, lease or otherwise, the property, rights, business, good will, franchises and assets of every kind of any corporation, association, firm or individual carrying on in whole or in part the aforesaid businesses, or either of them, or any other business in whole or in part 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 property, rights, business, good will, franchises and assets so acquired in the stock, bonds, or other securities of the Corporation or otherwise.

4. To carry on any other business (whether manufacturing or otherwise) which may seem to the Corporation to be calculated, directly or indirectly, to effectuate the aforesaid objects, or either of them, to facilitate it in the transaction of its aforesaid business, or any part thereof, or in the transaction of any other business that may be calculated directly or indirectly, to enhance the value of its property and rights.

5. To engage in and carry on any other business which may conveniently be conducted in conjunction with any of the business of a Corporation.

6. The business which the Corporation is to carry on is, from time to time, to do any one or more of the acts and things hereinbefore set forth, provided that, in the transaction of its business, the Corporation shall be subject to the laws and statutes of each State or foreign country in which the same may be transacted or its property may be located.

FOURTH: The principal office of said Corporation in this State will be located at Easton, Maryland. The resident agent of the Corporation is John H. Cook, whose Post Office address is Easton, Maryland. Said Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total amount of the capital stock of said Corporation shall consist of one thousand (1,000) shares of common stock of the par value of Ten Dollars (\$10.00) per share, aggregating Ten Thousand Dollars (\$10,000.00).

SIXTH: At the election of Directors of the said Corporation and on all other matters upon which the stockholders of the said Corporation shall be entitled to vote, each stockholder shall be entitled to as many votes as shall equal the number of his shares.

SEVENTH: The said Corporation shall have not less than three nor more than seven directors, and the following shall act as such until the first annual meeting or until their successors are duly chosen and qualified: John H. Cook, Easton, Maryland; James C. Mullikin, 2 West Read Street, Baltimore, Maryland; and Frances Carroll Ross, Easton, Maryland, all of whom are citizens of the State of Maryland, and actually reside therein, and they shall act as directors of the said Corporation until the first annual meeting and until their successors are duly chosen and qualified; and in the event of death, resignation or disqualification of any director, the remaining directors shall supply the vacancy thereby caused. The said Directors shall have the authority to elect a President, Secretary and Treasurer of said Corporation and such other Officers as they may deem necessary or proper for the proper management and regulation of the business.

EIGHTH: The management of the property, business and affairs of the Corporation shall be vested in the Board of Directors, who shall dictate its general business policy and all the affairs of the said Corporation, and, subject to any provisions of statute or to vote of its stockholders, determine all matters and questions pertaining to its business affairs.

NINTH: In addition to the aforesaid general powers, and to the powers conferred by Statute, the Board of Directors shall have power to open stock books, to take and receive subscriptions to stock and to issue certificates therefore, and generally to perfect the organization of the said Corporation; to fix and to vary the amount to be reserved as working capital; to direct and determine the using and disposition of any surplus and net profits over and above the capital stock paid in, to determine (subject to the limitations hereinbefore set forth) whether any, and, if any, what part of any surplus or net profits shall be declared in dividends when paid to its stockholders, and from time to time to sell, assign, transfer, lease, or otherwise dispose of any or all of the property and assets of the Corporation, but no lease or sale of all the property, assets and franchises of the Corporation as an entirety shall be made except after first obtaining the affirmative vote at a duly called meeting, of the holders of not less than two-thirds per centum of all the issued and outstanding capital stock of the Corporation, nor shall any such sale be made for other than a cash consideration except after first obtaining the affirmative vote at a duly called meeting; of the holders of not less than two-thirds per centum of all the issued and outstanding capital stock of the Corporation.

TENTH: The Board of Directors shall determine what part of the capital stock of the said Corporation shall be issued; and in the event that all of the aforesaid capital stock is not issued and sold, and it is determined by the Board of Directors that the balance of said capital stock shall be issued, the new issue or balance of said stock shall be distributed pro rata according to the holdings of the stockholders at the time of the said issue and at such price as the Directors may determine.

ELEVENTH: The Board of Directors shall have the power to borrow money in such sums and upon such terms and conditions for the use of the said Corporation as they may determine to be to the best interest thereof; and to exercise all other powers herein conferred upon said Corporation or which are conferred by the laws of this State.

TWELFTH: The Board of Directors shall from time to time determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation, or any of the, shall be open to the inspection of stockholders, and no stockholder shall have any right to inspect any account or book or document of the Corporation except as conferred by the Statutes of Maryland or as authorized by the Board of Directors or by a resolution of the stockholders.

THIRTEENTH: The above granted powers to the Corporation and to the Board of Directors thereof are in furtherance and not in limitation of the general powers conferred by law upon the Directors and the Corporation.

IN WITNESS WHEREOF, we have signed this Certificate of Incorporation on the 18th day of July, A.D. 1931.

WITNESS:

Oliver S. Mullikin	as to John H. Cook
Oliver S. Mullikin	as to James C. Mullikin
Oliver S. Mullikin	as to Frances Carroll Ross

STATE OF MARYLAND,

County of Talbot, Ss:

I HEREBY CERTIFY, that on the 18th day of July, A.D. 1931, before me, the subscriber, a notary Public of the State of Maryland, in and for the County of Talbot, personally appeared John H. Cook, James C. Mullikin and Frances Carroll Ross and severally acknowledged the foregoing Certificate of Incorporation to be their act.

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

(SEAL'S)
(PLACE)

Ruth V. Pool
Notary Public.

Certificate of Incorporation-- of "THE EASTON JOURNAL PUBLISHING COMPANY" received for record July 21, 1931, at 10:15 o'clock A.M., and approved by the State Tax Commission of Maryland July 21, 1931, as in conformity with law and ordered recorded.

A. LeRoy McCrandell

Jesse D. Price
Commissioners.

Recorded in Liber 103, folio 503, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the Circuit Court for Talbot 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.

(SEAL'S)(PLACE)

Albert W. Ward, Secretary.

Capital \$10,000.00 Bonus tax paid \$20.00 Recording fee paid \$10.00.

CRYSTAL DRY CLEANING PLANT, INCORPORATED. ✓

Stock Issuance Statement.

*Filed & Recorded Sept 10 1931, at 9 a.m. +
Recorded as follows, to-wit:*

THIS IS TO CERTIFY:

FIRST: That the Board of Directors of the Crystal Dry Cleaning Plant, Incorporated, a Maryland Corporation having its principal office on Goldsboro Street, in Easton, Maryland, at a meeting duly called and held on July 20th 1931, all the Directors being present, upon motion duly made, seconded and carried, adopted the following resolutions:

RESOLVED (1) That the issuance of eight (8) shares of full paid and non-assessable shares of common stock of the corporation of the par value of \$100.00 per share for and in consideration of the transfer to the corporation by Charles D. Marshall of all his right, title and interest in and to the leasehold, fixtures, plant equipment and good will of the cleaning and dyeing business now conducted by him on Goldsboro Street in Easton, Maryland, subject to the following existing liabilities of said business, namely chattel mortgage or other indebtedness upon machinery and equipment at the plant, amounting to \$1016.98; open accounts owing by Charles D. Marshall upon obligations incurred in the said business \$4724.69, be and the same is hereby authorized and that said leasehold, fixtures, plant equipment, and good will of said business, subject to the existing liabilities of said business are suitable for the purpose of the corporation.

RESOLVED (2) That in the opinion of the Board of Directors, the actual value of said consideration is \$818.33.

SECOND: That at the time of the authorization of the issuance of such stock by the Board of Directors as aforesaid there were no shares of stock of the Corporation outstanding and entitled to vote thereon, and that the directors are empowered so to issue stock by the terms of the Charter of this Company.

In witness whereof, the Crystal Dry Cleaning Plant, Incorporated, has caused these presents to be signed in its name by its president and its corporate seal to be hereto affixed and attested by the secretary on July 20th, 1931.

Attest: Crystal Dry Cleaning Plant, Incorporated
Greenbury Marshall (SEAL'S) Charles D. Marshall, President.
Secretary. (PLACE)

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

This is to Certify, That on this 20th day of July 1931, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County, personally appeared Charles D. Marshall, President of the Crystal Dry Cleaning Plant, Incorporated, a Maryland Corporation, and acknowledged the foregoing statement to be the corporate act of said Corporation, and at the same time personally appeared Greenbury Marshall and made oath in due form of law that he was secretary of the meeting of the Board of Directors of the Corporation at which the issuance of the stock therein mentioned was authorized and that the matter and facts set forth in said statement are true.

Witness my hand and Notarial seal, the day and year last above written.

(SEAL'S) Louise Sherwood Atkinson
(PLACE) Notary Public.

Examined,

Stock Issuance Statement-- of "CRYSTAL DRY CLEANING PLANT, INCORPORATED" received for record July 21, 1931, at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland July 21, 1931, as in conformity with law and ordered recorded.

A. Leroy McCrandell
Jesse D. Price
Commissioners.

Recorded in Liber 103, folio 511, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the Circuit Court for Talbot County:

IT IS HEREBY CERTIFIED, that the within instrument, together with all endoresment 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.

(SEAL'S)
(PLACE)

Albert W. Ward
Secretary.

Recording fee paid \$5.00

"THE EASTON JOURNAL PUBLISHING COMPANY." ✓

Stock Issuance Statement.

*Filed and Recorded
Sept. 24 1931, at 9 a.m.
Recorded as follows, to wit:*

THIS IS TO CERTIFY:

FIRST: That the Board of Directors of The Easton Journal Publishing Company a Maryland Corporation having its principal office in Easton, Maryland, at a meeting duly called and held on August 12th, 1931, all the Directors being present, upon motion duly made, seconded and carried, adopted the following resolutions:

RESOLVED (1) That the issuance of 340 shares of fully paid and non-assessable shares of common stock of the corporation of the par value of \$10.00 per share for and in consideration of the transfer to the Corporation by John H. Cook, of all his right, title and interest in and to the leasehold, stock fixtures, plant, equipment and good will (not including open accounts due to date and not including the stock of paper which said John H. Cook now has on hand) of the printing business now conducted by him at Easton, Maryland, subject to the following existing liabilities of said business, namely chattel mortgage or other indebtedness upon machinery and equipment at the plant, amounting to \$450.00; open accounts owing by John H. Cook upon obligations incurred in the said business \$666.86, be and the same is hereby authorized and that said leasehold, stock, fixtures, plant, equipment and good will (not including open accounts due to date and not including the stock of paper which the said John H. Cook now has on hand) of the said business, subject to the existing liabilities of said business are suitable for the purposes of the corporation.

(2) That in the opinion of the Board of Directors, the actual value of said consideration is \$3400.00.

SECOND: That at the time of the authorization of the issuance of such stock by the Board of Directors as aforesaid there were no shares of stock of the Corporation outstanding and entitled to vote thereon, and that the directors are em-

Examined

powered so to issue stock by the terms of the Charter of this Company.

IN WITNESS WHEREOF, The Easton Journal Publishing Company, has caused these presents to be signed in its name by its President and its corporate seal to be hereto affixed and attested by the Secretary on August 12th, 1931.

Attest: The Easton Journal Publishing Company
Frances Carroll Ross (SEAL'S) John H. Cook
Secretary (PLACE) President.

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

This is to Certify, That on this 12th day of August 1931, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County, personally appeared John H. Cook, President of The Easton Journal Publishing Company, a Maryland Corporation, and acknowledged the foregoing statement to be the corporate act of said Corporation, and at the same time personally appeared Frances Carroll Ross and made oath in due form of law that she was Secretary of the meeting of the Board of Directors of the Corporation at which the issuance of the stock therein mentioned was authorized and that the matters and facts set forth in said statement are true.

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

(SEAL'S) Mildred M. Thomas
(PLACE) Notary Public.

Stock Issuance Statement-- of "THE EASTON JOURNAL PUBLISHING COMPANY"
received for record August 17, 1931, at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland August 17, 1931, as in conformity with law and ordered recorded.

A. Leroy McCrandell
Jesse D. Price
Commissioners.

Recorded in Liber 106, folio 27, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the Circuit Court for Talbot 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.

(SEAL'S) Albert W. Ward
(PLACE) Secretary.

Recording fee paid \$5.00.

Examined & Approved To Hon. Norman Hopkins 2/20/1932

CERTIFICATE OF INCORPORATION) Be it remembered that on this 25th day of
OF) September A.D. 1931, at 9:00 o'clock A.M.,
CEDAR POINT YACHT AND COUNTRY CLUB) the following Certificate of Incorporation
or Instrument of writing was received to be
recorded and is accordingly enrolled as follows, to wit:

THIS IS TO CERTIFY:

- 1. That we, the subscribers, Royce R. Spring, Edward T. Miller and

Borden D. Whiting whose respective post-office addresses are Easton, Maryland, and who are all 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.

2. The name of the corporation is CEDAR POINT YACHT AND COUNTRY CLUB, INCORPORATED.

3. The purposes for which said corporation is formed and the objects to be promoted by it are as follows:

To organize, maintain and operate a yacht and country club for pleasure, recreation, charitable and other non-profitable purposes, no part of the net earnings of which is to inure to the benefit of any member. For the purposes aforesaid, the said corporation shall have the following powers:

(a) To purchase, lease or otherwise acquire, develop and improve in whole or in part, such tracts of land and other real estate as said corporation may from time to time determine; and to sell, lease, mortgage or otherwise dispose of any part thereof.

(b) To purchase, lease or otherwise acquire any property, real, personal or mixed, reasonably necessary or convenient for the purposes of said corporation and to sell, lease, mortgage or otherwise dispose of the same in whole or in part.

(c) To provide, or aid in providing, access by land and by water to any of the property of the corporation.

(d) To borrow or raise money for any of the purposes of said corporation and to issue bonds, debentures, notes or other obligations, and in any manner permitted by law, for money so borrowed or raised or to pay for property purchased, leased or mortgaged or otherwise acquired or for any other lawful consideration and to secure the payment thereof and of the interest thereon by a mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of said corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such obligations.

It is the intention that none of the powers defined in any of the foregoing clauses of the Article 3 shall be in anywise limited or restricted by reference to, or inference from, the terms of any other clause, but that the powers defined in each such clause shall be regarded as independent powers. It is also the intention that the corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted to, or conferred upon, corporations of this character, by the laws of the State of Maryland, and that the enumeration of certain powers as herein defined is not intended as exclusive of, or as a waiver of, any other powers, rights or privileges granted or conferred by the laws of said State now or hereafter in force, except as in this Article expressly limited or restricted.

4. The post-office address of the place at which the principal office of the corporation in this State will be located in Stewart Building, Easton, Maryland. The resident agent of the corporation is Edward T. Miller, whose post-office address is Stewart Building, Easton, Maryland. Said resident agent is a citizen of the State

of Maryland, actually residing therein.

5. The corporation shall have twelve governors and the following named persons shall act as such until the first annual meeting or until their successors are duly chosen and qualified: Larz F. Anderson, Walter F. Austin, C. Percy Buck, Milton Campbell, David Gregg, Jr., W. Hermon Hopkins, Edward Hardcastle, J. Harper Skillin, J. Ramsey Speer, Royce R. Spring, John H. Tweedy and Borden D. Whiting all of Easton, Maryland.

6. Members of the corporation may be elected from time to time in such manner as may be prescribed or authorized by the By-Laws.

7. A majority of the members of the corporation shall constitute a quorum at all meetings of members unless and until otherwise provided by the By-Laws.

8. The members of the corporation shall pay such initiation fees and dues as may from time to time be prescribed or authorized by the By-Laws. The Corporation will have no capital stock.

In witness whereof, we, the said subscribers, have signed this Certificate of Incorporation on the 27th day of August, 1931.

Witness:

Meta T. Wallace	as to	Royce R. Spring
Meta T. Wallace	as to	Edward T. Miller
Meta T. Wallace	as to	Borden D. Whiting

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

This is to certify that on the 27th day of August, 1931, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared Royce R. Spring, Edward T. Miller and Borden D. Whiting, and severally acknowledged the foregoing Certificate of Incorporation to be their act.

As witness my hand and Notarial Seal, the day and year last above written.

(SEAL'S)
(PLACE)

Meta T. Wallace
Notary Public.

Certificate of Incorporation-- of "CEDAR POINT YACHT AND COUNTRY CLUB, INCORPORATED" received for record August 28, 1931, at 1:00 o'clock P.M., and approved by the State Tax Commission of Maryland August 28, 1931, as in conformity with law and ordered recorded.

Jesse D. Price

A. Leroy McCrandell

Recorded in Liber 104, folio 364, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the Circuit Court for Talbot 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.

(SEAL'S)
(PLACE)

Albert W. Ward
Secretary.

Capital None Bonus tax paid None Recording fee paid \$10.00

CERTIFICATE OF INCORPORATION

) Be it remembered that on this 25th day of

OF

) September A.D. 1931, at 9:00 o'clock A.M.,

EASTON COCA-COLA BOTTLING COMPANY, INC.

) the following Certificate of Incorporation

or Instrument of writing was received to be

recorded and is accordingly enrolled as follows, to wit:

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Carroll C. Stewart, Margaret J. Stewart and T. Hughlett Henry, all being of full legal age and residing in the Town of Easton Talbot County, State of Maryland, do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of said corporation is "EASTON COCA-COLA BOTTLING COMPANY INCORPORATED."

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

(a) To acquire and take over as a going concern, the business of bottling, distributing and selling coco-Cola, heretofore conducted and carried on by Carroll C. Stewart, under the trade name of "Easton Coca-Cola Bottling Company" at Easton, Talbot County, Maryland, and elsewhere and to acquire by purchase, lease or otherwise, the property, rights, business, good-will, franchises and assets of every kind of any corporation, association, firm or individual carrying on the aforesaid business or any part thereof, or any other business that this corporation may be authorized to conduct and carry on and to undertake, assume, guarantee and pay the indebtedness and liabilities thereof; and to pay for any such property, rights, business, good-will, franchises or assets so acquired in stocks, bonds or other securities of this corporation or otherwise.

(b) To conduct or carry on any other business which may seem to the corporation to be calculated directly or indirectly to effectuate the aforesaid objects, or any of them, or to facilitate in the transaction of its business, or any part thereof, or in the transaction of any business that may be calculated directly or indirectly to enhance the value of its property or rights, provided that in the transaction of its business, the corporation shall at all times be subject to the laws and statutes of each State or Foreign Country in which the same may be transacted, or its property may be located.

(c) To apply for, acquire, hold, use, sell, mortgage, license, assign or otherwise dispose of letters patent of the United States, or any foreign country, and any and all patent rights, licenses, privileges, inventions, improvements, processes and trade marks relating to or useful in connection with the business of the corporation, or any part thereof.

(d) To purchase, hold, retire or re-issue shares of its own capital stock in the manner provided by the Code of Public General Laws of Maryland.

(e) In addition to the aforesaid powers the corporation shall at all times have and enjoy all of the rights, privileges, powers and immunities provided under the Code of Public General Laws of Maryland.

Examined & delivered to J. H. Henry 3/2/32

FOURTH: The principal office of the corporation in this State will be located in the Town of Easton, Talbot County, and the resident agent of the corporation is Carroll C. Stewart, whose post office address is Easton, Talbot County, Maryland. The said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The corporation shall have at least three Directors, and Carroll C. Stewart, Margaret J. Stewart and William H. Morton shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total amount of authorized capital stock is one thousand (1,000) shares of common capital stock of no par or nominal value.

SEVENTH: The Board of Directors of the corporation is hereby empowered to authorize the issuance from time to time of shares of its capital stock whether now or hereafter authorized and securities convertible into shares of its stock, whether now or hereafter authorized, for such consideration as said Board of Directors may deem advisable subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the corporation.

IN TESTIMONY WHEREOF, We have hereunto set our hands and seals this 14th day of August, A.D. 1931.

Test:	Carroll C. Stewart (SEAL)
Elma Fleming	Margaret J. Stewart (SEAL)
	T. Hughlett Henry (SEAL)

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

THIS IS TO CERTIFY, That on this 14th day of August, A.D. 1931, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared Carroll C. Stewart, Margaret J. Stewart and T. Hughlett Henry and severally acknowledged the foregoing certificate of incorporation to be their act.

AS WITNESS my hand and Notarial Seal.

(SEAL'S)
(PLACE)

Elma Fleming
Notary Public.

Certificate of Incorporation-- of "EASTON COCA-COLA BOTTLING COMPANY, INCORPORATED" received for record August 15, 1931, at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland August 15, 1931, as in conformity with law and ordered recorded.

Jesse D. Price

A. Leroy McCrandell
Commissioners.

Recorded in Liber 104, folio 352, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the Circuit Court for Talbot 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.

Albert W. Ward, Secretary.

Capital 1,000 shares common stock no par value Bonus tax paid \$20.00 Recoring fee paid \$10.00.

CERTIFICATE OF INCORPORATION.

CERTIFICATE OF INCORPORATION

)Be it remembered that on this 28th day of

OF

)November, A.D. 1931, at 9 o'clock A.M., the

EASTON FURNITURE MANUFACTURING COMPANY,
-- INC.

)following Certificate of Incorporation or

----- Instrument of writing was received to be recorded and is accordingly enrolled as follows, to-wit:-

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, William N. Fleckenstein, whose post office address is Easton, Maryland; John W. Noble, whose post office address is Easton, Maryland; and John D. Williams, whose post office address is Easton, Maryland; all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereinafter called the Corporation), is "EASTON FURNITURE MANUFACTURING COMPANY, INCORPORATED."

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 manufacture furniture, sell, transport or otherwise dispose of the same and to do any business or work incident to the objects above mentioned.
2. To manufacture, purchase, sell and otherwise deal in furniture, and stock, wares and merchandise of all kinds and description and any and all parts thereof.
3. To manufacture, purchase, sell and otherwise deal in all supplies and raw and other materials used in the manufacture thereof; to lease, purchase, sell and otherwise deal in all machinery, tools, implements, apparatus, equipment and appliances of every kind used in connection with the manufacturing carried on by the Corporation or with the selling and transportation of the finished and other products manufactured, sold, owned or used by it.
4. To purchase, own, hold, lease, convey, mortgage, pledge, transfer or otherwise acquire or dispose of lands, water rights, mills, factories, buildings and other structures, and all other property, both real and personal, of every class and description, or any interest therein, necessary or desirable for the carrying on of the aforesaid business or either of them.
5. To purchase, sell, mortgage, lease, improve, invest and deal in real estate, wheresoever situated, and to construct, equip, operate, lease, rent, hire and manage buildings of every kind and description.
6. To acquire by purchase, lease or otherwise, the property, rights, business, good will, franchises and assets of every kind of any corporation, association, firm or individual carrying on in whole or in part the aforesaid businesses, or either of them, or any other business in whole or in part 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 property, rights, business, good will, franchises and assets so acquired in the stock, bonds or other

Examined & Signed To C. S. McNeel 4/23/1936.

securities of the Corporation or otherwise.

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

8. To apply for, acquire, hold, use, sell, mortgage, license, assign or otherwise dispose of letters patent of the United States or any foreign country, and any and all patent rights, licenses, privileges, inventions, improvements, processes and trade-marks relating to or useful in connection with any business carried on by the Corporation.

9. To issue shares of its stock of any class, in the manner permitted by law, to raise money for any of the purposes of the Corporation or in payment for property purchased or for any other lawful consideration.

10. To carry on any other business (whether manufacturing or otherwise) which may seem to the Corporation to be calculated directly or indirectly to effectuate the aforesaid objects, or either of them, to facilitate it in the transaction of its aforesaid business, or any part thereof, or in the transaction of any other business that may be calculated, directly or indirectly, to enhance the value of its property and rights.

11. The business which the Corporation is to carry on is from time to time to do any one or more of the acts and things hereinbefore set forth, provided that, in the transaction of its business, the Corporation shall be subject to the laws and statutes of each State or foreign country in which the same may be transacted or its property may be located.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is Brookletts Avenue, Easton, Talbot County, Maryland. The resident agent of the Corporation is John D. Williams, whose post office address is Easton, Talbot County, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have not less than seven (7) nor more than fourteen (14) directors and William N. Fleckenstein, John W. Noble, John D. Williams, Josiah W. Hoshour, Harry E. Clark, George A. Pool, Carroll C. Stewart, William Krumbine, William H. Hickerson, Walter S. McCord, Oliver S. Mullikin and Edwin M. Lachmar, shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total amount of the capital stock of said Corporation shall consist of ten thousand (10,000) shares of common stock of the par value

of Ten (\$10.00) Dollars per share, aggregating One Hundred Thousand (\$100,000.00) Dollars.

IN TESTIMONY WHEREOF, we have signed this Certificate of Incorporation on the fourth day of November, A. D. 1931.

WITNESS:

Eleanor McNulty	as to	William N. Fleckenstein	(SEAL)
Eleanor McNulty	as to	John W. Noble	(SEAL)
Eleanor McNulty	as to	John D. Williams	(SEAL)

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY, that on this fourth day of November, A. D. 1931, before me the subscriber, a Notary Public of the State of Maryland, in and for Talbot County, aforesaid, personally appeared William N. Fleckenstein, John W. Noble and John D. Williams and severally acknowledged the foregoing Certificate of Incorporation to be their respective act and deed.

AS WITNESS My hand and Notarial Seal.

(SEAL'S)	Eleanor McNulty
(PLACE)	Notary Public.

Certificate of Incorporation-- of "EASTON FURNITURE MANUFACTURING COMPANY, INCORPORATED" received for record November 6, 1931, at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland November 6, 1931, as in conformity with law and ordered recorded.

A. LeRoy McCrandell
 Jesse D. Price
 Commissioners.

Recorded in Liber 106, folio 440, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the Circuit Court for Talbot 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 of Baltimore.

(SEAL'S)	Albert W. Ward
(PLACE)	Secretary.

Capital \$100,000.00 Bonus tax paid \$20.00 Recording fee paid \$10.00.

CERTIFICATE OF INCORPORATION.

CERTIFICATE OF INCORPORATION)
 OF
 CHESAPEAKE AIR FERRIES, INC.)

Be it remembered that on this 23rd, day of April, A.D., 1932, at 9 o'clock A.M., the following Certificate of Incorporation or Instrument of writing was received to be

and is accordingly enrolled as follows, to wit:-

Examined

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Malcolm L. Hathaway, Willard G. Rouse and Edward T. Miller, the Post-Office address of all of whom is Easton, Talbot County, Maryland, all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves, with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereinafter called "corporation"), is the Chesapeake Air Ferries, Incorporated.

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 and carry on the business of air transportation service in and from Easton, Talbot County, Maryland.
2. To engage in and carry on any other business which may conveniently be conducted in conjunction with any of the business of the Corporation.
3. To purchase, lease, hire or otherwise acquire, hold, own, develop, improve and dispose of, and to aid and subscribe toward the acquisition, development or improvement of real and personal property and rights and privileges therein, suitable or convenient for any of the business of the Corporation.
4. To purchase, lease, hire or otherwise acquire, hold, own, construct, erect, improve, manage and operate, and to aid and subscribe toward the acquisition, construction or improvement of, plants, mills, factories, works, buildings, machinery, equipment and facilities and any other property or appliances which may appertain to or be useful in the conduct of any of the business of the Corporation.
5. To acquire all or any part of the good-will, rights, property and business of any person, firm, association, or corporation heretofore or hereafter engage in any business similar to any business which the Corporation has the power to conduct, and to hold, utilize, enjoy and in any manner dispose of, the whole or any part of the rights, property and business so acquired, and to assume in connection therewith any liabilities of any such person, firm, association or corporation.
6. To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trade-marks, trade-names, rights, processes, formulas, franchises and the like, which may seem capable of being used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.
7. To acquire by purchase, subscription or otherwise, and to hold, sell, assign, transfer, exchange, lease, mortgage, pledge, or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by any other corporation or association, organized under the laws of the State of Maryland or of any other state, Territory, district, colony or dependency of the United States of America, or of any foreign country; and, while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of individual holders, 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.

8. To issue shares of its stock, in the manner permitted by law, to raise money for any of the purposes of the Corporation or in payment for property purchased or for any other lawful consideration.

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

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

It is the intention that the objects and purposes specified in the foregoing clauses of this Article Third shall not, unless otherwise specified herein, be in any wise limited or restricted by reference to, or inference from, the terms of any other clause of this or any other article in this charter, but that the objects and purposes specified in each of the classes of this Article shall be regarded as independent objects and purposes. It is also the intention that said clauses be construed both as purposes and powers and, generally, that the Corporation shall be authorized to exercise and enjoy all other powers, rights, and privileges granted to, or conferred upon, corporations of this character, by the laws of the State of Maryland, and the enumeration of certain powers as herein specified is not intended as exclusive of, or as a waiver of, any of the powers, rights or privileges granted or conferred by the laws of said State now or hereafter in force.

FOURTH: The Post-Office Address of the place at which the principle office of the Corporation in this State will be located at Tred Avon Airport, Easton, Maryland. The resident agent of the Corporation is Malcolm L. Hathaway whose Post-Office address is Easton, Maryland. Said agent is a citizen of the State of Maryland, actually residing therein.

FIFTH: The Corporation shall have from three to nine directors and Malcolm L. Hathaway, Stephen H. Hathaway, John W. Noble, Willard G. Rouse, and Edward T. Miller, all of Easton, Talbot County, Maryland,, shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total amount of the authorized stock of the Corporation

is Five Thousand (5,000) shares of common, non-assessible stock of a par value of Ten (\$10.00) Dollars.

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 are empowered to authorize by Resolution, the issuance of any number of shares of stock from time to time, for such considerations as said Board of Directors may deem advisable, provided the Board of Directors shall, by Resolution, state its opinion of the actual value of any consideration other than money for which it authorizes such stock to be issued.

(2) No. contract or other transaction between this Corporation and any other Corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this corporation who is also a director or officer of such other Corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and any vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such directors or officer of such other corporation or not so interested.

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

(4) 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 authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

IN WITNESS WHEREOF, we have signed this Certificate of Incorporation on (in lead pencil as follows):- this 16th day of March, 1932.

Witness:

Meta T. Wallace

as to

Malcolm L. Hathaway

Witness:

Meta T. Wallace as to Willard G. Rouse

Meta T. Wallace as to Edward T. Miller

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

THIS IS TO CERTIFY, that on this 16 day of March, 1932, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared Malcolm L. Hathaway, Willard G. Rouse and Edward T. Miller and severally acknowledged the foregoing Certificate of Incorporation to be their act.

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



Meta T. Wallace
Notary Public.

CERTIFICATE OF
CERTIFICATE OF INCORPORATION) OF "CHESAPEAKE AIR FERRIES INCORPORATED",

received for record March 17, 1932, at 10:00 o'clock A.M., and approved by the State Tax Commission of Maryland March 17, 1932, as in conformity with law and ordered recorded.

A. LeRoy McCardell

Jesse D. Price

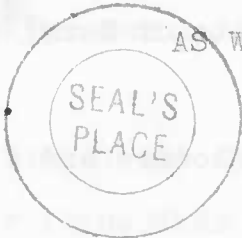
Commissioners.

Recorded in Liber 105, Folio 557, one of the Charter Records of the State Tax Commission of Maryland.

TO the Clerk of the CIRCUIT Court for TALBOT 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.



Albert W. Ward
Secretary.

Capital) \$50,000.00, Bonus tax paid \$20.00, Recording fee paid \$10.00.

Examined & delivered to S.E. Smith Marshall 7/14/37

CERTIFICATE OF INCORPORATION.

CERTIFICATE OF INCORPORATION ✓

OF

THE THOMAS C. NICHOLS)
CORPORATION.)

Be it remembered that on this 18th, day of May, A.D., 1932, at 9 o'clock A.M., the following Certificate of Incorporation or Instrument of writing was received to be recorded and is accordingly enrolled as follows, to wit:-

THIS IS TO CERTIFY: FIRST: That we, the subscriber, Thomas C. Nichols, William M. Elliott and Delia A. Elliott, all being of full legal age and

all of whom reside in the town of Easton, Talbot County, State of Maryland, 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, (it is hereinafter called the corporation), is The Thomas C. Nichols Corporation.

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

(a) To purchase, own, sell, mortgage, lease, operate, manage, improve, invest and deal in real estate, wheresoever situated.

(b) To purchase, own, sell, construct, equip, operate, lease, rent and manage, buildings of every kind, or character wheresoever situated.

(c) To purchase, own, sell, pledge, invest and deal in personal property of every class or description, or any interest therein necessary or desirable for the carrying on of the aforesaid business or either of them.

(d) To carry on any other business which may seem to the corporation to be calculated directly or indirectly to effectuate the aforesaid object, or either of them to facilitate it in the transaction of its aforesaid business, or any part thereof, or in the transaction of any other business that may be calculated directly or indirectly to enhance the value of its property and rights.

(e) The business which the corporation is to carry on is from time to time to do any one or more of the acts and things hereinbefore set forth, provided that in the transaction of its business, the corporation shall be subject to the laws and statutes of each State or foreign country in which the same may be transacted or its property may be located.

FOURTH: The Post-Office address of the place of which the principal office of the Corporation in this State will be located in Easton, Maryland. The resident agent of the corporation is Thomas C. Nichols, whose post-office address is Easton, Maryland, said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The corporation shall have three directors and Thomas C. Nichols, William M. Elliott and Delia A. Elliott, shall act as such until the 1st annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total amount of the authorized capital stock of the Corporation is four hundred shares of common stock without par value, and shall be redeemable in whole or in part, at the option of the corporation at any time after the issue thereof at the price of fifty (\$50.00) dollars in cash.

SEVENTH: The Board of Directors of the corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, without par value, and securitized convertible into shares of its stock, without par value, 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 Corporation.

EIGHTH: The above granted powers to the corporation and to the Board of Directors thereof are in furtherance and not in limitation of the General powers conferred by law upon the Directors or the Corporation.

IN WITNESS WHEREOF, We have hereunto set our hands this 9th, day

of March, A.D., 1932.

Test: Nellie E. Tull
as to Thomas C. Nichols
Test: Nellie E. Tull as
to William M. Elliott.
Test: Nellie E. Tull as
to Delia A. Elliott.

T.C. Nichols
Wm. M. Elliott
Delia A. Elliott

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

THIS IS TO CERTIFY, that on this 9th, day of March, A.D., 1932, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared Thomas C. Nichols, William M. Elliott and Delia A. Elliott and severally acknowledged the foregoing certificate of incorporation to be their act.

WITNESS my hand and Notarial Seal this 9th day of March, A.D., 1932.

(Seal's)
(Place)



Nellie E. Tull
Notary Public.

CERTIFICATE OF INCORPORATION) of "THE THOMAS C. NICHOLS CORPORATION".

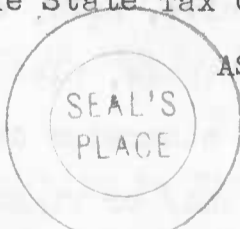
RECEIVED FOR RECORD March 10, 1932. at 11:00 o'clock A.M., and approved by the State Tax Commission of Maryland, March 10, 1932, as in conformity with law and ordered recorded.

A. LeRoy McCardell
Jesse D. Price
Commissioners.

RECORDED in Liber 108, folio 42, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the CIRCUIT COURT for TALBOT 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.

Albert W. Ward
Secretary.

Capital) \$ 400 shares common stock no par value, Bonus tax paid \$20.00, Recording fee paid \$10.00.

CERTIFICATE OF INCORPORATION.

CERTIFICATE OF INCORPORATION)
OF)
"TILGHMAN ISLAND CLUB,)
INCORPORATED".)

Be it remembered that on this 26th, day of August, A.D., 1932, the following Certificate or Instrument of writing was received to be recorded and is accordingly enrolled as follows,

Carroll

to wit;

TILGHMAN ISLAND CLUB, INCORPORATED

CERTIFICATE OF INCORPORATION.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, John D. Keith, whose post office address is First National Bank Building, Gettysburg, Adams County, Pennsylvania; W. Clarence Sheely, whose post office address is First National Bank Building, Gettysburg, Adams County, Pennsylvania, and Eugene V. Bullett, whose post office address is First National Bank Building, Gettysburg, Adams County, Pennsylvania, all being adults persons of full ^{legal} age, and all being residents of the State of Pennsylvania.

Do. under and by virtue, of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves, with the intention of forming a corporation.

SECOND: The name of the proposed corporation (which is hereinafter referred to and called "corporation") is

"TILGHMAN ISLAND CLUB, INCORPORATED"

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:

To conduct and operate an inn or inns and social club house or houses, for the accomodation and convenience of the stockholders of the corporation, and for such others as the Board of Directors of the corporation may, from time to time, permit to be acomodated therein, and to acquire by purchase, lease or otherwise, and to use, hold, employ, develop. improve, construct, equip, operate and sell, lease, mortgage, pledge, transfer, convey, encumber and otherwise deal in and sdispose of the real estate, building, fixtures and personal property of every description, necessary, and/ or convenient to maintain, operate and conduct the same; and also manufacturing, producing, purchasing, or otherwise acquiring, adapting, preparing, selling, using, transferring, pledging, encumbering, mortgaging, leasing, improving, and otherwise dealing in any materials, articles or things required in connection with or incident to any of the purposes above or hereinafter mentioned; and also to acquire by purchase, lease or in any other manner whatsoever, and to take, receive, hold, use and employ, develop, improve, construct, equip, operate and sell, mortgage, pledge, lease, transfer, convey, encumber, and otherwise dispose of and otherwise deal in and with any property, real, personal or mixed, including lands and/ or rights, therein, easements, water-rights, minerals, factories, manufacturing establishments, plants and other structures, machinery, apparatus, tools, equipment and raw material and supplies and including also shares of capital stock, bonds and securities and **the property**, assets, rights, good will, and franchises of any other corporation, firm or individual carrying on or authorized to carry on in part or otherwise the business, or any of them which this corporation may be authorized to carry on or undertake, or any other business; and to guarantee, assume and pay the indebtedness and liabilities of any such corporation, firm or individaul.

TO engage in and carry on any other business of any kind or description, manufacturing or otherwise, which may seem to the corporation to be calculated directly or indirectly to effectuate or accomplish the aforesaid objects, or any of them, or to facilitate it in the transaction or the carrying on of the aforesaid business or any part thereof, or in the transaction of any other business that may be calculated directly or indirectly to protect and/ or enhance the value of its property or rights, or to make the same profitable.

THE business which the corporation is to carry on is, from time to time, to do any one or more of the acts and things, hereinbefore set forth, at the State of Maryland, or elsewhere, provided, that in the transaction of the business the corporation shall be subject in all particulars to the limitation relating to corporations, which are contained in the General Laws of the State of Maryland, and to the laws and statutes of each State or Foreign country in which the same may be transacted, or its property located, and to which end, or to such extent, as it may be subject.

FOURTH: The postoffice address of the place at which the principal office of the corporation in the State of Maryland will be located, is: Tilghman Island Club, Tilghman, Talbot County, Maryland. The resident agent of the corporation is Edwin S. Larrimore, whose postoffice address is: Avalon, Talbot County, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The corporation shall have three directors, and the names of those who shall act as such, until the first annual meeting of stockholders, or until their successors are duly chosen and qualified, are: John D. Keith, a citizen and resident of the State of Pennsylvania, whose postoffice address is First National Bank Building, Gettysburg, Adams County, Pennsylvania; W. Clarence Sheely, a citizen and resident of the State of Pennsylvania, whose postoffice address is First National Bank Building, Gettysburg, Adams County, Pennsylvania, and Eugene V. Bullett, a citizen and resident of the State of Pennsylvania, whose postoffice address is First National Bank Building, Gettysburg, Adams County, Pennsylvania. The number of directors may be changed in such lawful manner as the by-laws may from time to time provide.

SIXTH: The total amount of the authorized capital stock of the corporation is Eight Thousand (8,000) shares, of which

- (a) Five Thousand (5,000) shares of the par value of Five dollars (\$5.00) each are preferred stock; and
- (b) Three Thousand (3,000) shares of the par value of Five Dollars (\$5.00) each are common stock.

SEVENTH: The following is a description of each class of stock with preferences, voting powers, restrictions and qualifications thereof.

- (a) 5,000 shares of preferred stock of the par value of \$5.00 each, shall be designated "First preferred stock". The holders of which in case of the dissolution, liquidation of winding up of the corporation,

whether voluntary or involuntary, shall be entitled to receive in distribution after all debts and liabilities of the corporation have been met and before any distribution is payable to the holders of the common stock of the corporation, payment to the extent of the par value of the shares of "First preferred stock" held by them, and thereafter upon payment in distribution to the holders of common stock to the extent of the par value of the shares of common stock, outstanding, the holders of "First preferred stock", shall be entitled to participate proportionately with holders of common stock in any further distribution.

(b) 3,000 shares of common stock of the par value of \$5.00 each, shall be unqualified common capital stock, the rights of the holders of which shall be subject to the prior rights of the holders of the "First preferred stock".

(c) Each share of "First preferred stock", shall entitle the holder to the same voting rights and privileges enjoyed by the holder of a share of common stock.

(d) Every holder of one or more shares of common capital stock and/or of First preferred capital stock of the corporation shall be entitled to one vote for each share of capital stock so held at all meetings of stockholders, and in any election of Directors, shall be entitled to cumulate his, her or its votes upon one or more directors.

(e) No share of stock of the corporation, of any class, shall be sold or transferred by the owner or holder or the legal representatives, or pledges, of the owner or holder, or by any purchaser of the same at judicial sale, unless an option is given to the corporation in writing received by the Secretary of the corporation by registered mail at least thirty (30) days prior to such proposed sale and/or transfer, to purchase the same within thirty (30) days after the receipt of such option, at the reasonable book value thereof or at the lowest price at which the holder thereof is willing to sell the same, whichever is lower. No share of stock, the registered owner of which is indebted to the corporation, in any manner, shall be transferred until such indebtedness be paid, in full, and such indebtedness shall constitute a lien upon the shares held by the debtor.

THE restrictions upon the transfer of and liens upon shares in this paragraph imposed, shall be stated upon the stock certificates.

EIGHTH: The Board of Directors of the corporation is hereby empowered to authorize the issuance from time to time of eighteen hundred (1800) fully paid and non-assessable shares of the par value of Five dollars (\$5.00)

each of its First preferred stock of the aggregate par value of Nine Thousand dollars (\$9,000.00,) , and Twelve hundred and seventy-Five (1275) fully paid and non-assessable shares of the par value of Five Dollars (\$5.00) each of its common stock of the aggregate par value of Six Thousand Three Hundred and seventy-five dollars (\$6,375.00), and of the total aggregate par value of Fifteen Thousand, Three Hundred and Seventy-Five Dollars (\$15,375.00), for the following considerations, to-wit: the transfer, conveyance, assignment and, delivery unto the corporation by Josiah W.Kline, or his assigns, of the following described real estate, improved with two dwelling houses and various cottages, bath-house, and personal property, equipment and household goods, including various boats and an automobile, situate and located on the peninsula known as Black Walnut Point, at the Southern extremity of Tilghman Island in Talbot County, Maryland, described as follows, viz:

REAL ESTATE:

Two separate but contiguous tracts or parcels of land, viz:

PARCEL NO.1. Being the Southern extremity of Tilghman's Island, and being all of the land known as "Black Walnut Farm", lying South of what was known as "Goldsmith's Farm", and which formerly divided the original Black Walnut Farm in two; the land hereby conveyed extending Northward to a lot of woodland belonging to Elmer H.Sinclair.

PARCEL NO.2. BEGINNING at low-water line of Chesapeake Bay, opposite a stake and stump on the Northerly line of "Parcel No.1", above described; thence (1) up and with the several meandering courses of the low-water line of Chesapeake Bay to a point opposite a notched stake on the bank marking the division line between the herein described parcel and lands formerly of Shehan and Collins, and reserved by them as set forth in deed from them, et.al., to Frank H.Stacy, dated April 28, 1925, (recorded among the Land Records of Talbot County in (Liber C.B.L. No.202, Folio 372, et.seq.); thence (2) with the said reserved lands, South 68° 27' East, 30 feet, more or less, to the notched stake; aforesaid; thence (3) still with the said reserved lands and lands of Oswald N.Harrison, South 68° 27' East, 648.2 feet to a notched post at the water's edge of a marsh; thence (4) still South 68° 27' East, 100 feet, more or less, to the low-water line of Harris Creek; thence (5) down and with the several meandering courses of the low-water line of said Harris Creek to a point on the Northerly line of "Parcel No.1", hereinbefore described; thence (6) South 87° 45' West, 100 feet, more or less, to the end of a fence; thence (7) still with said "Parcel No.1", above described , South 45' West, 519.5 feet to a stake and stump on the bank of the shore of Chesapeake Bay; thence (8) still with "Parcel No.1", hereof, South 87° 45' West, 50 feet, more or less, to the place of BEGINNING. Containing 6.5 acres, more or less.

PERSONAL PROPERTY:

ALL household goods, furniture and fixtures, now upon said premises, including kitchen and table ware, bedroom furniture and supplies, water and light apparatus and fixtures, farming and garden tools, and appliances,

truck skiffs, and all other personal property, furniture and fixtures of every kind, and description now upon said premises, and/ or used or intended to be used in connection with the enjoyment thereof.

THE VALUE of such property, hereby fixed by the incorporators, being not less than \$26,625.00, and the said property is to be so transferred and conveyed unto the corporation, subject to a mortgage upon said real estate to secure the sum of \$11,250.00, payable to the said Josiah W.Kline, and his assigns.

The actual value of such consideration hereby fixed by the incorporators is not less than Fifteen Thousand , three hundred and seventy-five dollars (\$15,375.00).

NINTH: The board of Directors of the corporation is hereby empowered to authorize the issuance, from time to time, of not exceeding thirty-two hundred (3200) shares, dully paid and non-assessable shares of the par value of Five Dollars (\$5.00) each of its First preferred stock, and thirty-seven hundred and twenty-five (3725) fully paid and non-assessable shares of the par value of Five Dollars (\$5.00) each of its common stock, for money, at not less than Three Dollars (\$3.00) for each share thereof.

TENTH: The corporation, through its Board of Directors, may, from time to time, in accordance with the provisions of the laws of the State of Maryland, purchase shares of its own capital stock of any class having a par value, out of its surplus or net profits, at a price not in excess of the par value if the share so purchased, if authorized by the votes of the holders of a majority of all the shares of its capital stock outstanding, the Board of Directors of the corporation shall have authority to sell, lease, exchange or transfer the property and assets of the corporation as an entirety or substantially as an entirety, including its good will and franchises.

IN WITNESS WHEREOF, we have signed this certified of incorporation on the 31st, day of May, 1932.

Witnesses: Minerva H.H.Hubbell	John D. Keith	(Seal)
Julia I. Reinward	W. Clarence Sheely	(Seal)
M.C.Dickson.	Eugene V.Bulleit	(Seal)

STATE OF PENNSYLVANIA, COUNTY OF ADAMS, SS:

I HEREBY CERTIFY, that on this 31st, day of May, 1932, before me, the subscriber, a Notary Public of the State of Pennsylvania, in and for the County of Adams, personally appeared John D.Keith, W.Clarence Sheely and Eugene V. Bulleit, all personally known to me, the three incorporators named in the foregoing Certificate of Incorporation, and severally acknowledged the foregoing Certificate of Incorporation to be their act.

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



Martha C.Dickson
Notary Public.

My Commission expires March 9, 1935.

Certificate of Incorporation) of "TILGHMAN ISLAND CLUB, INCORPORATED",

received for record June 1, 1932, at 10:00 o'clock A.M., and approved by the State Tax Commission of Maryland June 1, 1932, as in conformity with law and ordered recorded.

A. LeRoy McCardell

Jesse D. Price

Commissioners.

Recorded in Liber 110, folio 325, one of the Charter Records of the State Tax Commission of Maryland.

TO THE CLERK OF THE CIRCUIT COURT FOR TALBOT 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.

SEAL'S
PLACE

Albert W. Ward

Secretary.

Capital): \$40,000.00, Bonus tax paid \$20.00, Recording fee paid \$15.00

CERTIFICATE OF INCORPORATION.

CERTIFICATE OF INCORPORATION)

OF

"TALBOT PACKING CORPORATION")

Be it remembered that on this 26th, day of October, A.D., 1932, at 9 o'clock A.M., the following Certificate or Instrument of writing was received to be recorded

and is accordingly enrolled as follows, to wit:-

THIS IS TO CERTIFY, that the subscribers, A. Sidney Cover, Edwin G. Cover and J. Roscoe Wheatley, adults, all being citizens of the State of Maryland and all residing at Easton, Talbot County and State of Maryland, and whose Post Office addresses are Easton, Maryland, do hereby associate ourselves with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations.

FIRST. The name of the said corporation is "TALBOT PACKING CORPORATION"

SECOND. The purpose for which, and for any of which, the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

TO purchase, lease or otherwise acquire property, real, personal and mixed; to own, hold, sell, convey, exchange, encumber by mortgages or other instruments of writing, or in any other manner, and to otherwise deal in, utilize or dispose of said property, real, personal or mixed, or any rights, interests, equities, mortgages, and options, in, upon or affecting any property so acquired; to improve, construct, build, own, operate, maintain, lease, or sell any warehouses, dwelling houses, offices, store rooms, packing storage plants, fertilizer plants or warehouses, or other facilities for the canning, packing, preservation, warehousing or storage of any fruits, grains, vegetables or other products of the soil, whether in their natural state or in containers or cans, and to construct or other-

Examined

wise, acquire, operate and maintain any and all kinds of canning houses or plants, factories, equipment and supplies for the purpose of canning, packing and preserving any kinds of food products, and to sell and market the same, and to act as broker, commission merchant, agent or otherwise, in the selling of any canned goods, fruits, grains, vegetables, food products and fertilizers, and to manufacture and distribute any and all kinds of fertilizers, and to take and hold the title to any lands of any kind, improved or unimproved, including farms, orchards, lots, and to operate as owner, lessee, tenant or agent any such farms, orchards or lands. To finance or to aid and assist by loans, advances of money, credits, guarantees or otherwise, any and all of the aforesaid businesses or enterprises, TO hold and dispose of stocks, bonds, debentures, mortgages, deeds of trust or other obligations, the securities of any corporation formed for, or then or hereafter engaged in or pursuing any one or more of the kinds of business, operations or objects above set forth and to deal in all kinds of farm supplies, fruits, vegetables, containers, machinery, fertilizer, implements or other property incident to or useful in any of the aforementioned businesses, operations or objects.

THIRD. The principal office of said Corporation is located at Cordova, Talbot County, Maryland.

FOURTH. The name and address of the Resident Agent in the State of Maryland is J. Roscoe Wheatley, whose residence is on Harrison Street in the town of Easton, Talbot County, Maryland, and whose business address is the Stewart Building in said town, County and State, and the said Resident Agent is a citizen of the State of Maryland and resides entirely, in Easton, Talbot County, Maryland.

FIFTH. The capital stock of said Corporation shall be one hundred shares of said capital stock without par value.

SIXTH. The said Corporation shall have not less than five nor more than seven directors, and A. Sidney Cover, Edwin G. Cover, J. Roscoe Wheatley, Thomas C. Cover, and William C. Meintzer, all being citizens of the State of Maryland and actually residing therein, shall be Directors for the first year, and shall serve until the first annual meeting of said Corporation, or until their successors are duly chosen and qualified, and the Board of Directors, by the vote of a majority of the entire Board, may, at any time, increase the number of Directors; provided, however, that, in this manner, the Board of Directors shall not be increased to more than seven members; and the Board of Directors may also, by a vote of the majority of the entire Board of Directors, fill the vacancies created by any such increase in the number of Directors, as well as all vacancies created or arising in any other manner.

SEVENTH. The management of the business, property and affairs of the said Corporation shall be vested in the Board of Directors, who shall dictate its general business policies and, subject to any provisions or statute, or to the vote of the stockholders, shall determine all matters and questions pertaining to its business, affairs and property, and shall have authority to do any and all things to perfect the organization of said Corporation, to fix and to vary the amount of assets to be reserved as working capital, to direct and determine the

use and disposition of any surplus of any net profits over and above the capital stock paid in, to determine, (subject to the limitations hereinbefore set forth, and as provided by law) whether any, and if any, what part of the surplus or net profits shall be declared in dividends, and when to be paid to its stockholders, and from time to time to sell, assign, lease, mortgage, pledge or otherwise transfer or dispose of any or all of the property and assets of the Corporation; but no lease or sale of all the property, assets, franchises and rights of the Corporation as an entirety shall be made except after first obtaining, at a duly called meeting of stockholders, the affirmative vote of the holders of not less than two-thirds of all the issued and outstanding capital stock of said corporation; and the Board of Directors shall have power to borrow money in such sums and upon such terms and conditions and upon such security, by way of pledge or mortgage of the corporate assets, and property, or other manner of giving security, for the use of said corporation, as they may deem to be to the best interest thereof, and to exercise all, of the powers herein conferred upon said corporation, or which are, or may be, conferred by the Laws of this State, the above granted powers to this Corporation and to the Board of Directors thereof, being intended in furtherance and not in limitation of the general powers conferred by law upon the Directors and the Corporation.

IN WITNESS WHEREOF we have hereunto set our hands this Sixth day of July, in the year one thousand nine hundred and thirty two.

Test: Wm.C.Meintzer.

A.S.Cover

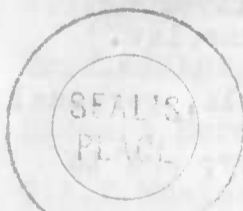
Edwin G.Cover

J.Roscoe Wheatley

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 6th, day of July, A.D., 1932, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared A.Sidney Cover, Edwin G.Cover and J.Roscoe Wheatley, and did severally acknowledge the foregoing Certificate of Incorporation to be their act.

WITNESS my hand and Notarial Seal.



Wm.C.Meintzer

Notary Public.

CERTIFICATE OF INCORPORATION) of "TALBOT PACKING CORPORATION".

received for record July 8, 1932, at 10:00 o'clock A.M., and approved by the State Tax Commission of Maryland, July 8, 1932, as in conformity with law and ordered recorded.

Jesse D.Price

A.LeRoy McCardell

Commissioners.

Recorded in Liber 111, folio 172, one of the Charter Records of the State Tax Commission of Maryland.

TO the Clerk of the Circuit Court for Talbot 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.

Albert W. Ward

Secretary.

Capital) 100 shares, Bonus tax paid \$20.00, Recording fee paid \$10.00, without par value.

ARTICLES OF INCORPORATION.

ARTICLES OF INCORPORATION)

OF
TALBOT COUNTY HUMANE SOCIETY,)
INCORPORATED.)

Be it remembered that on this 26th, day of October, A.D., 1932, at 9 o'clock A.M., the following Articles of Incorporation or Instrument of writing was received to be recorded and is accordingly enrolled

as follows, to wit:-

TALBOT COUNTY HUMANE SOCIETY, INCORPORATED.

THIS IS TO CERTIFY: FIRST: That we, the subscribers, Jacqueline A. Stewart, Ralph A. Townsend and Edward T. Miller, the post-office address of each of whom is Easton, Maryland, all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves, with the intention of forming a corporation.

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

TALBOT COUNTY HUMANE SOCIETY, INCORPORATED.

THIRD: The purpose for which the Society is formed and the objects to be promoted by it are as follows:

The prevention and suppression of cruelty, especially of cruelty to animals and the enforcement of all laws therefore in Talbot County and vicinity.

The promotion of the enactment and enforcement of humane law.

To purchase, lease or otherwise acquire any property real, personal or mixed, suitable or convenient for any of the purposes of the Society; and to sell, lease or otherwise dispose of any such property no longer required for the purposes of the Society.

To borrow or raise money for any of the purposes of the Society 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 Society, real, personal or mixed, 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, for any of the purposes of the Society.

IT IS the intention that none of the powers defined in any of the

Examined

foregoing clauses of the Article Third shall be in anywise limited or restricted by reference to, or inference from, the terms of any other clause, but that the powers defined in each such clause shall be regarded as independent powers, It is also the intention that the Society shall be authorized to exercise and enjoy all other powers, rights and privileges granted to, or conferred upon, corporations of this character, by the laws of the State of Maryland, and that the enumeration of certain powers as herein defined is not intended as exclusive of, or as a waiver of, any other powers, rights or privileges granted or conferred by the laws of said State now or hereafter in force, except as in this Article expressly limited or restricted.

FOURTH: The post-office address of the place at which the principal office of the Society in this State will be located is Easton, Talbot County, Maryland, The Resident agent of the Society is Ralph A. Townsend whose post-office address is Easton, Talbot County, Maryland, Said resident agent is a citizen of the State of Maryland, actually residing therein.

FIFTH: The Society shall have from five to nine directors and Jacqueline A. Stewart, Wilson M. Tylor, William Herman Hopkins, Elizabeth W. Dixon, Edith Adkins, Ralph A. Townsend, Willard G. Rouse, Jr., and Edward T. Miller, all of Easton, Maryland, shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The full management and control of the Society shall be vested in the Board of Directors who shall have full powers to make and alter the By-Laws of the Society, to provide for the various classes of membership, and to regulate the business and affairs of the Society.

SEVENTH: The following who constitute the Organization Committee of the Society shall be member of the Society for the time being:

Jacqueline A. Stewart,	F. Hall Wrightson,	J. Harry Wright,
Glenn Stewart,	E. G. Kastenhuber, Jr.,	LeRoy Willis,
Edith D. Adkins,	Daniel M. Henry,	Grace L. Campbell,
W. G. Rouse, Jr.,	Claude D. Lee,	Winfield M. Campbell,
Wm. H. Adkins,	J. O. Wright,	Mrs. Searles Rose,
Richard Norris,	John W. Noble,	Mrs. Dallas B. Hayward,
G. A. H. Edminston,	Richard O. Thomas,	Mrs. A. Eugene DeReeves,
James Warner,	James C. Saulsbury, Jr.,	W. D. Tilghman,
T. J. Faulkner,	Mrs. Shirley Goldsborough,	Mrs. W. D. Tilghman,
Edward T. Miller,	Clayton Griffith,	Mrs. C. E. Humphreys,
Mrs. Altena W. Green,	G. Gordon Massey,	Wilson M. Tylor,
Othmar Spatzek,	Ralph A. Townsend,	Carolyn W. Mills,
Adolph Pretzler,	Samuel R. MacEwan,	Mid-City Garage of Easton,
Walter Wood,	Harry T. Leib,	Charles W. Baker,
Estelle Rathell,	Mrs. Frederick Henkle Summers,	Howard L. Andrews,
Mrs. H. H. Jackson,	L. Herbert Griffith,	
T. C. Nichols,	James Dixon,	
Wm. Herman Hopkins,	Elizabeth W. Dixon,	
Grace R. Hopkins,	Joseph H. Irwin,	

Additional members of the Society may be elected from time to time in such manner as may be prescribed or authorized by the By-Laws.

EIGHT: Seven Members shall constitute a quorum at all meetings of members, unless and until otherwise provided by the By-Laws.

NINTH: The members of the Society shall pay such initiation fees and dues as may from time to time be prescribed or authorized by the By-Laws. The corporation will have no capital stock.

IN WITNESS WHEREOF, we have signed this Certificate of Incorporation on _____, this 2nd, day of August, 1932.

Witness:

Meta T.Wallace,	as to	Jacqueline A.Stewart,
Meta T.Wallace,	as to	Ralph A.Townsend,
Meta T.Wallace,	as to	Edward T.Miller,

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

THIS IS TO CERTIFY, That on this 3 day of August, 1932, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County, aforesaid, personally appeared Jacqueline A.Stewart, Ralph A.Townsend, and Edward T.Miller and severally acknowledged the foregoing Certificate of Incorporation to be their act.

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

Meta T.Wallace
Notary Public.

CERTIFICATE OF INCORPORATION,) of " TALBOT COUNTY HUMANE SOCIETY, INCORPORATED",

received for record August 4, 1932, at 11 o'clock A.M., and approved by the State Tax Commission of Maryland, August 4, 1932, as in conformity with law and ordered recorded.

A.Leroy McCardell
Jesse D.Price
Commissioners.

Recorded in Liber 112, Folio 103, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the Circuit Court for Talbot 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.

Albert W.Ward
Secretary.

Capital) \$ None, Bonus tax paid \$ None, Recording fee paid \$10.00.

CERTIFICATE OF INCORPORATION.

CERTIFICATE OF INCORPORATION)
OF
CIRCLE "H" AERO CORPORATION)

Be it remembered that on this 26th,
day of October, A.D., 1932, at 9 o'clock
A.M., the following Certificate or Instru-
ment of writing was received to be re-
corded and is accordingly enrolled as

follows, to wit:-

CIRCLE "H" AERO CORPORATION
CERTIFICATE OF INCORPORATION.

THIS IS TO CERTIFY:

FIRST: That we, the subscriber, Stephen H.Hathaway, Lucy M.Hathaway,
and Malcolm L.Hathaway, the Post-Office address of all of whom is Easton, Maryland,
all being of full legal age, do, under and by virtue of the General Laws of the
State of Maryland, authorizing the formation of corporations, associate ourselves
with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereinafter called
"corporation"), is the Circle "H" Aero Corporation.

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 and carry on the business of selling and demonstrating
airplanes and accessories.
2. To operate airplanes for other commerical purposes, and to engage
in and carry on any other business which may conveniently be conducted in con-
junction with any of the business of the Corporation.
3. To purchase, lease, hire or otherwise acquire, hold, own, develop,
improve, and dispose of, and to aid and subscribe toward the acquisition, develop-
ment or improvement of real and personal property and rights, and privileges
therein, suitable or convenient for any of the business of the Corporation.
4. To acquire all or any part of the good-will, rights, property and
business of any person, firm, association, or corporation heretofore or hereafter
engaged in any business similar to any business which the Corporation has the
power to conduct, and to hold, utilize, enjoy and in any manner dispose of, the
whole or any part of the rights, property and business so acquired and to assume
in connection therewith any liabilities of any such person, firm, association or
corporation.
5. To apply for, obtain, purchase, or otherwise acquire, any patents,
copyrights, licenses, trade-marks, trade-names, rights, processes, formulas, and
the like, which may seem capable of being used for any of the purposes of the
Corporation; and to use, exercise, develop, grant licenses in respect of, sell
and otherwise turn to account, the same.
6. To issue shares of its stock, in the manner permitted by law, to
raise money for any of the purposes of the Corporation or in payment for property
purchased or for any other lawful consideration.

Examined & delivered to E. J. Mullen 10/27/32

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

8. 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, 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.

IT IS the intention that the objects and purposes specified in the foregoing clauses of this Article Third shall not, unless otherwise specified therein, be in any wise limited or restricted by reference to, or inference from, the terms of any other clause of this or any other article in this charter, but that the objects and purposes specified in each of the clauses of this Article shall be regarded as independent objects and purposes. It is also the intention that said clauses be construed both as purposes and powers and, generally, that the Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted to, or conferred upon, corporations of this character, by the Laws of the State of Maryland, and the enumeration of certain powers as herein specified is not intended as exclusive of, or as a waiver of, any of the powers, rights or privileges granted or conferred by the Laws of said State now or hereafter in force.

FOURTH: The Post-Office address of the place at which the principal office of the Corporation in this State will be located at Tred Avon Flying Field, Easton, Maryland, The resident agent of the Corporation is Stephen H. Hathaway whose Post-Office address is Easton, Maryland, Said agent is a citizen of the State of Maryland actually residing therein.

FIFTH: The corporation shall have three directors and the following shall act as such until the first annual meeting or until their successors are duly chosen and qualified:

Stephen H. Hathaway, Lucy M. Hathaway, and Malcolm L. Hathaway, the address of all of whom is Easton, Maryland.

SIXTH: The total amount of authorized stock of the Corporation is Two Thousand (2000) shares of common non-assessable stock of a par value of Five (\$5.00) dollars per share.

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 are empowered to authorize by Resolution, the issuance of any number of shares of stock from time to time, for such considerations as said Board of Directors may deem advisable, provided the Board of Directors

shall, by Resolution, state its opinion of the actual value of any consideration other than money for which it authorizes such stock to be issued.

(2) No contract or other transaction between this Corporation and any other Corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; and director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other Corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, 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.

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

IN WITNESS WHEREOF, we have signed this Certificate of Incorporation on July 13, 1932.

Witness: Meta T.Wallace,	as to	Stephen H.Hathaway
Meta T.Wallace,	as to	Lucy M.Hathaway
Meta T.Wallace,	as to	Malcolm L.Hathaway

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 13th, day of July, 1932, before me, the subscriber, a Botary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared Stephen H.Hathaway, Lucy M.Hathaway, and Malcolm L.Hathaway of Easton, Talbot County, Maryland, and severally acknowledged the foregoing Certificate of Incorporation to be their Act.

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



Meta T.Wallace
Notary Public.

CERTIFICATE OF INCORPORATION) of "CIRCLE "H" AERO CORPORATION"

received for record July 14, 1932, at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland July 14, 1932, as in conformity with law and ordered recorded.

A. LeRoy McCardell
Jesse D. Price
Commissioners.

RECORDED in Liber 111, Folio 205, one of the Charter Records of the State Tax Commission of Maryland .

TO THE CLERK OF THE CIRCUIT COURT FOR TALBOT 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.



Albert W. Ward
Secretary.

Capital) \$10,000.00, Bonus tax paid \$20.00, Recording fee paid \$10.00.

ARTICLES OF AMENDMENTS.

THE ISLA CORPORATION)
ARTICLES OF)
AMENDMENTS)

Be it remembered that on this 11th, day of January, A.D., 1933, at 9 o'clock A.M., the following Amendment or Instrument of writing was received to be recorded and is accordingly enrolled as follows, to wit:-

THIS IS TO CERTIFY:

FIRST: That the charter of The Isla Corporation, a Maryland corporation having its principal office in the town of Easton, Talbot County, Maryland, is hereby amended by striking out Article Fourth of the Certificate of Incorporation, as heretofore amended, and inserting in lieu thereof the following:

THE principal office of said corporation in the State of Maryland will be located in the town of Easton, Talbot County, Maryland, The name and address of the resident agent in the State of Maryland is W. Hermon Hopkins, Stewart Building, Federal Street, Easton, Maryland; said W. Hermon Hopkins being a citizen of the State of Maryland, and actually residing therein. The aggregate of the capital stock of said corporation is one hundred and fifty thousand (\$150,000.00) dollars and the said capital stock is divided into fifteen hundred (1500) shares of common stock of the par value of one hundred (\$100.00) dollars per share.

THAT the said charter of The Isla Corporation be further amended by adding to Article Third of the Certificate of said Corporation additional powers as follows:

TO build, construct, purchase, lease or otherwise acquire and operate public warehouses and to conduct a general public warehousing business.

SECOND: That the board of directors of the Corporation, at a meeting duly convened and held on the 29th day of August 1932, duly advised the amendments to the charter of the Corporation hereinabove set forth by passing a Resolution declaring that said amendments are advisable and calling a meeting of said stock-

Examined & delivered to Talbot County Clerk Aug 11/33

holders to take action thereon.

THIRD: That the meeting of stockholders of the Corporation, called by the board of directors of the Corporation as aforesaid, was held at Stewart Building, Easton, Talbot County, Maryland, on the 29th day of August 1932 pursuant to waiver of notice duly executed and filed with the records of the meeting, and at said meeting the stockholders, by an affirmative vote of the holders of two-thirds of the shares of stock outstanding and entitled to vote, duly adopted the amendments to the charter of the Corporation hereinabove set forth.

FOURTH: The amount of capital stock heretofore authorized is five thousand (5,000) shares of common stock without nominal or par value, and the capital stock of said corporation, as hereby amended, is an aggregate of one hundred and fifty thousand (\$150,000.00) dollars of common stock divided into fifteen hundred (1500) shares of the par value of one hundred (\$100.00) dollars per share.

IN WITNESS WHEREOF The Isla Corporation has caused these presents to be signed with its name and on its behalf by its President and its corporate seal to be hereto attached, and attested by its Secretary, this 26th, day of September 1932.

Attest: Wm. Hermon Hopkins
Secretary.



THE ISLA CORPORATION
By Glenn Stewart
President .

STATE OF MARYLAND, COUNTY OF TALBOT, TO WIT:

I HEREBY CERTIFY, That on September, 26th, 1932, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Talbot, personally appeared Glenn Stewart, President of The Isla Corporation, a Maryland corporation, and in the name 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 W. Hermon Hopkins and made oath in due form of law that he was Secretary of the meeting of stockholders of the Corporation at which the amendment of the charter of the Corporation set forth in said Articles of Amendment was adopted, 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 day and year last above written.



Elma Fleming
Notary Public.

ARTICLES OF AMENDMENT) OF " THE ISLA CORPORATION"

received for record October 3, 1932, at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland October 3, 1932, as in conformity with law and ordered recorded.

A. LeRoy McCardell
Jesse D. Price,
Commissioners.

RECORDED in Liber 112, Folio 392, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the CIRCUIT Court for TALBOT 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.

Albert W. Ward

Secretary.

Increase of Capital) \$ None, Bonus tax paid \$None, Recording fee paid \$10.00.



CERTIFICATE OF INCORPORATION.

CERTIFICATE OF INCORPORATION)
OF
WARD'S INCORPORATED. ✓)

Be it remembered that on this 11th, day of February, A.D., 1933, at 9 o'clock A.M., the following Certificate of Incorporation or Instrument of writing was received to be recorded and is accordingly enrolled as

follows, to wit:-

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Gaylord Lee Clark, Amnler H. Moss and Arthur E. Griffith, the post office address of each being 2500 Baltimore Trust Building, Baltimore, and each being 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 -

"WARD'S INC."

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

(a) The business of buying, selling, manufacturing, importing and exporting and generally dealing in such goods, supplies and merchandise as are or may be sold in a general store, including clothing, hosiery, sweaters, notions, piece goods, dresses, shoes, gloves, overalls, hats, caps, boots and all kinds of merchandise, and to carry on a general merchandising and manufacturing business.

(b) The business, of buying, holding, improving and selling real estate, whether situate in Easton, Maryland, or elsewhere, and generally carrying on any business incidental to the ownership, maintenance, operation and management of real or leasehold property.

(c) To acquire by purchase, subscription or otherwise, and to hold, sell, assign, or otherwise dispose of, any shares of the capital stock or any bonds or other securities of any company or corporation, organized under the laws of Maryland or any other State or country; and to guarantee the bonds or other obliga-

Examined

tions of any company or corporation owned or controlled by it.

(d) 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 place at which the principal office of the Corporation in this State shall be located is Dover and Washington Streets, Easton, Maryland. The Resident Agent of the Corporation is Charles J. Butler, whose post office address is Easton, Maryland. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have not less than three (3) directors, and Charles Schuck, Curtin Sullivan and Ward Sullivan 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.

SIXTH: In the absence of fraud in fact, no contract, transaction or agreement of the Corporation with any other party shall be affected by the fact that an officer or directors or stockholder or officers, directors or stockholders of the Corporation (Whether or not his or their vote, influence or action contributed to the entering into such contract, transaction or agreement by the Corporation) is or was, are or were, another party or other parties to, such contract, transaction or agreement.

SEVENTH: The total amount of the authorized capital stock of the Corporation is One Hundred (100) Shares, classified as follows:

PREFERRED STOCK: Fifty (50) shares of the par value of One Hundred Dollars (\$100.00) per share, aggregating Five Thousand Dollars (\$5000) par value;

COMMON STOCK: Fifty (50) shares, all without par value.

(a). Before any dividends shall be paid upon or set apart for the common stock, the holders of the preferred stock shall receive, and the Corporation shall be bound to pay, but only out of the net profits of the Corporation, annual dividends at the rate of Six Dollars (\$6.00) (and no more) per share, payment semi-annually on the first day of March and November in each year beginning with 1933. The dividends on the preferred stock shall not be cumulative, so that if in any one year or years dividends amounting to the full six Dollars (\$6.00) per share shall not have been paid on the preferred stock, the deficiency for said year or years shall not be paid before the dividends shall be paid or declared as payable and set apart on the common stock as hereinbefore provided.

(b). The whole or any part of the preferred stock may be redeemed on any dividend day at the option of the Board of Directors upon ninety days previous notice by mail or by publication, or both, to the holders of record thereof given in such manner as may be prescribed by resolution of said Board, by paying therefor in cash \$105 per share and any unpaid dividend heretofore declared thereon to the date fixed for such redemption. If at any time less than the whole of

preferred stock then outstanding shall be called for redemption, the preferred stock so called for redemption may be redeemed pro rata as may be prescribed by resolution of the Board of Directors. The Board of Directors shall have power and authority to describe the manner in which and, subject to the limitations and provisions in the Certificate of Incorporation contained, the terms and conditions upon which the preferred stock shall be redeemed from time to time.

(c). In no event shall any dividend whatsoever be paid or declared on the common stock unless and until the full dividend on the preferred stock for the then current dividend period shall have been paid or declared and a sum sufficient for the payment thereof set apart.

d. Subject to the foregoing provisions and not otherwise, such dividends (payable either in cash, common stock or otherwise) as may be determined by the Board of Directors, may be declared and paid on the common stock from time to time out of the remaining net profits of the Corporation; and the preferred stock shall not be entitled to participate in any such dividend whether payable in cash, common stock or otherwise. Subject to the foregoing provisions, the Board of Directors shall, however, have power from time to time to fix and determine and to vary the amount of working capital of the Corporation and to direct and determine the use and disposition of any surplus profits of the Corporation over and above the capital stock paid in, and use the surplus of the Corporation for the purpose of acquiring any of the capital stock of the Corporation and to reissue any of the capital stock so acquired.

e. In case of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (except in the event of insolvency or bankruptcy) or upon any distribution of capital, no sum whatsoever shall be paid to nor shall any assets whatsoever be distributed among the holders of the common stock until there shall have been paid to the holders of the preferred stock \$105. per share and the amount of any unpaid dividend heretofore declared thereon; and in the event of any dissolution or liquidation of the Corporation by reason of its insolvency or bankruptcy, there shall be paid to the holders of the preferred stock the par value thereof and the amount of any unpaid dividend heretofore declared thereon before any sum shall be paid to or any assets distributed among the holders of the common stock; and after the payment to the holders of the preferred stock of the amounts payable to them as hereinbefore provided, the remaining assets and funds according to their respective shares shall be distributed among the holders of the common stock.

f. The stockholders shall have one vote for each share of stock, preferred or common, held by them.

EIGHTH: The Board of Directors of the Corporation is hereby empowered to authorize the issuance of fifty (50) fully paid and non assessable shares of the par value of one hundred dollars (\$100.00) each of the preferred stock of the Corporation, and fifty (50) fully paid and non assessable shares without par value of the common stock of the Corporation for the following consideration:

Ninety nine dollars (\$99.00) for each share of preferred stock.

One Dollars (\$1.00) for each share of common stock.

Total of one hundred dollars (\$100.00) for one share of preferred stock and one share of common stock.

NINTH: The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, whether preferred or common, now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the 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.

IN WITNESS WHEREOF, we have hereunto signed this Certificate of Incorporation on the 22nd, day of November, 1932.

Witness:

Helen G. James	Gaylord Lee Clark	(Seal)
Helen G. James	Ambler H. Moss	(Seal)
Helen G. James	Arthur E. Griffith	(Seal)

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

I HEREBY CERTIFY, that on this 22nd, day of November, 1932, before me, the subscriber, a Notary Public of the State of Maryland, in and for the City of Baltimore, personally appeared Gaylord Lee Clark, Ambler H. Moss, and Arthur E. Griffith, and each acknowledged the foregoing Certificate of Incorporation to be his act.



WITNESS my hand and seal the day and year first above written.

Helen G. James
Notary Public.

CERTIFICATE OF INCORPORATION) of "WARD'S INC."

received for record November 22, 1932, at 3:20 o'clock P.M., and approved by the State Tax Commission of Maryland, November 22, 1932, as in conformity with law and ordered recorded.

A. LeRoy McCardell
Jesse D. Price
Commissioners.

Recorded in Liber 113, Folio 59, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the CIRCUIT Court for Talbot 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.

Albert W. Ward
Secretary.

50 shares
Capital) Common stock, Bonus tax paid \$20.00, Recording fee paid \$15.00
no par value;

50 shares preferred stock
par value \$100.00 each.

CERTIFICATE OF INCORPORATION.

CERTIFICATE OF INCORPORATION)
 OF)
 JOHNS-KISSINGER CHEVROLET)
 INC.)

Be it remembered that on this 11th,
 day of February, A.D., 1933, at 9 o'clock
 A.M., the following Certificate of Incorporation or Instrument of writing was received to be recorded and is accordingly enrolled as follows, to wit:-

THIS IS TO CERTIFY:

That we, the subscribers, David G. Johns, Clarence A. Kissinger, Virginia H. Johns and Ruth J. Kissinger, whose post-office addresses are Easton, Maryland, all being of full legal age and all being citizens of the State of Maryland and of the United States and all actually residing in Talbot County do hereby certify that we do under and by virtue of the general Laws of the State of Maryland authorizing the formation of corporation associate ourselves, with the intention of forming a corporation.

1. The name of the corporation is Johns-Kissinger Chevrolet, Inc.,

2. The purposes for which the corporation is formed and the business or objects to be accried on by it are as follows:

A. To carry on and conduct the business of buying, selling and dealing in automobiles, radios, parts thereof, and equipment therefor and the business pf rendering service of all kinds pertaining thereto.

B. To establish and carry on and to promote the establishment and carrying on, upon any property in which the company is interested, of any business which may conveniently and lawfully be carried on upon or in connection with such property and the establishment of which may from time to time seem calculated to enhance the value of the Company's interest in such property to be facilitate the disposal thereof.

C. To engage in any other business of whatsoever kind or description within the State of Maryland or elsewhere that may be directly or indirectly calculated to effectuate the objects and purpose of this corporation, or any of them.

D. To acquire by subscription or otherwise, or by purchase or exchange, ant ho hold for investment or otherwise to use, sell or otherwise purchase and dispose, of, or pledge, mortgage or hypothecate any bonds, stocks or other obligations of any corporation and while the owner of such stocks, bonds or other obligations to exercise all of the rights, powers and privileges of ownership thereof, and to exercise all of the rights, powers and privileges which may be exercised by corporations under the laws of this State, and to exercise any and all voting powers thereon, to borrow money and issue notes and bonds as authorized by the laws of this State and to execute mortgages, deeds of trust or other forms of contracts as security for the same, and guaranteeing the payment thereof.

E. To purchase or otherwise acquire land, factories, buildings, stores, offices, good will, rights, easements, franchises, trade marks, copyrights, trade secrets and patent rights, inventions, also the business and assets of every kind and description of any corporation, associate, firm or individual carrying on any business which the corporation may be authorized to carry on and undertake,

Examined

and to guarantee, assume and pay the indebtedness and liabilities of any such business, and to pay for any lands, factories, buildings, stores, offices, steamships, vessels of any kind or character, good will, rights, easements, franchises, trade marks and trade names, copyrights and trade secrets, patents and inventions, business and assets so acquired, in the stock, bonds or other securities or evidences of indebtedness of the corporation or otherwise as permitted by the laws of the State of Maryland.

F. To amalgamate, unite or co-operate, either generally or to or for any limited extent or period, determinable, continuous or otherwise, with any corporation, company or persons already or hereafter to be established for or engaged in any business similar or analogous to those of this corporation, or to any of the objects of this corporation or any part thereof, and for such purposes to make, execute and enter into any contracts or agreements for sharing of profit or uniformity of interests or otherwise acquire and hold shares, stocks and obligations, mortgages, bonds or debentures in or charged on the capital or undertaking of any company or corporation already formed or hereafter to be formed.

G. In general, to carry on any lawful business and to have and to exercise all powers conferred by the General Laws of the State of Maryland upon corporations formed thereunder and to exercise and enjoy all powers, rights and privileges granted to or conferred upon corporations of this character by said General Laws now or hereafter in force; the enumeration of certain powers as herein specified not being intended to exclude any such other powers, rights and privileges; and that said corporation is formed upon the articles, conditions and provisions herein expressed and subject in all particulars to the limitations pertaining to corporations which are contained in the General Laws of this State.

3. That the business and operations of said corporation are to be carried on in the State of Maryland and elsewhere in the United States of America and such other localities as the Board of Directors may deem advisable.

4. The address of the principal office of the corporation will be Easton, Maryland, and the resident agent of said corporation will be James C. Godwin whose post-office address is Easton, Maryland, and who is a citizen and actual resident of Easton, and of the State of Maryland, actually residing therein.

5. The total amount of the capital stock of said corporation consists of two hundred (200) shares of common stock of the par value of one hundred (\$100.00) dollars per share, aggregating twenty thousand (\$20,000.00) dollars.

6. The said corporation shall have four directors and the names and addresses of the directors who shall act as such until the first annual meeting or until their successors are duly chosen and qualified areas follows:

Name	Address
David G. Johns,	Easton, Maryland.
Clarence A. Kissinger,	Easton, Maryland.

Virginia H. Johns,
Ruth J. Kissinger,

Easton, Maryland.
Easton, Maryland.

IN WITNESS WHEREOF we have hereunto set our hands this 19th day of December, 1932.

Test: Ruth V. Pool.

David G. Johns (Seal)
Clarence A. Kissinger (Seal)
Virginia H. Johns (Seal)
Ruth J. Kissinger (Seal)

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 19th day of December, 1932, before me, the subscriber, a Notary Public, of the State of Maryland, in and for Talbot County aforesaid, personally appeared David G. Johns, Clarence A. Kissinger, Virginia H. Johns, and Ruth J. Kissinger, and each acknowledged the foregoing Certificate of Incorporation to be their respective act and deed.

AS WITNESS my hand and Notarial Seal.



Ruth V. Pool
Notary Public.

CERTIFICATE OF INCORPORATION) of "JOHNS-KISSINGER CHEVROLET INC."
received for record December 21, 1932, at 2:00 o'clock P.M., and approved by the State Tax Commission of Maryland December 21, 1932, as in conformity with law and ordered recorded.

A. LeRoy McCardell
Jesse D. Price
Commissioners.

Recorded in Liber 113, Folio 140, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the Circuit Court for Talbot 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.



Albert W. Ward
Secretary.

Capital) \$20,000.00, Bonus tax paid \$20.00, Recording fee paid \$10.00.

CERTIFICATE OF INCORPORATION.

~~ARTICLES OF AMENDMENT OF~~)
CERTIFICATE OF INCORPORATION,)
OF)
THE CORDOVA REALTY COMPANY)

Be it remembered that on this 20th, day of April, A.D., 1933, at 9 o'clock A.M., the following Certificate of Incorporation or Instrument of writing was received to be recorded and is accordingly enrolled as follows, to wit:-

THIS IS TO CERTIFY, that the subscribers,

Examined

A. Sidney Cover, William C. Meintzer and J. Roscoe Wheatley, adults, all being citizens of the State of Maryland, and all residing at Easton, Talbot County, and State of Maryland, and whose Post Office addresses are Easton, Maryland, all of legal age, do hereby associate ourselves with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations.

FIRST: The name of the said corporation is "The Cordova Realty Company".

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

To purchase, lease or otherwise acquire property, real, personal and mixed; to own, hold, sell, convey, exchange, encumber, by mortgage or other instruments of writing, or in any other manner, and to otherwise deal in, utilize or dispose of said property, real, personal or mixed, or any rights, interests, equities, mortgages and option in, upon or affecting any property so acquired; to improve, construct, build, own, operate, maintain, lease or sell any warehouses, dwelling houses, offices, store rooms, packing, storing plants, fertilizer plants or warehouses, or other facilities for the canning, packing, preservation, warehousing or storage of any fruits, grains, vegetables or other products of the soil, whether in their natural state or in containers or cans, and to construct or otherwise acquire, operate and maintain any and all kinds of canning houses or plants, factories, equipment and supplies for the purpose of canning, packing and preserving any kinds of foods products, and to sell and market the same, and to act as broker, commission merchant, agent or otherwise, in the selling of any canned goods, fruits, grains, vegetables, food products and fertilizer, and to manufacture and distribute any and all kinds of fertilizers, and to take and hold the title to any lands of any kind, improved or unimproved, including farms, orchards, lots, and to operate as owner, lessee, tenant or agent any such farms, orchards or lands. To finance or to aid and assist by loans, advances of money, credits, guarantees or to aid and assist by loans, advances of money, credits, guarantees or otherwise, any and all of the aforesaid businesses or enterprises. To hold and dispose of stocks, bonds, debentures, mortgages, deeds of trust or other obligations, the securities of any corporation formed for, or then or hereafter engaged in or pursuing any one or more of the kinds of business, operations or objects above set forth, and to deal in all kinds of farm supplies, fruits, vegetables, containers, machinery, fertilizer, implements or other property incident to or useful in any of the aforementioned businesses, operations or objects.

THIRD: The principal office of said Corporation is located at Cordova, Talbot County, Maryland.

FOURTH: The name and address of the Resident Agent in the State of Maryland, is Edwin G. Cover, whose residence is on Aurora Street in the town of Easton, Talbot County, Maryland, and whose business address is the Stewart Building in said town, County, and State, and the said Resident Agent, is a citizen of the State of Maryland, and resides entirely in Easton, Talbot County,

Maryland.

FIFTH: The capital stock of the said corporation shall be five hundred shares of preferred stock of the par value of One Hundred Dollars each, making Fifty Thousand Dollars of preferred stock, and two hundred shares of common stock of no par value. The holders of the aforesaid preferred stock are entitled to receive, when and as declared by the Board of Directors, out of the surplus or net profits of the corporation annual dividends at the rate of, but not exceeding six per centum payable in instalments on days to be fixed by the By-Laws or by a resolution of the Board of Directors when and as the same may be declared to be payable. The annual dividends on preferred stock shall be paid or declared and set aside before any dividends on the common stock shall be paid, declared and set aside, and all dividends shall be non accumulative, and this shall apply to both preferred and common stock. In the event of any liquidation, dissolution or winding up of the affairs of the corporation (whether voluntary or involuntary) the holders of the preferred stock shall be entitled to be paid in full the par amount of their shares before any amount shall be paid to the holders of the common stock, and after the payment to the holders of the preferred stock of its par value the remaining assets and funds of the corporation shall be divided among and paid to the holders of the common stock, according to their respective interests. The voting power of the stockholders of this corporation shall be exclusively vested or reposed in the holders of the common stock unless and until there shall be a failure to pay dividends on the said the said preferred stock for three successive years, in which event the holders of the preferred stock shall have the same and an equal right to vote with the holders of the common stock, and such right to vote shall continue as long as there is a failure to pay dividends upon the said preferred stock.

SIXTH: The said corporation shall not have less than five nor more than seven directors, and A.Sideny Cover, Edwin G.Cover, J.Roscoe Wheatley, Thomas C. Cover and William C.Meintzer, all being citizens of the State of Maryland, and actually residing therein, shall be directors for the first year, and shall serve until the first annual meeting of the said corporation, or until their successors are duly chosen and qualified, and the Board of Directors, by a vote of a majority of the entire board, may, at any time, increase the number of directors; provided, however, that in this manner the Board of Directors shall not be increased to more than seven members; and the Board of Directors may also, by a vote of the majority of the entire Board of Directors, fill the vacancies created by any such increase in the number of Directors, as well as all vacancies created or arising in any other manner.

SEVENTH: The management of the business, property and affairs of the said Corporation shall be vested in the Board of Directors, who shall dictate its general business policies and, subject to any provision or statute, or to the vote of the stockholders, shall determine all matters and questions pertaining to its business, affairs, and property, and shall have authority to do any and all things to perfect the organization of said Corporation, to fix and to vary the amount of assets to be reserved as working capital, to direct and determine the use and disposition of any surplus of any net profits over and above the capital stock

paid in, to determine, (subject to the limitations hereinbefore set forth, and as provided by law) whether any, and if any, what part of the surplus or net profits shall be declared in dividends, and when to be paid to its stock-holders, and from time to time to sell, assign, lease, mortgage, pledge or otherwise transfer or dispose of any or all of the property and assets of the Corporation; but no lease or sale of all the property, assets, franchises and rights of the Corporation as an entirety shall be made except after first obtaining, at a duly called meeting of stockholders, the affirmative vote of the holders of not less than two-thirds of all the issued and outstanding capital stock of said corporation; and the Board of Directors shall have power to borrow money in such sums and upon such terms and conditions and upon such security, by way of pledge or mortgage of the corporate assets, and property, or other manner of giving security, for the use of said corporation, as they may deem to be to the best interest thereof, and to exercise all the powers hereby conferred upon said corporation, or which are, or may be, conferred by the Laws of this State, the above granted powers to this Corporation and to the Board of Directors thereof, being intended in furtherance and not in limitation of the general powers conferred by law upon the Directors and the Corporation.

IN TESTIMONY WHEREOF we have hereunto set our hands this 30th day of January, in the year one thousand nine hundred and thirty-three.

Test: Edna V.Killen.

A.S.Cover.

Wm.C. Meintzer

J.Roscoe Wheatley

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 30th, day of January, A.D., 1933, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared A.Sidney Cover, William C.Meintzer and J. Roscoe Wheatley, and did severally acknowledge the foregoing Certificate of Incorporation to be their act.

WITNESS my hand and Notarial Seal.

Edna V.Killen

Notary Public.

CERTIFICATE OF INCORPORATION) of "THE CORDOVA REALTY COMPANY"

received for record February 1, 1933, at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland, February 1, 1933, as in conformity with law and ordered recorded.

A.LeRoy McCardell

Jesse D.Price

Commissioners.

Recorded in Liber 113, Folio 512, one of the Charter Records of the State Tax Commission of Maryland.

TO THE CLERK OF THE CIRCUIT COURT FOR TALBOT 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.



Albert W. Ward,
Secretary.

200 shares
Capital) common stock, Bonus tax paid \$20.00, Recording fee paid \$15.00
no par value;
500 shares preferred stock
par value \$100.00 each.

CERTIFICATE OF INCORPORATION.

ARTICLES OF AMENDMENT OF)
CERTIFICATE OF INCORPORATION)
OF
THE NORMAN POINT FARM COMPANY

Be it remembered that on this 20th day of April, A.D., 1933, at 9 o'clock A.M., the following Certificate or Instrument of writing was received to be recorded and is accordingly enrolled as follows, to wit:-

ARTICLES OF AMENDMENT OF
CERTIFICATE OF INCORPORATION OF
THE NORMAN POINT FARM COMPANY.

THIS IS TO CERTIFY that at a meeting of the Board of Directors of The Norman Point Farm Company, held on the 10th day of October, A.D., 1932, at which more than a majority of said board were present, a motion was made, duly seconded and unanimously carried that the Board of Directors of The Norman Point Farm recommend to the stockholders of the corporation that the capital stock of the corporation be increased from eleven shares of common capital stock of no par value to twelve shares of common capital stock of no par value, and that the Certificate of Incorporation of said corporation be amended to effectuate that result, and that a special meeting of the stockholders of said corporation be called for the purpose of considering such recommendation of the Board of Directors for taking such action thereon as may be deemed by them proper in the premises.

THAT pursuant to a notice of a special meeting of the stockholders sent to all the stockholders of the corporation, in pursuance of the aforementioned action of the Board of Directors, and setting forth the object of the meeting, as well as the time and place thereof, and giving the period of notice required by law in the premises, a meeting of the stockholders of The Norman Point Farm Company was held on the 22nd day of October, 1932, at which the holders of more than two thirds of the stock of the corporation outstanding and entitled to vote, were present.

THAT at said meeting the aforementioned recommendation of the Board of Directors was duly read to the stockholders and by them considered. That

Examined & returned to Wm Mason Duran, July 20, 1935.

thereupon, upon motion duly made, seconded and unanimously carried, it was resolved that the section of the Articles of Incorporation of the Norman Point Farm Company, as amended, as follows:

"6 - The capital stock of said corporation shall consist of eleven shares of common capital stock of no par value", be and the same is hereby changed to read as follows:

"6 - The capital stock of said corporation shall consist of twelve shares of common capital stock of no par value."

That at said special meeting of stockholders of the 22nd day of October, 1932, it was further resolved that a certificate be executed by the proper officers of said corporation, as is hereby done, setting forth the said amendment, of the Articles of Incorporation, and that such further action be taken in the premises by the proper officials of the corporation as may be requisite to render the said amendment effective.

IN WITNESS WHEREOF, the President and the Secretary of the said The Norman Point Farm Company have affixed their signatures hereto this 20th day of January, 1933, and have caused to be affixed hereto the corporate seal of said corporation, and certify that the foregoing resolution were passed, as above set forth, and the said President and Secretary of said corporation have further acknowledged this Certificate of Amendment for and on behalf of said corporation.

Test:

J. Roscoe Wheatley.



Thos. C. Cover, Pres.

President of The Norman Point Farm Company.

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY that on this 20th, day of January, A.D., 1933, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared Thomas C. Cover, President of The Norman Point Farm Company, and on behalf of the said corporation, acknowledged the foregoing Articles of Amendment of Incorporation to be the corporate act and deed of said corporation.

WITNESS my hand and Notarial Seal.



Edna V. Killen

Notary Public.

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 24th, day of January, A.D., 1933, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County, personally appeared J. Roscoe Wheatley and made oath in due form of law that he was the Secretary of the meeting of the stockholders of The Norman Point Farm Company, a body corporate, at which the amendment of the charter of said corporation set forth in said Articles of Amendment was adopted, 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 day and year last above

written.



Edna V. Killen

Notary Public.

ARTICLES OF AMENDMENT) OF "THE NORMAN POINT FARM COMPANY".

Received for record January 25, 1933, at 10:00 o'clock A.M., and approved by the State Tax Commission of Maryland, January 25, 1933, as in conformity with law and ordered recorded.

A. LeRoy McCardell

Jesse D. Price

Commissioners.

Recorded in Liber 113, Folio 434, one of the Charter Records of the State Tax Commission of Maryland.

TO THE CLERK OF THE CIRCUIT COURT FOR TALBOT 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.

Albert W. Ward

Secretary.

INCREASE OF CAPITAL) 1 share \$no par value, Bonus tax paid \$20.00, Recording fee paid \$10.00.



ARTICLES OF REVIVAL OF CHARTER.

ARTICLES OF REVIVAL OF CHARTER)
OF
DEL-MAR-VA NASH MOTORS COMPANY)
INCORPORATED.)

Be it remembered that on this 20th, day of April, A.D., 1933, at 9 o'clock A.M., the following Articles of Revival of Charter, or Instrument of writing was received to be recorded and is accordingly enrolled as

follows, to wit:-

ARTICLES OF REVIVAL OF THE CHARTER OF
DEL-MAR-VA NASH MOTORS COMPANY, INCORPORATED.

THIS IS TO CERTIFY:

FIRST: That the name of the Corporation at the time of the forfeiture of its charter for the non-payment of taxes was Del-Mar-Va Nash Motors Company, Incorporated.

SECOND: That the name by which the Corporation will hereafter be known is Del-Mar-Va Nash Motors Company, Incorporated.

THIRD: That the post office address of the place at which the principal office of the Corporation in this State will be located is Easton, Maryland, and the name of the Corporation's Resident Agent is Graham Gunby, Sr., whose post

Examined

office address is Salisbury, Maryland, Said Resident Agent is a citizen of Maryland, actually residing therein.

FOURTH: That the post office address of the place at which the principal office of the Corporation in this State will be located is in the same city and county in which its principal office was located at the time of the forfeiture of its Charter.

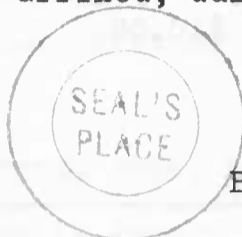
FIFTH: That the Articles of Revival are for the purpose of procuring the revival of the Charter of the Corporation which was forfeited by proclamation for the non-payment of taxes on April 10, 1928.

IN WITNESS WHEREOF, Del-Mar-Va Nash Motors Company, Incorporated has caused these presents to be signed in its name by its President, and its corporate seal hereto affixed, duly attested by its Secretary this 21st, day of January, 1933.

Attest:

Graham Gunby

Secretary thereof.



DEL-MAR-VA NASH MOTORS COMPANY, INCORPORATED.

By E. McNeal Shannahan

President.

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 21st, day of January, 1933, before me, the subscriber, a Notary Public of the State of Maryland, in and for Wicomico County, personally appeared E. McNeal Shannahan, President of Del-Mar-Va Nash Motors Company, Incorporated, and Graham Gunby, Sr., Secretary of Del-Mar-Va Nash Motors Company, Incorporated, and they each acknowledged the foregoing Articles of Revival of the Charter of said Corporation, which was forfeited by proclamation April 10, 1928, for the non-payment of taxes, to be the act and deed of said corporation; and at the same time they did each make oath in due form of law that the said E. McNeal Shannahan was President, and that the said Graham Gunby, Sr., was Secretary of the said Corporation at the time its charter was forfeited by proclamation for the non-payment of taxes, as set forth in the foregoing Articles of Revival.

AND the said E. McNeal Shannahan, President as aforesaid, and Graham Gunby, Sr., Secretary as aforesaid, further make oath in due form of law that the matters and facts set forth in the foregoing Articles of Revival of the Charter of the said Corporation are true to the best of their knowledge, information and belief.

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



Stella M. McGrath

Notary Public.

Articles of Revival of the Charter of "DEL-MAR-VA Nash MOTORS COMPANY, INCORPORATED", received for record January 26, 1933, at 10:00 o'clock A.M., and approved by the State Tax Commission of Maryland, January 26, 1933, as in conformity with law and ordered recorded.

A. LeRoy McCardell

Jesse D. Price, Commissioners.

Recorded in Liber 113, Folio 443, one of the Charter Records of the State Tax Commission of Maryland.

TO THE CLERK OF THE CIRCUIT COURT FOR TALBOT 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.

Albert W. Ward

Secretary.



Revival Fee Paid - \$25.00. Recording Fee Paid - \$10.00.

ARTICLES OF AMENDMENT.

FIRST AMENDMENT TO ARTICLES OF)
AMENDMENT TO THE ARTICLES OF)
INCORPORATION ,)
OF)
ST. MICHAELS BANK, ST. MICHAELS,)
MARYLAND.)

Be it remembered that on this 2nd, day of June, A.D., 1933, at 4:30 o'clock P.M., the following Instrument of writing was received to be recorded and is accordingly enrolled, as follows, to wit:-

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF

ST. MICHAELS BANK, ST. MICHAELS, MD.,

THIS IS TO CERTIFY, that at a meeting of the Board of Directors of the the St. Michaels Bank, St. Michaels, Maryland, held on the 29th, day of May, 1933, at which more than two-thirds of the members of said Board were present, a motion was duly made, seconded and unanimously carried, that the Board of Directors of St. Michaels Bank, St. Michaels, Maryland, made the following recommendations to the stockholders of the corporation:

1 - That the par value of the shares of stock now outstanding be reduced from Twenty-five (\$25.00) Dollars per share to Ten (\$10.00) Dollars per share. That the total amount of the capital stock of the corporation now outstanding be reduced from Twenty Thousand (\$20,000.00) Dollars, divided into eight hundred (800) shares of the par value of Twenty-five (\$25.00) Dollars each, to Eight Thousand (\$8,000.00) Dollars, divided into eight hundred (800) shares of the par value of Ten (\$10.00) Dollars each, and that one share of the capital stock of the par value of Ten (\$10.00) Dollars each be exchanged for each old share of the capital stock now outstanding of the par value of Twenty-five (\$25.00) Dollars each.

AND it was further recommended that a special meeting of the stockholders of the corporation be called for the purpose of considering such recommendations of the Board, and taking such action thereon as may be deemed by them proper in the

Examined, & delivered to N. Mason Helms, Atty 7/5/33

premises.

That pursuant to a notice of a special meeting of the stockholders sent to all of the stockholders of the corporation in pursuance of the aforementioned action, of the Board of Directors and setting forth the object of the meeting, as well as the time and place thereof, and giving the period of notice required by the law in the premises, a meeting of the stockholders of the St. Michaels Bank, St. Michaels, Maryland, was duly held on the 29th, day of May, 1933, at which the holders of more than two-thirds of the stock of the corporation outstanding and entitled to vote were present; that at said meeting the aforementioned recommendations of the Board of Directors were duly read to the stockholders, and by them considered, that thereupon, upon motion duly made, seconded and unanimously carried, it was received that the section of the Articles of Incorporation of the St. Michaels Bank, St. Michaels, Maryland, as follows:

"SECTION FOUR. The total amount of the capital stock of said bank is Twenty Thousand (\$20,000.00) Dollars, divided into eight hundred (800) shares of the par value of Twenty Five (\$25.00) Dollars each".

be and the same is hereby changed to read as follows:

"SECTION FOUR. The total amount of the capital stock of said bank is Eight Thousand (\$8,000.00) Dollars, divided into eight hundred (800) shares of the par value of Ten (\$10.00) Dollars each".

and further, that one (1) share of the capital stock of the par value of Ten (\$10.00) Dollars each shall be exchanged for each old share of the capital stock of the par value of Twenty-five (\$25.00) Dollars each now outstanding.

At the said meeting of the stockholders of the St. MICHAELS BANK, ST. MICHAELS, MARYLAND, it was further resolved that a certificate be executed by the proper officers of the corporation, as is hereby done, setting forth said amendment of the Articles of Incorporation and that such further action be taken in the premises by the proper officers of the corporation as may be requisite to render the said amendments effectual.

IN WITNESS WHEREOF, the President and Cashier of the said bank have hereunto affixed their signatures this 29th day of May, 1933, and certify that the foregoing resolutions were passed as above set forth and the said President and Cashier have further acknowledged this Certificate of Amendment for and on behalf of the said corporation.

L. Vernon Johnson

President of the St. Michaels Bank,
St. Michaels, Maryland.

W. D. J. Morris,

Cashier of the St. Michaels Bank,
St. Michaels, Maryland.

STATE OF MARYLAND, COUNTY OF TALBOT TO WIT:

I HEREBY CERTIFY, that on this 29th, day of May, 1933, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County, personally appeared L.Vernon Johnson, President of the St.Michaels Bank, St.Michaels Maryland, and W.D.J.Morris, Cashier of said bank, and on behalf of the said St.Michaels Bank, St.Michaels, Maryland, each acknowledged the foregoing Certificate of Amendments as the act and deed of said corporation.

WITNESS my hand and Notarial Seal.

George A.Seymour, Jr.

Notary Public.



CERTIFICATE OF APPROVAL OF THE BANK COMMISSIONER.

I DO HEREBY APPROVE THE FOREGOING CERTIFICATE of Amendment to the Articles of Incorporation of the ST.MICHAELS BANK, ST.MICHAELS, MARYLAND.

AS WITNESS my hand this 31st day of May, 1933.

John J.Ghingher

Bank Commissioner of the State of Maryland.

I, William H.Adkins, one of the Judges of the Circuit Court for Talbot County, do hereby certify that the foregoing Certificate of Amendment has been submitted to me for examination, and I do further certify that the said Certificate is framed in conformity with the laws.

June 1, 1933.

Wm. H.Adkins

Judge.

ARTICLES OF AMENDMENT.

ARTICLES OF AMENDMENT TO THE)
ARTICLES OF INCORPORATION,)
OF)
ST.MICHAELS BANK, ST. MICHAELS)
MARYLAND.)

Be it remembered that on this 2nd, day of June, A.D., 1933, at 4:30 o'clock, P.M., the following Instrument of writing was received to be recorded and is accordingly enrolled as follows, to wit:-

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF THE ST.MICHAELS BANK, ST.MICHAELS, MD.

THIS IS TO CERTIFY, that at a meeting of the Board of Directors of the ST.MICHAELS BANK, ST.MICHAELS, MARYLAND, held on the 29th day of May, 1933, at which more than two-thirds of the members of said Board were present, a motion was duly made, seconded and unanimously carried, that the Board of Directors of St. Michaels Bank, St.Michaels, Maryland, made the following recommendations to the stockholders of the corporation:

Examined, & delivered to Wm. Mason Shehaw, atty 7/5/33

1.- That the capital stock of the corporation be increased from Eight Thousand (\$8,000.00) Dollars, divided into eight hundred (800) shares of the par value of Ten (\$10.00) Dollars, each, to Twenty-Five Thousand (\$25,000.00) Dollars, divided into twenty-five hundred (2,500) shares of the par value of Ten (\$10.00) Dollars each.

AND it was further recommended that a special meeting of the stockholders of the corporation be called for the purpose of considering such recommendations of the Board, and taking such action thereon as may be deemed by them proper in the premises.

THAT pursuant to a notice of a special meeting of the stockholders sent to all of the stockholders of the corporation in pursuance of the aforementioned action of the Board of Directors and setting forth the object of the meeting, as well as the time and place thereof, and giving the period of notice required by law in the premises, a meeting of the stockholders of the St. Michaels Bank, St. Michaels, Maryland, was duly held on the 29th day of May, 1933, at which the holders of more than two-thirds of the stock of the corporation outstanding and entitled to vote were present; that at said meeting the aforementioned recommendations of the Board of Directors were duly read to the stockholders, and by them considered; that thereupon, upon motion duly made, seconded and unanimously carried, it was resolved that the section of the Articles of Incorporation of the St. Michaels Bank, St. Michaels, Maryland, as follows:

"SECTION FOUR. The total amount of the capital stock of said bank is Eight Thousand (\$8,000.00) Dollars, divided into eight hundred (800) shares of the par value of Ten (\$10.00) Dollars each".

be and the same is hereby changed to read as follows:

"SECTION FOUR. The total amount of the capital stock of said bank is Twenty-Five Thousand (\$25,000.00) Dollars, divided in to Twenty-five hundred (2,500) shares of the par value of Ten (\$10.00) Dollars each".

The price to be paid for the new stock is Ten (\$10.00) Dollars per share.

At the said meeting of the stockholders of the St. Michaels Bank, St. Michaels, Maryland, it was further resolved that a certificate be executed by the proper officers of the corporation, as is hereby done, setting forth said amendment to the Articles of Incorporation and that such further action be taken in the premises by the proper officers of the corporation as may be requisite to render the said amendments effectual.

IN WITNESS WHEREOF, the President and Cashier of the said bank have hereunto affixed their signatures this 29th, day of Mat, 1933, and certify that the foregoing resolutions were passed as above set forth and the said President and Cashier have further acknowledged this Certificate of Amendment for and on behalf of the said corporation.

L. Vernon Johnson

President of the St. Michaels Bank,
St. Michaels, Maryland.

W. J. Morris
Cashier of The St. Michaels Bank
St. Michaels, Maryland

STATE OF MARYLAND, COUNTY OF TALBOT, TO WIT:

I HEREBY CERTIFY, that on this 29th, day of May, 1933, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County, personally appeared L. Vernon Johnson, President of the St. Michaels Bank, St. Michaels, Maryland, and W.D.J. Morris, Cashier of said bank, and on behalf of the said St. Michaels Bank, St. Michaels, Maryland, each acknowledged the foregoing Certificate of Amendment as the act and deed of said corporation.

WITNESS my hand and Notarial Seal.

George A. Seymour, Jr.,
Notary Public.



CERTIFICATE OF APPROVAL OF THE BANK COMMISSIONER.

I DO HEREBY APPROVE the foregoing Certificate of Amendment to the Articles of Incorporation of the ST. MICHAELS BANK, ST. MICHAELS, MARYLAND.

AS WITNESS my hand this 31st, day of May, 1933.

Joseph J. Ghingher
Bank Commissioner of the State
Of Maryland.

I, William H. Adkins, one of the Judges of the Circuit Court for Talbot County, do hereby certify that the foregoing Certificate of Amendment has been submitted to me for examination, and I do further certify that the said Certificate is framed in conformity with the law.

June 1, 1933.

Wm. H. Adkins
Judge.

ARTICLES OF AMENDMENT.

ARTICLES OF AMENDMENT)
OF THE)
ARTICLES OF INCORPORATION,)
OF)
THE TILGHMAN BANK,)
TILGHMAN, MARYLAND.)

Be it remembered that on this 12th, day of June, A.D., 1933, at 4:45 o'clock P.M., the following Instrument of writing was received to be recorded and is accordingly enrolled as follows, to wit:-

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION,

OF

THE TILGHMAN BANK, TILGHMAN, MARYLAND.

THIS IS TO CERTIFY, That at a meeting of the Board of Directors of The Tilghman Bank, Tilghman, Maryland, held on the 19th day of April, 1933, at which more than two-thirds of the members of said board were present, a notice was duly made, seconded and unanimously carried, that the Board of Directors of The Tilghman Bank, Tilghman, Maryland, made the following recommendations to the stockholders of the corporation:

(1) That the par value of the shares of stock now outstanding of this corporation be reduced from Twenty-five (\$25.00) Dollars per share to Ten (\$10.00) Dollars per share.

Examined & deemed to be correct by John C. North 12/20/33

That the total amount of the capital stock of the corporation now outstanding be reduced from Ten Thousand (\$10,000.00) Dollars, divided into four hundred (400) shares of the par value of Twenty-Five (\$25.00) Dollars each, to One Thousand (1,000.00) Dollars, divided into one hundred (100) shares of the par value of Ten (\$10.00) Dollars each, and that one share of the new capital stock of the par value of Ten (\$10.00) Dollars each be exchanged for each four (4) shares of the present capital stock now outstanding of the par value of Twenty-Five (\$25.00) Dollars each.

THAT the capital stock be increased from One Thousand (\$1,000.00) Dollars, divided into one hundred (100) shares of the par value of Ten (\$10.00) Dollars each, to Ten Thousand (\$10,000.00) Dollars, divided into one thousand (1,000) shares of the par value of Ten (\$10.00) Dollars each, and that the nine hundred (900) shares of stock of the par value of Ten (\$10.00) Dollars each shall first be offered by the corporation to the old stockholders at a price of Thirty (\$30.00) Dollars per share, Ten (\$10.00) Dollars of which shall be credited to the capital stock account, Ten (\$10.00) Dollars to the surplus account and Ten (\$10.00) Dollars to be applied towards the reduction of the estimated losses. In the event that such shares are not subscribed by the present stockholders, they shall be subscribed for by the deposition of the institution.

AND it is further recommended that a special meeting of the stockholders of the corporation be called for the purpose of considering such recommendations of the Board, and taking such action thereon as may be deemed by them proper in the premises.

THAT pursuant to a notice of a special meeting of the stockholders sent to all of the stockholders of the corporation in pursuance of the aforementioned action of the Board of Directors and setting forth the object of the meeting, as well as the time and place thereof, and giving the period of notice required by law in the premises, a meeting of the stockholders of the Tilghman Bank, Tilghman, Maryland, was duly held on the 17th, day of May, 1933, at which the holders of more than two-thirds of the stock of the corporation outstanding and entitled to vote were present; that at said meeting the aforementioned recommendations of the Board of Directors were duly read to the stockholders, and by them considered; that thereupon, upon motion duly made, seconded and unanimously carried, it was resolved that the section of the Articles of Incorporation of The Tilghman Bank, Tilghman, Maryland, as follows:

"SECTION FOUR. The total amount of the capital stock of said bank is Ten Thousand (\$10,000.00) Dollars, divided into four (400) hundred shares of the par value of Twenty-five (\$25.00) Dollars per share".

be and the same is hereby changed to read as follows:

"SECTION FOUR. That the total amount of the capital stock of said bank is Ten Thousand (\$10,000.00) Dollars, divided into one thousand (1,000.00) shares of the par value of Ten (\$10.00) Dollars per share".

Be and the same is hereby changed to read as follows:

"SECTION FOUR. That the total amount of the capital stock

of said bank is One Thousand (\$1,000.00) Dollars, divided into one hundred (100) shares of the par value of Ten (\$10.00) Dollars per share",
 be and the same is hereby changed to read as follows:

"SECTION FOUR. That the total amount of the capital stock of said bank is Ten Thousand (\$10,000.00) Dollars, divided into one thousand (1,000) shares of the par value of Ten (\$10.00) Dollars per share."
 and further, that one share of the capital stock of the par value of Ten (\$10.00) Dollars each shall be exchanged for each four shares of the old capital stock of the par value of Twenty-five (\$25.00) Dollars each now outstanding, and the nine hundred (900) shares remaining of the capital stock of the par value of Ten (\$10.00) Dollars each shall be issued by the corporation to be sold at a price of Thirty (\$30.00) Dollars per share, first to old stockholders and then to depositors, Ten (\$10.00) Dollars of which shall be credited to the capital stock account, Ten (\$10.00) Dollars to the surplus account and Ten (\$10.00) Dollars to be applied towards the reduction of the estimated losses.

AT the said meeting of the stockholders of the Tilghman Bank, Tilghman, Maryland, it was further resolved that a certificate be executed by the proper officers of the corporation, as is hereby done, setting forth said amendment of the Articles of Incorporation and that such further action be taken in the premises by the proper officers of the corporation as may be requisite to render the said amendments effectual.

IN WITNESS WHEREOF, the President and Cashier of the said bank have hereunto affixed their signatures this 17th day of May, 1933, and certify that the foregoing resolutions were passed as above set forth and the said President and Cashier have further acknowledged this Certificate of Amendment for and on behalf of the said corporation.



S. Taylor Harrison
 President, The Tilghman Bank,
 Tilghman, Maryland.

J. M. Howeth,
 Cashier, The Tilghman Bank,
 Tilghman, Maryland.

STATE OF MARYLAND, COUNTY OF TALBOT, TO WIT:

I HEREBY CERTIFY, that on this 23rd, day of May, 1933, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County, personally appeared S. Taylor Harrison, President of The Tilghman Bank, Tilghman, Maryland, and J. Mitchell Howeth, Cashier of said Bank, and on behalf of the said The Tilghman Bank, Tilghman, Maryland, each acknowledged the foregoing Certificate of Amendments as the act and deed of said corporation.

WITNESS my hand and Notarial Seal.

Harry E. Landon
 Notary Public.



CERTIFICATE OF APPROVAL OF BANK COMMISSIONER.

I DO HEREBY approve the foregoing Certificate of Amendments to the

Articles of Incorporation of The Tilghman Bank, Tilghman, Maryland.

AS WITNESS my hand this 2nd, day of June, 1933.

John J. Ghingher

Bank Commissioner of the State of Maryland.

I, William H. Adkins, one of the Judges of the Circuit Court for Talbot County do hereby certify that the foregoing Certificate has been submitted to me for examination, and I do further certify that the said Certificate is framed in condormity with the Law.

June 10, 1933.

Wm. H. Adkins
Judge.

Stock Issuance Statement,
CERTIFICATE OF INCORPORATION.

~~CERTIFICATE OF INCORPORATION,~~)
OF
THE CORDOVA REALTY COMPANY,)
INCORPORATED UNDER THE LAWS)
OF THE STATE OF MARYLAND.)

Be it remembered that on this 14th, day of June, A.D., 1933, at 9 o'clock A.M., the following Certificate or Instrument of writing was received to be recorded and is accordingly enrolled as follows, to wit;-

STOCK ISSUANCE STATEMENT .

THIS IS TO CERTIFY:

1: That the Board of Directors of The Cordova Realty Company, a body corporate, duly incorporated under the law od the State of Maryland, having its principal office at Cordova, Talbot County, Maryland, at a meeting duly convened and held on Eebruary 13th, 1933, at which all of the directors were presebt and voting, adopted the following resoltions:

BE IT RESOLVED, That the issuance of five hundred (500) fully paid and non assessable preferred shares of stock of the par value of One Hundred Dollars each of this corporation, and the issuance of Two Hundred (200 fully paid and non assessable shares of no par value of common capital stock of said corporation, be and the same is hereby authorized, the said five hundred (500) shares of preferred capital stock of this corporation and two hundred (200) shares of said common capital stock of this corporation to be issued to Edwin G. Cover, in payment of the balance of the purchase price for the following property:

ALL those two large canning plants, fertilizer factory, with the buildings and improve me ts thereon, and including certain personal property located in or about the said plants, which said canning plants and property are located near Cordova in Talbot County, Maryland, and at or near Willoughby on Queen Anne's County, Maryland, and all of which property is fully mentioned and described in a certain deed from William Mason Shehan, Assignee to the said Edwin G. Cover, dated the 18th day of July, A.D., 1933, and about to

Examined

be recorded among the Land Record Books for Talbot County, in Liber No.230, Folio _____, all of which property is subject to a mortgage of the Talbot Packing and Preserving Company, Incorporated, 1929, to the Farmers and Merchants Bank of Easton, Maryland, for the sum of \$26,500.00, dated February 3rd, 1933, and recorded in Liber No.228, Folio 75, one of the Land Record Books for Talbot County; which said mortgage the said Company assumes and agrees to pay as a part of the purchase money for the said property, and it was further resolved that this Company, through its proper officials, execute and deliver to the Farmers and Merchants Bank of Easton, Maryland, a purchase money mortgage for the sum of Eighteen Thousand Dollars, payable in six months, with interest at the rate of six per centum per annum, said interest to be paid at the end of every period of six months during the existence of this mortgage, and the proper officials of this Company are authorized to execute, acknowledge and deliver the said mortgage to the said mortgagee; and

BE IT FURTHER RESOLVED, that the said mortgage bear the same date as the deed from Edwin G. Cover and wife to this Company for the said property and be recorded simultaneously therewith, or instantly following the recording thereof; and

BE IT FURTHER RESOLVED, that in the option of the board of directors the value of said consideration is not less than Ninety Nine Thousand, Five Hundred Dollars (\$99,500.00) In arriving at this valuation the cost of the property, the reproduction of the property new, less depreciation, the going concern value, the location, the knowledge of the business by the employees who are to be retained, the knowledge of crop conditions, the fertility of the surrounding country, the marketing of the products experience, the contact with buyers and with the producers of the raw materials, and other matters have all been taken into consideration.

THAT at the time of the authorization of the issuance of the aforesaid common and preferred stock by the board of directors as aforesaid, there were no shares of stock of the corporation outstanding and entitled to be voted thereon.

BE IT FURTHER RESOLVED, that the officers of this corporation are authorized to take any and all proceedings or actions as may be necessary or proper to carry these resolutions and each of them into effect.

IN TESTIMONY WHEREOF, The Cordova Realty Company, a body corporate, has caused these presents to be signed in its name and on its behalf by Edwin G. Cover, its President, and its corporate seal to be hereunto affixed and attested by William C. Meintzer, its Secretary, on this 18th day of February, A.D., 1933.

Attest:

Wm. C. Meintzer
Secretary.



THE CORDOVA REALTY COMPANY

By Edwin G. Cover
President.

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 18th, day of February, A.D., 1933, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared Edwin G. Cover, President of The Cordova Realty Company, a body corporate duly incorporated under the laws of the State

of Maryland, and in the name and on behalf of the corporation acknowledged the foregoing statement to be the corporate act of said corporation; and at the same time personally appeared William G. Meintzer and made oath in due form of law that he was Secretary of the meeting of the Board of Directors of the corporation in which the issuance of stock herein mentioned was authorized, and that the matters and facts set forth in said statement are true to the best of his knowledge, information and belief.

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



Edna V. Killen
Notary Public.

STOCK ISSUANCE STATEMENT) OF " THE CORDOVA REALTY COMPANY",

received for record March 20, 1933, at 1:40 o'clock PM., and approved by the State Tax Commission of Maryland, March 20, 1933, as in conformity with law and ordered recorded.

Jesse D. Price
A. LeRoy McCardell
Commissioners.

Recorded in Liber 114, Folio 513, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the CIRCUIT COURT FOR TALBOT 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.



Albert W. Ward
Secretary.

Recording fee paid \$5.00.

CERTIFICATE OF INCORPORATION.

CERTIFICATE OF INCORPORATION ✓
OF
THE BLUE CHANNEL CORPORATION ✓

Be it remembered that on this 25th, day of July, A.D., 1933, at 9 o'clock A.M., the following Certificate of Incorporation or Instrument of writing was received to be

recorded and is accordingly enrolled as follows, to wit:-

THIS IS TO CERTIFY: FIRST: That we, the subscribers, Churchill Rodgers, whose Post Office address is No. 15 Broad Street, Borough of Manhattan, City and State of New York, Edwin V. Huggins, whose Post Office address is No. 15 Broad Street, Borough of Manhattan, City and State of New York, and Thomas C. Clark, whose Post

Examined

Filed to Clerk of Circuit Court Talbot Co. Md. 7/10/33

Office Address is No. 15 Broad Street, Borough of Manhattan, City and State of New York, all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the Corporation is THE BLUE CHANNEL CORPORATION.

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

1. To manufacture, produce, buy, sell, import, export, distribute and generally deal in food and fish products of all classes and descriptions;

2. To acquire, by purchase or otherwise, erect, construct, make, improve, and operate, or aid in or subscribe towards, the erection, construction, making, improvement and operation of, factories, canneries, packing houses, cereal mills, laboratories, store-houses, buildings, ice-houses, refrigerator and storage cars and other rolling stock, machinery, docks, piers, wharves, jetties, steamers, steam-boats, fishing boats, tugs, and works of all kinds in so far as the same may appertain to, or be useful in, the conducts of the business of the Corporation as hereinabove specified;

3. To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of the Corporation with any person, firm, corporation, private, public or municipal, body politic, any state, territory or municipality of the United States or any foreign government, colony or body politic.

4. To acquire by purchase, subscription or otherwise, hold, mortgage, pledge, sell, assign, transfer, exchange or otherwise dispose of shares of the capital of, or voting trust certificates for shares of the capital stock of, or any bonds or other securities, evidences of indebtedness or obligations created by, any other corporation or corporations organized under the laws of the State of Maryland or of any other state, or of any country, nation or government, and to pay therefor, in whole or in part, with cash or other property or with shares of the capital stock, bonds or other obligations of the Corporation, and, while the owner or holder of any such shares of the capital stock, or voting trust certificates for shares of the capital stock, or bonds or other securities or evidences of indebtedness or obligations of any such other corporation or corporations, to possess and exercise in respect thereof all the rights, powers and privileges of ownership, including the right to vote thereon and to consent in respect thereof for any and all purposes.

5. To adopt, apply for, obtain, register, purchase, lease or otherwise, acquire, and to maintain, protect, hold, use, own, exercise, develop, operate and introduce, and to sell, grant licenses or other rights in respect of, assign or other dispose of or turn to account any trade marks, trade-names, patents, patent-rights, copyrights and distinctive marks and rights analogous thereto, and inventions, improvements, processes, formulas and the like, including such thereof as may be covered by, used in connection with, or secured or received under, Letters Patent of the United States of America or elsewhere, or otherwise, which may be deemed capable of use in connection with the business of the Corporation, and to acquire,

use, exercise or otherwise turn to account licenses in respect of any such trade-marks, trade-names, patents, patent-rights, copyrights, inventions, improvements, processes, formulas, and the like.

6. To acquire all or any part of the good will, rights, assets and business of any person, firm, association or corporation heretofore or hereafter engaged in any business similar to the business of the Corporation, and to hold, utilize and in any manner dispose of, the whole or any part of the rights and assets so acquired, and to conduct in any lawful manner the whole or any part of the business thus acquired.

7. To purchase, lease as lessee, take in exchange or otherwise acquire and to own, hold, develop, operate, sell, assign, transfer, convey, exchange, lease as lessor, mortgage, pledge or otherwise dispose of and encumber, real and personal property of every class and description, and rights and privileges, therein, in the State of Maryland, and in any or all other states, territories, districts, possessions, colonies and dependencies of the United States of America and in any or all foreign countries, which may be suitable or convenient in connection with the business of the Corporation.

8. To borrow or raise moneys for any of the purposes of the Corporation without limit as to amount, and, from time to time, to issue bonds, debentures, notes or other obligations, secured or unsecured, of the Corporation for moneys so borrowed, or in payment for property acquired, or for any of the other objects or purposes of the Corporation or in connection with its business; to secure such bonds, debentures, notes and other obligations by mortgage or mortgages, or deed or deeds of trust, or pledge or other lien upon any or all of the property, rights, privileges or franchises of the Corporation, wheresoever situated, acquired or to be acquired, and to pledge, sell or otherwise dispose of any or all of such bonds, debentures, notes and other obligations of the Corporation for its corporate purposes.

9. To aid by loan, guaranty, subsidy or in any other manner whatsoever, in so far as may be permitted by law, any corporation or corporations, organized under the laws of the State of Maryland or of any other state, or of any country, nation or government, any shares of the capital stock, or voting trust certificates for shares of the capital stock, or bonds or other securities or evidences of indebtedness or obligations of which shall be held by or for the Corporation, or in which, or in the welfare of which, the Corporation shall have any interest, and to do any acts or things designed to protect, preserve, improve or enhance the value of any such shares, voting trust certificates, bonds or other securities or evidences of indebtedness or obligations, and to do any and all acts designed to accomplish any such purpose.

10. To join and become a party to, and to participate in, any plan or agreement for the reorganization of, or the readjustment of the capital structure of, or for the composition of the creditors of, any other corporation, shares of the capital stock of which, or voting trust certificates for the shares of the capital stock of which, or bonds or other securities or evidences of indebtedness or obligations created by which, the Corporation may own, hold or be

possessed of, or entitled to a beneficial interest in, and to possess, exercise and enjoy any and all rights, powers and privileges, for any purpose under the terms of such plan or agreement, to the same extent that an individual would be entitled to do.

11. To guarantee the payments of dividends upon, or any sinking fund payments in respect of, any shares of the capital stock, or the payment of the principal of, or interest on, or sinking fund payments in respect of, any bonds or other securities or evidences of indebtedness, or the performance of any contract, of any other corporation or corporations in so far, as, and to the extent that, a guaranty in respect thereof by the Corporation may be permitted by law.

12. In connection with the purchase, lease or other acquisition by the Corporation of any property of whatsoever nature, to pay therefor in cash or property or to issue in exchange therefor shares of the capital stock, bonds, or other securities or evidences of indebtedness of the Corporation, and to assume in connection with any such acquisition any liabilities of any person, firm, association or corporation.

13. To carry out all or any part of the foregoing objects and purposes as principal, agent, contractor or otherwise, either alone or in conjunction with any person, firm, association or other corporation, and in any part of the world; and in carrying on its business and for the purpose of attaining or furthering any of its objects or purposes, to make and perform such contracts of any kind and description, to do such acts and things, and to exercise any and all such powers, as a natural person could lawfully make, perform, do or exercise, provided that the same be not inconsistent with the laws of the State of Maryland.

14. To conduct its business in all or any of its branches in the State of Maryland and in any or all other states, territories, possessions, colonies and dependencies of the United States of America, and in the District of Columbia, and in any or all foreign countries and to have one or more offices within and outside the State of Maryland.

15. To do any and all things necessary, suitable, convenient or proper for, or in connection with, or incidental to, the accomplishment of any of the purposes or attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of the Corporation, or to enhance the value of any of its properties; and in general to do any and all things and exercise any and all powers which it may now or hereafter be lawful for the Corporation to do or to exercise under the laws of the State of Maryland that may now or hereafter be applicable to the Corporation.

16. The business or purpose of the Corporation is, from time to time and at any time, to do one or more of the acts and things herein set forth, and to have all the powers, rights and privileges now or hereafter conferred by the by-laws of the State of Maryland upon corporations organized under the general laws of Maryland authorizing the formation of corporations, provided, however, that nothing herein contained shall be deemed to authorize the Corporation to construct, hold, maintain or operate within the State of Maryland, urban railroads, or inter-urban or street railways or telephone lines, or to carry on within said State the

business of a gas, electric, steam, heat or power company, or to carry on within said State any public utility business.

17. The objects specified herein shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause or paragraph of the this Certificate. The objects, purposes and powers specified in each of the clauses or paragraphs in this Certificate shall be regarded as independent objects, purposes or powers.

The foregoing shall be construed both as objects and powers, and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred on this Corporation by the laws of the State of Maryland.

Fourth: The post-office address of the place at which the principal office of the Corporation in the State of Maryland will be located is Saint Michaels, Maryland.

The name of the Corporation's resident agent, who is authorized to act as such, is Sterling G.Harris, and his post-office address is Saint Michaels, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total amount of authorized capital of the Corporation is one hundred (100) shares of Common Stock without par value.

SIXTH: The number of firectors of the Corporation shall be three (3), and the names of those who shall act as such until the first annual meeting or until their successors are duly chosen and qualified are as follows: Churchill Rodgers, Sterling G.Harris and Thomas C.Clark. The number of directors may be changed in such lawful manner as the by-laws may from time to time provide.

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. Subject to such limitations and restrictions as may be set forth in the by-laws of the Corporation, the Board of Directors of the Corporation is hereby empowered to authorize the issue from time to time of all or any part of the total authorized number of shares of the Common stock for such consideration as the Board of Directors may from time to time deem advisable.

2. The Board of Directors may determine by resolution prior to the issue of any shares of the Common Stock of the Corporation that only a part of the consideration or of the value thereof to be received for such shares shall be contributed as capital and that the excess shall be surplus; and, on payment for such shares, the part of such consideration or of the value thereof so contributed as capital shall be capital and the excess shall be surplus. Against any such surplus there may be charged any losses at any time incurred by the Corporation, and also any dividends or other distribution made to the holders of its stock. The capital of the corporation may be increased and its surplus decreased from time to time ny resolution of the Board of Directors transferring the whole or any part of the surplus to the capital account.

3. The by-laws of the Corporation may fix the number of directors

at a number greater or less than that named in this certificate of incorporation, provided that in no case shall the number of directors be less than three, and may authorize the Board of Directors, by the vote of a majority of the entire Board of Directors, to increase the number of directors fixed by this certificate of incorporation or by the by-laws within a limit specified in the by-laws, and to fill the vacancies created by any such increase in the number of directors. Unless otherwise provided by the by-laws of the Corporation, the directors of ^{the} Corporation need not be stockholders therein.

4. The Board of Directors shall have power, if authorized by the by-laws, to designate by resolution or resolutions adopted by a majority of the whole Board of Directors, one or more committees, each committee to consist of two or more of the directors of the Corporation, which, to the extent provided in said resolutions or in the by-laws of the Corporation and permitted by the laws of Maryland, shall have and may exercise any or all of the powers of the Board of Directors in the management of the business and affairs of the Corporation, and may have power to authorize the seal of the Corporation to be affixed to all papers which may require it.

5. The Board of Directors shall, subject to the laws of Maryland, have power to determine from time to time whether and to what extent and at what times AND places and under what conditions and regulations any accounts and books of the Corporation, or any of them, shall be open to the inspection of the stock-holders; and no stockholder shall have any right to inspect any account or book or document of the Corporation; except as conferred by the laws of Maryland, unless and until authorized so to do by resolution of the Board of Directors, or of the stockholders.

6. Any director, or any officer elected or appointed by the Board of Directors or by any committee of said Board or by the stockholders or otherwise, may be removed at any time, with or without cause, in such lawful manner as may be provided in the by-laws of the Corporation.

7. If the by-laws so provided, the Board of Directors of the Corporation shall have power to hold their meetings, to have an office or offices and, subject to the provisions of the laws of Maryland, to keep the books of the Corporation, outside of said State at such places as may from time to time be designated by them.

8. The Board of Directors shall have power to borrow or raise money, from time to time and without limit, and upon any terms, for any corporate purposes; and, subject to the laws of Maryland, to authorize the creation, issue, assumption or guaranty of bonds, notes or other evidences of indebtedness for moneys so borrowed, to include therein such provisions as to redeemability, convertibility or otherwise, as the Board of Directors, in its sole discretion, may determine and to secure the payment of principal, interest or sinking fund in respect thereof by mortgage upon, or the pledge of, or the conveyance or assignment in trust of, the whole or any part of the properties, assets and good will of the Corporation then owned or thereafter acquired.

9. In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the Board of Directors may exercise all such

powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the express provisions of the laws of Maryland, of this certificate of incorporation, and of the by-laws of the Corporation.

10. Shares of stock, in other corporations shall be voted by such officer or officers of the Corporation as the Board of Directors shall designate for that purpose, or by a proxy or proxies thereunto duly authorized by the Board of Directors, except as otherwise ordered by vote of the holders of a majority of the shares of the capital stock of the Corporation outstanding and entitled to vote in respect thereto.

11. Any director individually, or any firm of which any director may be a member, or any corporation of which any director may be an officer, director or holder of any amount of its capital stock, 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. Any director of the Corporation who is also a director or officer or holder of any amount of the capital stock of such other corporation 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 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, with like force and effect as if he were not such director or officer or holder of the capital stock of such other corporation or not so interested or a member of a firm so interested.

12. Any contract, transaction or act of the Corporation or of the directors which shall be ratified by a majority in interest of the stockholders present and entitled to vote at any annual meeting or at any special meeting called for such purposes, a quorum being present, shall so far as permitted by law be as valid and as binding as though ratified by every stockholder of the Corporation.

13. No holder of the common stock shall, as such holder, have any right to purchase or subscribe for any shares of the capital stock of the Corporation of any class or any warrant or warrants, or other instrument or instruments, that shall confer upon the holder or holders thereof the right to subscribe for or to purchase or receive from the Corporation any shares of the capital stock of the Corporation of any class, which it may issue or sell (whether out of the number of shares authorized by this certificate of incorporation, or by any amendment hereto, or out of any shares of the capital stock of the Corporation acquired by it after the issue thereof), or any right to purchase or subscribe for any obligation which the Corporation may issue or sell that shall be convertible into, or exchangeable, for, any shares of the capital stock of the Corporation of any class, or to which shall be attached or appertain any

warrant or warrants or other instrument or instruments that shall confer upon the holder or holders of such obligation the right to subscribe for, or to purchase or receive from, the Corporation any shares of its capital stock of any class, other than such right, if any, as the Board of Directors in its discretion, may determine.

EIGHTH: From time to time any of the provisions of the certificate of incorporation may be amended, altered or repealed, and other provisions authorized by the statutes of the State of Maryland at the time in force may be added or inserted in the manner at the time prescribed by said statutes, and all rights at any conferred upon the stockholders of the Corporation by its certificate of incorporation are granted subject to the provisions of this Article Eighth.

IN WITNESS WHEREOF we have signed this certificate of incorporation on this 10th day of May, 1933.

Witness: Hugo Riemer	as to	Churchill Rodgers
Hugo Riemer	as to	Edwin V. Huggins
Hugo Riemer	as to	Thomas C. Clark

STATE OF NEW YORK, COUNTY OF NEW YORK, SS:

I HEREBY CERTIFY, that on May 10, 1933, before me the subscriber, a Notary public of the State of New York, in and for the county of New York, personally appeared Churchill Rodgers, Edwin V. Huggins and Thomas C. Clark and severally acknowledged the foregoing Certificate of Incorporation to be their act.

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



Hugo Riemer
 Notary Public, New York County,
 N.Y.Co.Clerk's No 446, Reg.No.4R628
 Kings Co.Clerk's No.234, Reg.No.4406
 Bronx Co.Clerk's No.59, Reg.No.202R34
 Queens Co.Clerk's No. 1112, Reg.No.
 3988

Certificates also filed in
 Rockland and Westchester Counties
 Commission expires March 30, 1934.

CERTIFICATE OF INCORPORATION) of "THE BLUE CHANNEL CORPORATION"

received for record May 11, 1933, at 9:15 o'clock A.M., and approved by the State Tax Commission of Maryland May 11, 1933, as in conformity with law and ordered recorded.

Jesse D. Price
 A.L. Roy McCardell
 Commissioners.

Recorded in Liber 115, Folio 592, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the CIRCUIT COURT FOR TALBOT 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.

Albert W. Ward

Secretary.

Capital) 100 shares
) \$common stock, Bonus tax paid \$20.00, Recording fee paid \$10.00
) no par value.

ARTICLES OF AMENDMENT.

ARTICLES OF FIRST AMENDMENT TO)
THE ARTICLES OF INCORPORATION)
) OF THE
FARMERS AND MERCHANTS BANK OF)
EASTON, MARYLAND.)

Be it remembered that on this 25th, day of July, A.D., 1933, at 2:30 o'clock P.M., the following Instrument of writing was received to be recorded and is accordingly enrolled as follows, to wit:-

ARTICLES OF FIRST AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF THE
FARMERS AND MERCHANTS BANK OF EASTON,
MARYLAND.

THIS IS TO CERTIFY, that at a meeting of the Board of Directors of the Farmers and Merchants Bank of Easton, Maryland, held on the sixteenth day of May, 1933, at which more then two-thirds of the members of said Board were present, a motion was duly made, seconded and unanimously carried, that the Board of Directors of the FARMERS AND MERCHANTS BANK OF EASTON, MARYLAND, made the following recommendations to the stockholders of the corporation:

1. That the par value of the shares of stock now outstanding be reduced from Fifty (\$50.00) Dollars per share to Ten (\$10.00) Dollars per share. That the total amount of the capital stock of the corporation now outstanding be reduced from One Hundred Thousand (\$100,000.00) Dollars, divided into two thousand (2,000) shares of the par value of Fifty (\$50.00) Dollars each, to Twenty Thousand (\$20,000.00) Dollars, divided into two thousand (2000) shares of the par value of Ten (\$10.00) Dollars each, and that one share of the capital stock of the par value of Ten (\$10.00) Dollars each be exchanged for each old share of the capital stock now/standing of the par value of Fifty (\$50.00) Dollars each.

AND it was further recommended that a special meeting of the stockholders of the corporation be called for the purpose of considering such recommendations of the Board, and taking such action thereon as may be deemed by them proper in the premises.

That pursuant to a notice of a special meeting of the stock-

Examined & Mailed Farmers & Merchants Bank Aug. 17, 1933.

holders sent to all of the stockholders of the corporation in pursuance of the aforementioned action of the Board of Directors and setting forth the object of the meeting, as well as the time and place thereof, and giving the period of notice required by law in the premises, a meeting of the stockholders of the Farmers and Merchants Bank of Easton, Maryland, was duly held on the 16th, day of May, 1933, at which the holders of more than two-thirds of the stock of the corporation outstanding and entitled to vote were present; that at said meeting the aforementioned recommendations of the Board of Directors were duly read to the stockholders, and by them considered; that thereupon, upon motion duly made, seconded and unanimously carried, it was resolved that the section of the Articles of Incorporation of the Farmers and Merchants Bank of Easton, Maryland, as follows:

SECTION FIVE. The total amount of the capital stock of said bank is One Hundred Thousand (\$100,000.00) Dollars divided into two thousand (2000) shares of the par value of Fifty (\$50.00) Dollars each."

be and the same is hereby changed to read as follows:

SECTION FIVE: The total amount of the capital stock of said bank is Twenty Thousand (\$20,000.00) Dollars, divided into two thousand (2000) shares of the par value of Ten (\$10.00) Dollars each".

and further, that one (1) share of the capital stock of the par value of Ten (\$10.00) Dollars each shall be exchanged for each old share of the capital stock of the par value of Fifty (\$50.00) Dollars each now outstanding".

At the said meeting of the stockholders of the Farmers and Merchants Bank of Easton, Maryland, it was further resolved that a certificate be executed by the proper officers of the corporation, as is hereby done, setting forth said amendment of the Articles of Incorporation and that such further action be taken in the premises by the proper officers of the corporation as may be requisite to render the said amendments effectual.

IN WITNESS WHEREOF, the President and Cashier of the said bank have hereunto affixed their signatures this 20th, day of July, 1933, and certify that the foregoing resolutions were passed as above set forth and the said President and Cashier have further acknowledged this Certificate of Amendment for and on behalf of the said corporation.



T. Hughlett Henry

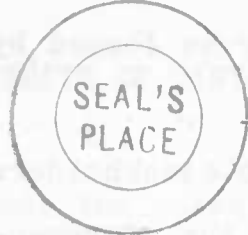
President of the Farmers and
Merchants Bank of Easton, Maryland.

P. K. Wright

Cashier of the Farmers and Merchants
Bank of Easton, Maryland.

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 20th, day of July, 1933, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County, aforesaid, personally appeared T. Hughlett Henry, President of the Farmers and Merchants Bank of Easton, Maryland, and P. K. Wright, Cashier of said Bank, and on behalf of the said Farmers and Merchants Bank of Easton, Maryland, each acknowledged the foregoing Certificate of Amendments as the act and deed of said corporation.



WITNESS my hand and Notarial Seal.

Edna V. Killen
Notary Public.

CERTIFICATE OF THE APPROVAL OF THE BANK COMMISSIONER.

I DO HEREBY APPROVE the foregoing Certificate of Amendment to the Articles of Incorporation of the Farmers and Merchants Bank of Easton, Maryland.

AS WITNESS my hand this 24th, day of July, 1933.

John J. Ghingher
Bank Commissioner of the State of Maryland.

I, William H. Adkins, one of the Judges of the Circuit Court for Talbot County, do hereby certify that the foregoing Certificate of Amendment has been submitted to me for examination, and I do further certify that the said Certificate is framed in conformity with the law.

July 25, 1933. Wm. H. Adkins
Judge.

ARTICLES OF AMENDMENT.

ARTICLES OF SECOND AMENDMENT)
TO THE ARTICLES OF INCORPORATION,)
OF THE)
FARMERS AND MERCHANTS BANK)
OF EASTON, MARYLAND.)

Be it remembered that on this 25th, day of July, A.D., 1933, at 2:30 o'clock P.M., the following Instrument of writing was received to be recorded and is accordingly enrolled as follows

to wit:-
ARTICLES OF SECOND AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF THE

FARMERS AND MERCHANTS BANK OF EASTON, MARYLAND.

THIS IS TO CERTIFY, that at a meeting of the Board of Directors of the Farmers and Merchants Bank of Easton, Maryland, held on the fifth day of July, 1933, at which more than two-thirds of the members of the Board were present, a motion was duly made, seconded and unanimously carried, that the Board of Directors of the Farmers and Merchants Bank of Easton, Maryland, made the following recommendations to the Stockholders of the corporation.

- 1. That the capital stock of the corporation be increased from Twenty Thousand (\$20,000.00) Dollars, divided into two thousand (2000) shares of the par value of Ten (\$10.00) Dollars each, to Sixty Thousand (\$60,000.00) Dollars, divided into six Thousand (6,000) shares of the par value of Ten Dollars (\$10.00) each.

And it was further recommended that a special meeting of the stockholders of the corporation be called for the purpose of considering such

Examined & approved Farmers & Merchants Bank, Aug. 17, 1933

recommendations of the Board, and taking such action thereon as may be deemed by them to be proper in the premises.

That pursuant to a notice of a special meeting of the stockholders sent to all of the stockholders of the corporation in pursuance of the aforementioned action of the Board of Directors and setting forth the object of the meeting, as well as the time and place thereof, and giving the period of notice required by law in the premises, a meeting of the stockholders of the Farmers and Merchants Bank of Easton, Maryland was duly held on the 19th day of July, 1933, at which the holders of more than two-thirds of the stock of the corporation outstanding and entitled to vote were present; that at said meeting the aforementioned recommendations of the Board of Directors were duly read to the stockholders, and by them considered; that thereupon, upon motion duly made, seconded and unanimously carried, it was resolved that the section of the Articles of Incorporation of the Farmers and Merchants Bank of Easton, Maryland, as follows:

"SECTION FIVE. The total amount of the capital stock of said Bank is Twenty Thousand (\$20,000.00) Dollars, divided into two thousand (2000) shares of the par value of Ten (\$10.00) Dollars each".

and further, that one (1) share of the capital stock of the par value of Ten (\$10.00) Dollars each shall be exchanged for each old share of the capital stock of the par value of Fifty (\$50.00) Dollars each now outstanding" be and the same is hereby changed to read as follows:

"SECTION FIVE, The total amount of the capital stock of said Bank is Sixty Thousand (\$60,000.00) Dollars, divided into six thousand (6000) shares of the par value of Ten (\$10.00) Dollars each".

and further, that one and one third shares of the capital stock of the par value of Ten (\$10.00) Dollars each shall be exchanged for each old share of capital stock now outstanding and that the remainder of said stock be sold at Fifteen (\$15.00) Dollars per share, Ten (\$10.00) Dollars of which shall be applied to capital, Three Dollars and Thirty Three (\$3.33) Cents to surplus and the remainder to undivided profits."

At the said meeting of stockholders of the Farmers and Merchants Bank of Easton, Maryland, it was further resolved that a certificate be executed by the proper officers of the corporation, as is hereby done, setting forth said amendment to the Articles of Incorporation and that such further action be taken in the premises by the proper officers of the corporation as may be requisite to render the said amendments effectual.

IN WITNESS WHEREOF, the President and Cashier of the said bank have hereunto affixed their signatures this 20th day of July, 1933 and certify that the foregoing resolutions were passed as above set forth and the said President and Cashier have further acknowledged this Certificate of Amendment for and on behalf of the said corporation.



T. Hughlett Henry

President of the FARMERS AND
MERCHANTS BANK OF EASTON, MARYLAND.

P. K. Wrights

Cashier of the FARMERS AND MERCHANTS
BANK OF EASTON, MARYLAND.

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 20th day of July, A.D., 1933, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared T. Hughlett Henry, President of the Farmers Bank of Easton, Maryland, and P.K. Wright, Cashier of said Bank, and on behalf of the said Farmers and Merchants Bank of Easton, Maryland, and each acknowledged the foregoing Certificate of Amendments as the act and deed of said corporation.

WITNESS my hand and Notarial Seal.



Edna V. Killen
Notary Public.

CERTIFICATE OF APPROVAL OF THE BANK COMMISSIONER.

I DO HEREBY APPROVE the foregoing Certificate of Amendment to the Articles of Incorporation of the Farmers and Merchants Bank of Easton, Maryland.

AS WITNESS my hand this 24th, day of July, 1933.

John J. Ghingher
Bank Commissioner of the State of
Maryland.

I, William H. Adkins, one of the Judges of the Circuit Court for Talbot County, do hereby certify that the foregoing Certificate of Amendment has been submitted to me for examination, and I do further certify that the said Certificate is framed in conformity with the law.

July 25, 1933.

Wm. H. Adkins
Judge.

CERTIFICATE OF INCORPORATION .

CERTIFICATE OF INCORPORATION) Be it remembered that on this 25th day of
OF) Aug., A.D., 1933, at 9 o'clock A.M, this Certificate
RATCLIFFE MANOR, INCORPORATED) of Incorporation, or Instrument of writing was
received to be recorded and is accordingly en-

rolled as follows, to wit:-

THIS IS TO CERTIFY: FIRST: That we, the subscribers, Cecil H. Gibson, Elizabeth H. Barrett and Stephen H. Hathaway, the Post Office address of all of whom is Easton, Talbot County, Maryland, all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereinafter called "corporation"), is RATCLIFFE MANOR, INCORPORATED.

Examined

Delivered to E J Miller

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 carrying on and developing a country estate.
2. To engage in and carry on any other business which may conveniently be conducted in conjunction with any of the business of the Corporation.
3. To purchase, lease, hire or otherwise acquire, hold own develop, improve and dispose of, and to aid and subscribe toward the acquisition, development or improvement of real and personal property and rights and privileges therein, suitable or convenient for any of the business of the Corporation.
4. To purchase, lease, hire or otherwise acquire, hold, own, construct erect, improve, manage and operate, and to aid and subscribe toward the acquisition, construction or improvement of, plants, mills, factories, works, buildings, machinery, equipment and facilities and any other property or appliances which may appertain to or be useful in the conduct of any of the business of the Corporation.
5. To issue shares of its stock of any class, in the manner permitted by law, to raise money for any of the purposes of the Corporation or in payment for property purchased or for any other lawful consideration.

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

It is the intention that the objects and purposes specified in the foregoing clauses of this Article Third shall not, unless otherwise specified therein, be in anywise limited or restricted by reference to, or inference from the terms of any other clause of this or any other article in this charter, but that the objects and purposes specified in each of the classes of this Article shall be regarded as independent objects and purposes. It is also the intention that said clauses be construed both as purposes and powers and, generally, that the Corporation shall be authorized to exercise and enjoy all other powers, right and privileges granted to, or conferred upon, corporations of this character by the Laws of the State of Maryland, and the enumeration of certain powers as herein specified is not intended as exclusive of, or as a waiver of, any of the powers, rights or privileges granted or conferred by the Laws of said State now or hereafter in force.

FORTH: The Post-Office address of the place at which the principal office of the Corporation in this State will be located is Ratcliffe Manor, Easton, Maryland. The resident agent of the Corporation is Edward T. Miller

whose Post - Office address is Easton, Maryland. Said Agent is a citizen of the state of Maryland actually residing therein.

FIFTH: The Corporation shall have five directors and the following shall act as such until the first annual meeting or until their successors are duly chosen and qualified:

Lawrence J. Hathaway, Washington, D.C., Cecil H. Gibson, Elizabeth H. Barrett, Stephen H. Hathaway and Malcolm L. Hathaway all of Easton, Maryland.

SIXTH: The total amount of the authorized stock of the Corporation is Five Hundred Shares (500) of common, non-assessible stock without par value.

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 are empowered to authorize by Resolution, the issuance of any number of shares of stock from time to time, for such considerations as said Board of Directors may deem advisable, provided the Board of Directors shall, by Resolution, state its opinion of the actual value of any consideration other than money for which it authorizes such stock to be issued.

(2) No contract or other transaction between this Corporation and any other Corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other Corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, 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.

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

(4) The Corporation reserves the right to make from time to time any amendments of its Charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-

classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

IN WITNESS WHEREOF, we have signed this Certificate of Incorporation on this 28th day of April in the year 1933.

Witness:

Meta T. Wallace as toCecil H. Gibson
Meta T. Wallace as toElizabeth H. Barrett
Meta T. Wallace as toStephen H. Hathaway

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

This is to certify, that on this 28th day of April, 1933, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared Cecil H. Gibson, Elizabeth H. Barrett and Stephen H. Hathaway and severally acknowledged the foregoing Certificate of Incorporation to be their Act.

Witness my hand and Notarial seal, the day and year last above written.

Meta T. Wallace
Notary Public.



CERTIFICATE OF INCORPORATION) OF "RATCLIFFE MANOR, INCORPORATED"

received for record May 3, 1933, at 10:00 o'clock A.M., and approved by the State Tax Commission of Maryland May 3, 1933, as in conformity with law and ordered recorded.

Jessie D. Price
A. LeRoy McCardell
Commissioners

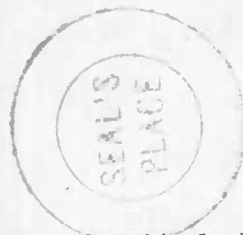
Recorded in Liber 116, folio 207, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the CIRCUIT Court for TALBOT 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.

Albert W. Ward
Secretary



Capital) 500 shares of common stock, Bonus tax paid \$20.00, Recording fee paid \$10.00.
no par value

CERTIFICATE OF STOCK ISSUANCE STATEMENT

CERTIFICATE OF STOCK ISSURANCE STATEMENT) Be it remembered that on this
 OF) 25th day of Aug, A.D., 1933, at 9:00
 RATCLIFFE MANOR, INCORPORATED) o'clock A.M., this Certificate of
 _____) Stock Issuance Statement, or Instru-
 ment of writing was received to be recorded and is accordingly enrolled as follows:
 to wit:-

STOCK ISSUANCE STATEMENT

THIS IS TO CERTIFY:

FIRST: That the Board of Directors of Ratcliffe Manor, Inc., a Maryland Corporation, having its principal office at Ratcliffe Manor in Easton, Maryland, at a meeting duly called and held on the 6th day of May, 1933, all the Directors being present, upon motion duly made, seconded and carried, adopted the following Resolutions:

RESOLVED (1) That the issuance of Three Hundred and Fifth (350) shares of fully paid and non-assessable shares of common stock of the Corporation, without par value, be authorized for and in consideration of all right, title and interest of Lawrence J. Hathaway, Cecil H. Gibson, Elizabeth H. Barrett, Stephen H. Hathaway and Malcolm L. Hathaway, Heirs of A. A. Hathaway Deceased, in and to the real estate situate in Talbot County, Maryland, of which A.A. Hathaway died, seized and possessed, together with all furnishings and equipment now located in Ratcliffe Manor House.

RESOLVED (2) That in the opinion of the Board of Directors, the actual value of said consideration is Thirty-Five Thousand (\$35,000.00) Dollars.

SECOND: That at the time of authorization of the issuance of such stock by the Board of Directors as aforesaid there were no shares of stock of the Corporation outstanding and entitled to vote thereon, and that the directors are empowered so to issue stock by the terms of the Charter of this Company.

IN witness whereof, the Ratcliffe Manor, Incorporated, has caused these presents to be signed in its name by its president and its corporate seal to be hereto affixed and attested by the Secretary on May 6, 1933.

Attest:

Elizabeth H. Barrett

Secretary.

RATCLIFFE MANOR, INCORPORATED

Lawrence J. Hathaway

President.

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

This is to certify, that on this 6th day of May, 1933, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County, personally appeared Lawrence J. Hathaway, President of the Ratcliffe Manor, Incorporated, a Maryland Corporation, and acknowledged the foregoing statement to be the corporate act of said Corporation, and at the same time personally appeared Elizabeth H. Barrett and made oath in due form of law that she was secretary of the meeting of the Board of Directors of the Corporation at which the issuance of the stock therein mentioned was authorized and that the matters and facts set forth

in said statement are true.

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



Meta T. Wallace

Notary Public.

STOCK ISSUANCE STATEMENT) OF "RATCLIFFE MANOR, INCORPORATED",
received for record May 24, 1933, at 9:00 o'clock A.M., and approved by the State
Tax Commission of Maryland May 24, 1933, as in conformity with law and ordered
recorded.

A. LeRoy McCardell

Jesse D. Price

Commissioners.

Recorded in Liber 117, folio 155, one of the Charter Records
of the State Tax Commission of Maryland.

To the Clerk of the CIRCUIT Court for TALBOT 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.



Albert W. Ward

Secretary.

Recording fee paid \$5.00.

ARTICLES OF SECOND AMENDMENT

ARTICLES OF SECOND AMENDMENT TO THE) Be it remembered that on this 20th
ARTICLES OF INCORPORATION) day of September, A.D., 1933, at 4 o'clock
OF THE) P.M., the following Instrument of writing
TALBOT BANK OF EASTON, MARYLAND) was received to be recorded and is accord-
ingly enrolled as follows, to wit:-

ARTICLES OF SECOND AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF THE
TALBOT BANK OF EASTON, MARYLAND.

THIS IS TO CERTIFY, that at a meeting of the Board of Directors of the
Talbot Bank of Easton, Maryland, held on the sixth day of May, 1933, at which more
than two-thirds of the members of the Board were present, a motion was duly made,
a seconded and unanimously carried, that the Board of Directors of the Talbot
Bank of Easton, Maryland, made the following recommendations to the stockholders
of the Corporation.

1. That the capital stock of the corporation be increased from TEN
THOUSAND (\$10,000.00) DOLLARS, divided into one thousand (1,000) shares of the
par value of TEN (\$10.00) DOLLARS each, to FIFTY THOUSAND (\$50,000.00) DOLLARS,
divided into five thousand (5,000) shares of the par value of TEN (\$10.00)

*Examined & Relined to the
Talbot Bank of Easton, Vol 3-1-71*

DOLLARS each.

AND it was further recommended that a special meeting of the stockholders of the corporation be called for the purpose of considering such recommendations of the Board, and taking such action thereon as may be deemed by them to be proper in the premises.

THAT pursuant to a notice of a special meeting of the stockholders sent to all of the stockholders of the corporation in pursuance of the enforementioned action of the Board of Directors and setting forth the object of the meeting, as well as the time and place thereof, and giving the period of notice required by law in the premises, a meeting of the stockholders of the Talbot Bank of Easton, Maryland was duly held on the twenty-third day of May, 1933, at which the holders of more than two-thirds of the stock of the corporation outstanding and entitled to vote were present; that at said meeting the aforementioned recommendation of the Board of Directors were duly read to the stockholders, and by them considered: that thereupon, upon motion duly made, seconded and unanimously carried, it was resolved that the section of the Articles of Incorporation of the Talbot Bank of Easton, Maryland, as follows:-

"SECTION TWO: The total amount of the capital stock of said Bank is TEN THOUSAND (\$10,000.00)DOLLARS, divided into one thousand (1,000) shares of the par value of TEN (\$10.00) DOLLARS each."

and further, that one (1) share of the capital stock of the par value of TEN (\$10.00) DOLLARS each shall be exchanged for each old share of the capital stock of the par value of TWENTY-FIVE (\$25.00)DOLLARS each now outstanding."

be and the same is hereby changed to read as follows:

"SECTION TWO: The total amount of the capital stock of said Bank is FIFTY THOUSAND (\$50,000.00) DOLLARS, divided into Five thousand (5,000) shares of the par value of TEN (\$10.00) DOLLARS each."

and further, that one share of the capital stock of the par value of TEN (\$10.00) DOLLARS each shall be exchanged for each old share of capital stock now outstanding and that the remainder of said stock be sold at TWENTY-TWO (\$22.00) DOLLARS per share, TEN (\$10.00) DOLLARS of which shall be applied to capital, and the balance to surplus and undivided profits."

AT the said meeting of stockholders of the Talbot Bank of Easton, Maryland, it was further resolved that a certificate be executed by the proper officers of the corporation, as is hereby done, setting forth said amendment to the Articles of Incorporation and that such further action be taken in the premises by the proper officers of the corporation as may be requisite to render the said amendments effectual .

IN WITNESS WHEREOF, the President and Cashier of the said bank have hereunto affixed their signatures this 29th day of July, 1933, and certify that the foregoing resolutions were passed as above set forth and the said President and Cashier have further acknowledged this Certificate of Amendment for and on behalf of the said corporation.

M. Tilghman Johnston

President of THE TALBOT BANK
OF EASTON, MARYLAND.

W.W. Spence
Cashier of THE TALBOT BANK
OF EASTON, MARYLAND.

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I hereby certify, that on this 29th day of July, A.D. 1933, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared M. Tilghman Johnston, Presidnet of the Talbot Bank of Easton, Maryland, and W. W. Spence, Cashier of said Bank, and on behalf of the said The Talbot Bank of Easton, Maryland, and each acknowledged the foregoing Certificate of Amendments as the act and deed of said corporation.

WITNESS my hand and Notarial Seal.

Maurice A. Stewart
Notary Public.



CERTIFICATE OF APPROVAL OF THE
BANK COMMISSIONER.

I DO HEREBY APPROVE THE FOREGOING Certificate of Amendment to the Articles of Incorporation of The Talbot Bank of Easton, Maryland.

AS WITNESS my hand this 31st day of July, 1933.

John J. Ghinger
Bank Commissioner of the State of
Maryland.



I, William H. Adkins, one of the Judges of the Circuits Court for Talbot County, do hereby certify that the foregoing Certificate of Amendment has been submitted to me for examination, and I do further certify that the said Certificate is framed in conformity with the law.

August 30, 1933

Wm. H. Adkins
Judge.

ARTICLES OF AMENDMENT

ARTICLES OF FIRST AMENDMENT TO)
THE ARTICLES OF INCORPORATION)
OF THE)
TALBOT BANK OF EASTON, MARYLAND)
Be it remembered that on this 20th day of September A.D. 1933, at 4 o'clock P.M., the following Instrument of writing was received to be recorded and is accordingly enrolled as follows: to wit:-

ARTICLES OF FIRST AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF THE
TALBOT BANK OF EASTON, MARYLAND.

THIS IS TO CERTIFY, that at a meeting of the Board of Directors of the Talbot Bank of Easton, Maryland, held on the sixth day of May, A. D. 1933, at which time

Examined and returned to The Talbot Bank, Easton, Md. 3-1-71

meeting more than a majority of the said Board were present, a motion was duly made, seconded and unanimously carried, that the Board of Directors of The Talbot Bank of Easton, Maryland make the following recommendations to the stockholders of the Corporation.

1: That the par value of the shares of stock now outstanding be reduced from TWENTY-FIVE (\$25.00) DOLLARS per share to TEN (\$10.00) DOLLARS per share. That the total amount of the capital stock of the Corporation now outstanding be reduced from TWENTY-FIVE (\$25,000.00) DOLLARS, divided into one thousand (1000) shares of the par value of TWENTY-FIVE (\$25.00) DOLLARS each, to TEN THOUSAND (\$10,000.00) DOLLARS, divided into one thousand (1000) shares of the par value of TEN (\$10.00) DOLLARS each, and that one share of the capital stock of the par value of TEN DOLLARS each be exchanged for each old share of the capital stock now outstanding of the par value of TWENTY-FIVE (\$25.00) DOLLARS each.

And it was further recommended that a special meeting of the stockholders of the corporation be called for the purpose of considering such recommendations of the Board, and taking such action thereon as may be deemed by them proper in the premises.

That pursuant to a notice of a special meeting of the stockholders sent to all of the stockholders of the Corporation, in pursuance of the aforementioned action of the Board of Directors and setting forth the object of the meeting, as well as the time and place thereof, and giving the period of notice required by law in the premises a meeting of the stockholders of The Talbot Bank of Easton, Maryland was duly held on the 23rd day of May, A.D. 1933 at which the holders of more than two-thirds of the stock of the Corporation outstanding and entitled to vote were present; that at said meeting the aforementioned recommendations of the Board of Directors were duly read to the stockholders, and by them considered; that thereupon, upon motion duly made, seconded and unanimously carried, it was resolved that that the section of the Articles of Incorporation of the Talbot Bank of Easton, Maryland, as follows:

"SECTION TWO. The total amount of the capital stock of said Bank is TWENTY-FIVE (\$25,000.00) DOLLARS divided into one thousand shares of the par value of TWENTY-FIVE (\$25.00) DOLLARS each,"

be and the same is hereby changed to read as follows

"SECTION TWO. The total amount of the capital stock of the said Bank is TEN THOUSAND (\$10,000.00) DOLLARS divided into one thousand shares of the par value of TEN (\$10.00) DOLLARS each"

and further that one share of the capital stock of the par value of TEN (\$10.00) DOLLARS each shall be exchanged for each old share of the capital stock of the par value of TWENTY-FIVE (\$25.00) DOLLARS each now outstanding.

At the said meeting of the stockholders of The Talbot Bank of Easton, Maryland, it was further resolved that a Certificate be executed by the proper officers of the Corporation, as is hereby done, setting forth said amendment of the Articles of Incorporation and that such further action be taken in the premises by the proper officers of the Corporation, as may be requisite to render the said amendments effectual.

IN WITNESS WHEREOF, the President and Cashier of the said bank have hereunto affixed their signatures this ~~---~~ day of July A.D. 1933 and certify that the foregoing resolutions were passed as above set forth and that the said president and Cashier have further acknowledged this Certificate of Amendment for and on behalf of the said Corporation.

M. Tilghman Johnston

President of The Talbot Bank
of Easton, Maryland.

W. W. Spence

Cashier of The Talbot Bank of
Easton, Maryland.

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

I HEREBY CERTIFY, that on this ----- day of July, 1933, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County, aforesaid, personally appeared M. Tilghman Johnston, President of The Talbot Bank of Easton, Maryland and W. W. Spence, Cashier of said Bank and on behalf of the said Talbot Bank of Easton, Maryland, each acknowledged the foregoing Certificate of Amendment as the act and deed of said Corporation.

WITNESS my hand and Notarial Seal.

Maurice A. Stewart

Notary Public.

CERTIFICATE OF APPROVAL OF THE BANK COMMISSIONER.

I do hereby approve the foregoing Certificate of Amendment to the Articles of Incorporation of The Talbot Bank of Easton, Maryland.

AS WITNESS my hand this 31st day of July A.D., 1933.

John J. Ghingher

Bank Commissioner of the State of
Maryland.

I, William H. Adkins, one of the Judges of the Circuit Court for Talbot County, do hereby certify that the foregoing Certificate of Amendment has been submitted to me for examination, and I do further certify that the said Certificate is framed in conformity with the law.

August 30, 1933

Wm. H. Adkins

Judge.

CERTIFICATE OF INCORPORATION.

CERTIFICATE OF INCORPORATION) Be it remembered that on this
 OF) 22nd day of September A.D. 1933, at
 "CHAS. T. WRIGHTSON & SON, INCORPORATED") 9 o'clock A.M., this Certificate of In-
 Corporation, or Instrument of writing
 was received to be recorded and is accordingly enrolled as follows, to wit:-

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Charles T. Wrightson, F. Hall Wrightson and J. Clifford Horney, all being of full legal age, and all of whom reside in the town of Easton, Talbot County, State of Maryland, 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

"CHAS. T. WRIGHTSON & SON, INCORPORATED"

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

(a) To purchase, can, pack, sell and otherwise deal in fruits, vegetables and other food products, and to purchase, manufacture, sell and otherwise deal in all supplies and raw and other materials used in connection therewith.

(b) To purchase own, sell, mortgage, lease, operate, manage, improve, invest and deal in real estate, wheresoever situated.

(c) To purchase, own, sell, construct, equip, operate, lease, rent and manage buildings of every kind or character wheresoever situated.

(d) To purchase, own, sell, pledge, invest and deal in personal property of every class or description, or any interest therein necessary or desirable for the carrying on of the aforesaid business or either of them.

(e) To carry on any other business which may seem to the Corporation to be calculated directly or indirectly to effectuate the aforesaid objects, or either of them to facilitate it in the transaction of its aforesaid business, or any part thereof, or in the transaction of any other business that may be calculated directly or indirectly, to enhance the value of its property and rights.

(f) The business which the Corporation is to carry on is from time to time to do any one or more of the acts and things hereinbefore set forth, provided that, in the transaction of its business, the Corporation shall be subject to the laws and statutes of each State or foreign country in which the same may be transacted or its property may be located.

FOURTH: the post-office address of the place at which the principal office of the Corporation in this State will be located is Easton, Maryland. The resident agent of the Corporation is F. Hall Wrightson, whose post-office address is 209 Goldsborough Street, Easton, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have three directors and Charles T. Wrightson F. Hall Wrightson and J. Clifford Horney shall act as such until the first annual

meeting or until their successors are duly chosen and qualified.

SIXTH: The total amount of the authorized capital stock of the Corporation is one thousand shares of common stock of the par value of One Hundred (\$100.00) Dollars each.

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, 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 Corporation.

IN WITNESS WHEREOF we have signed this Certificate of Incorporation this 29th day of May A. D. 1933.

WITNESS: As to
Charles T. Wrightson,
F. Hall Wrightson and
J. Clifford Horney.

Chas. T. Wrightson (SEAL)

F. Hall Wrightson (SEAL)

Elma Fleming.

J. Clifford Horney (SEAL)

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

This is to certify that on the 29th day of May, in the year nineteen hundred and thirty-three, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County, personally appeared Charles T. Wrightson, F. Hall Wrightson and J. Clifford Horney and severally acknowledged the foregoing Certificate of Incorporation to be their act.

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

Elma Fleming

Notary Public.

CERTIFICATE OF INCORPORATION) of "CHAS. T. WRIGHTSON & SON, INCORPORATED"

received for record June 1, 1933, at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland June 1, 1933, as in conformity with law and ordered recorded recorded.

Jesse D. Price

A. LeRoy McCardell

Commissioners.

Recorded in Liber 117, folio 180, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the CIRCUIT Court for TALBOT 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.

Albert W. Ward

Secretary

Capital) \$100,000.00 Bonus tax paid \$20.00 Recording fee paid \$10.00.



ARTICLES OF AMENDMENT

ARTICLES OF AMENDMENT)
 OF)
 THE A.B.C. "DOLLAR SAVING" STORES, INC.)

Be it remembered that on this 19th day of January A.D., 1934, at 9 o'clock A.M., the following Amendment or Instrument of writing was received to be re-

corded and is accordingly enrolled as follows, to wit:-

THIS TO CERTIFY:

FIRST: That the charter of the A.B.C. "Dollar Saving" Stores, Inc., a Maryland corporation, having its principal office in Easton, Maryland, is hereby amended by striking out the second paragraph of the Certificate of Incorporation, and inserting in lieu thereof the following:

SECOND: That the name of the Corporation (which is hereinafter called the Corporation) is CHERRY'S, INC.

SECOND: That the board of directors of the Corporation at a meeting duly convened and held on August 14th, 1933, duly advised the amendment of the charter of the Corporation hereinabove set forth, by passing a resolution declaring that such amendment is advisable, and calling a meeting of stockholders to take action thereon.

THIRD: That the meeting of stockholders of the Corporation, called by the board of directors of the Corporation as aforesaid, was held at Mason Building, Market Space, Easton, Maryland, on August 14th, 1933, pursuant to waiver of notice duly executed and filed with the records of the meeting, and at said meeting the stockholders, by the affirmative vote of the holders of more than two-thirds of the shares of each class of stock outstanding and entitled to vote, duly adopted the amendment of the charter of the Corporation hereinabove set forth.

IN WITNESS WHEREOF, A. B. C. "Dollar Saving "Stores, Inc. has caused these presents to be signed in its name and on its behalf, by its President and its corporate seal to be hereto attached and attested by its Secretary, on August 19th, 1933.

THE A. B. C. "DOLLAR SAVING" STORES, INC.

BY MARRIS CHERRY President

Attest Nathan Cherry Secretary

Gaminid

STATE OF MARYLAND :
 COUNTY OF TALBOT : SS

I HEREBY CERTIFY, That on August 19th, 1933, before me, the subscriber a notary public of the State of Maryland, in and for the County of Talbot, personally appeared Morris Cherry, President of the A.B.C. "Dollar Saving" Stores, Inc., a Maryland corporation, and in the name 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 Nathan Cherry and made oath in due form of law that he was secretary of the meeting of stockholders of the Corporation at which the amendment of the charter of the Corporation set forth in said Articles of Amendment was adopted, 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 day and year last above written.



Maurice A. Stewart

Notary Public.

ARTICLES OF AMENDMENT) of "THE A.B.C. "DOLLAR SAVING" STORES, INC."
changing its name to:
"CHERRY'S , INC."

received for record August 25, 1933, at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland August 25, 1933, as inconformity with law and ordered recorded.

A. LeRoy McCardell

Jesse D. Price

Commissioners

Recorded in Liber 118, folio 298, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the CIRCUIT Court for TALBOT 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.

Albert W. Ward

Secretary

Increase of Capital) none Bonus tax paid none Recording fee paid \$10.00.



CERTIFICATE OF INCORPORATION

CERTIFICATE OF INCORPORATION : Be it remembered that on this 13th day
OF : of July A.D. 1934 at 9 o'clock A.M. the follow-
"BELLE MORTGAGE LOAN COMPANY" : ing Certificate of Incorporation or Instrument
: of writing was received to be recorded and is
accordingly enrolled as follows, to wit:

BELLE MORTGAGE LOAN COMPANY

CERTIFICATE OF INCORPORATION.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Walter S. McCord of Easton, Maryland, Charles B. Adams of Trappe, Maryland and William H. Valliant of Bellevue, Maryland, all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

Examined

SECOND: The name of the corporation (which is hereinafter called "corporation"), is "BELLE MORTGAGE LOAN COMPANY".

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 and carry on the business of making loans at a legal rate of interest, said loans to be secured by real estate or chattel mortgages.

2. To purchase, lease, hire or otherwise acquire, hold, own, develop, improve, and dispose of, and to aid and subscribe toward the acquisition, development or improvement of real and personal property and rights and privileges therein, suitable or convenient for any of the business of the Corporation.

3. To acquire all or any part of the good-will, rights, property and business of any person, firm, association, or corporation heretofore or hereafter engaged in any business similar to any business which the Corporation has the power to conduct, and to hold, utilize, enjoy and in any manner dispose of, the whole or any part of the rights, property and business so acquired, and to assume in connection therewith any liabilities of any such person, firm, association or corporation.

4. To issue shares of its stock, in the manner permitted by law, to raise money for any of the purposes of the Corporation or in payment for property purchased or for any other lawful consideration.

5. 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 purchases, or for any other lawful consideration, and to assure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge discount or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.

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

It is the intention that the objects and purposes specified in the foregoing clauses of this Article Third shall not, unless otherwise specified therein, be in any wise limited or restricted by reference to, or inference from, the terms of any other clause of this or any other article in this charter but that the objects and purposes specified in each of the classes of this Article shall be regarded as independent objects and purposes. It is also the intention that said clauses be construed both as purposes and powers and, generally, that the Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted to, or conferred upon, corporations of this character, by the Laws of the State of Maryland, and the enumeration of certain powers as herein specified is not intended

as exclusive of, or as a waiver of, any of the powers, rights or privileges granted or conferred by the Laws of said State now or hereafter in force.

FOURTH: The Post -Office address of the place at which the principal office of the Corporation in this State will be located at Easton, Maryland. The resident agent of the Corporation is William H. Valliant, whose Post-Office address is Bellevue, Maryland. Said agent is a citizen of the State of Maryland actually residing therein.

FIFTH: The corporation shall have nine directors and the following shall act as such until the first annual meeting or until their successors are duly chosen and qualified:

Walter S. McCord of Easton, Maryland, Charles B. Adams of Trappe, Maryland, William H. Valliant of Bellevue, Maryland, John D. Williams of Easton, Maryland, Howard W. Newnam of Bellevue, Maryland, William H. Valliant, Jr., of Bellevue, Maryland, Joseph N. Valliant of Bellevue, Maryland, Mary P. Newnam of Bellevue, Maryland and William P. Lehman of Fairmount, West Virginia.

SIXTH: The total amount of authorized stock of the Corporation is Ten Thousand (10,000, ~~00~~) shares of common non-assessable stock of a par value of Ten (\$10.00) Dollars per share.

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 are empowered to authorize by Resolution, the issuance of any number of shares of stock from time to time, for such considerations as said Board of Directors may deem advisable, provided the Board of Directors shall, by Resolution, state its opinion of the actual value of any consideration other than money for which it authorizes such stock to be issued.

(2) No contract or other transaction between this Corporation and any other Corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, , may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other Corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

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

In witness whereof, we have signed this Certificate of Incorporation on November 8th, 1933.

Witness:

Meta T. Wallace AS TO Walter S. McCord
Meta T. Wallace AS TO Chas. B. Adams
Meta T. Wallace AS TO Wm. H. Valliant

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

This is to certify, that on this 8th day of November, 1933 before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared Walter S. McCord, Charles B. Adams and William H. Valliant and severally acknowledged the foregoing Certificate of Incorporation to be their Act.



As witness my hand and Notarial Seal, the day and year first above written.

Meta T. Wallace,
Notary Public.

Certificate of Incorporation) of "BELLE MORTGAGE LOAN COMPANY" received for record November 9, 1933, at 10:00 o'clock A.M., and approved by the State Tax Commission of Maryland November 9, 1933, as in conformity with law and ordered recorded.

A. LeRoy McCardell
Jesse D. Price
Commissioners

Recorded in Liber 120, folio 185, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the Circuit Court for Talbot 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.

Albert W. Ward,
Secretary.

Capital) \$100,000.00 Bonus tax paid \$20.00 Recording fee paid \$10.00.

ARTICLES OF AMENDMENT

ARTICLES OF AMENDMENT
OF
"THE ISLA CORPORATION"

Be it remembered that on this 13th day of July,
A.D. 1934, at 9 o'clock A.M. the following Articles
of Amendment or Instrument of writing was received
to be recorded ~~and is accordingly~~ enrolled as follows,
to wit:

THE ISLA CORPORATION

ARTICLES OF AMENDMENT.

THIS IS TO CERTIFY:

FIRST: That the charter of The Isla Corporation, a Maryland Corporation having its principal office in the town of Easton, Talbot County, Maryland, is hereby amended by adding to Article Fifth of the Certificate of Incorporation the following:

"In the management of said Corporation the Directors shall not sell, convey, mortgage or hypothecate, any of the lands, buildings, stocks, bonds, or other securities now owned or which may hereafter be owned by said Corporation, nor shall they borrow money for its corporate purposes from any person, firm or corporation, other than a stockholder of the Corporation, nor shall they issue any evidence of indebtedness for any such loan, unless such transaction or transactions shall have been previously authorized by stockholders holding a majority of the Corporation's Capital Stock then issued, outstanding and entitled to vote at the date of such authorization, either by the passage of a resolution at a regular or a special stockholders' meeting called for such purpose, or by giving such assent in writing; and no deed, mortgage, evidence of indebtedness, or other instrument designed to effectuate any such transaction shall be valid unless previously authorized by the majority of said stockholders, as aforesaid, and unless duly sealed with the seal of said Corporation and executed by the proper officers of said Corporation in accordance with the laws of Maryland."

SECOND: That the board of directors of the Corporation, at a meeting duly convened and held on the 8th day of November 1933, duly advised the amendment to the charter of the Corporation hereinabove set forth by passing a Resolution declaring said amendment is advisable and calling a meeting of said stockholders to take action thereon.

THIRD: That the meeting of stockholders of the Corporation, called by the board of directors of the Corporation as aforesaid, was held at Stewart Building, Easton, Talbot County, Maryland, on the 8th day of November 1933, pursuant to waiver of notice duly executed and filed with the records of the meeting, and at said meeting the stockholders, by an affirmative vote of the holders of two-thirds of the shares of stock outstanding and entitled to vote, duly adopted the amendment to the charter of the Corporation hereinabove set forth.

Examined

IN WITNESS WHEREOF The Isla Corporation has caused these presents to be signed with its name and on its behalf by its President and its corporate seal to be hereto attached, and attested by its Secretary this 9th day of November 1933.

ATTEST:

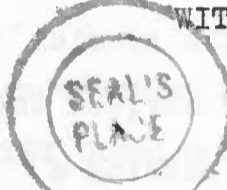
Mildred S. Kemp
Secretary.

THE ISLA CORPORATION
By: Glenn Stewart
President.



STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY, That on November 9th, 1933, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Talbot, personally appeared Glenn Stewart, President of THE ISLA CORPORATION, a Maryland Corporation, and in the name 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 Mildred S. Kemp and made oath in due form of law that she was Secretary of the meeting of stockholders of the Corporation at which the amendment of the charter of the Corporation set forth in said Articles of Amendment was adopted, and that the matters and facts set forth in said Articles of Amendment are true to the best of her knowledge, information and belief.



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

Elma Fleming,
Notary Public.

Articles of Amendment) of "THE ISLA CORPORATION" received for record November 13, 1933, at 11:30 o'clock A.M., and approved by the State Tax Commission of Maryland November 13, 1933, as in conformity with law and ordered recorded.

A. LeRoy McCardell
Jesse D. Price
Commissioners

Recorded in Liber 120, folio 214, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the Circuit Court for TALBOT 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.

Albert W. Ward,
Secretary.

Increase of Capital) \$ NONE Bonus tax paid \$ NONE Recording fee paid \$10.

ARTICLES OF AMENDMENT.

ARTICLES OF AMENDMENT

OF

"EASTON COCA-COLA BOTTLING
COMPANY, INCORPORATED"4
)
)
)

Be it remembered that on this 13th day of
July A.D. 1934, at 9 o'clock A.M. the follow-
ing Articles of Amendment or Instrument of
writing was received to be recorded, and is
accordingly enrolled as follows, to wit:

EASTON COCA-COLA BOTTLING COMPANY, INCORPORATED.

ARTICLES OF AMENDMENT.

THIS IS TO CERTIFY:

First: That the charter of EASTON COCA-COLA BOTTLING COMPANY, INCORPORATED, a Maryland Corporation, having its principal office in the town of Easton, Talbot County, Maryland, is hereby amended by striking out Article Sixth of the Certificate of Incorporation of said Corporation and inserting in lieu thereof the following:

"Sixth: The total amount of authorized capital stock is one thousand (1,000) shares of Common Capital Stock of the par value of Twenty (\$20.00) Dollars per share."

Second: That the board of directors of the Corporation, at a special meeting duly convened and held on the 18th day of December 1933, duly advised the amendment to the charter of the Corporation hereinabove set forth by passing a Resolution declaring said amendment is advisable and calling a meeting of said stockholders to take action thereon.

Third: That the meeting of stockholders of the Corporation, called by the board of directors of the Corporation as aforesaid, was held at Stewart Building, Easton, Talbot County, Maryland, on the 18th day of December 1933, pursuant to waiver of notice duly executed by all stockholders and filed with the records of the meeting, and at said meeting the stockholders, by an affirmative vote of the holders of two-thirds of the shares of stock outstanding and entitled to vote, duly adopted the amendment to the charter of the Corporation hereinabove set forth.

IN WITNESS WHEREOF Easton Coca-Cola Bottling Company, Incorporated, has caused these presents to be signed with its name and on its behalf by its President and its corporate seal to be hereto attached, and attested by its Secretary this 19th day of December 1933.

ATTEST:

Margaret J. Stewart,
Secretary.

EASTON COCA-COLA BOTTLING COMPANY,
INCORPORATED.

By: Carroll C. Stewart
President.

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY, That on December 19th, 1933, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Talbot, personally appeared Carroll C. Stewart, President of EASTON COCA-COLA BOTTLING COMPANY, INCORPORATED, a Maryland Corporation, and in the name 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 Margaret J.

Examined

Stewart and made oath in due form of law that she was Secretary of the meeting of stockholders of the Corporation at which the amendment of the charter of the Corporation set forth in said Articles of Amendment was adopted, and that the matters and facts set forth in said Articles of Amendment are true to the best of her knowledge, information and belief.

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

Elma Fleming,
Notary Public.

Articles of Amendment) of "EASTON COCA-COLA BOTTLING COMPANY, INCORPORATED" received for record December 20, 1933, at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland December 20, 1933, as in conformity with law and ordered recorded.

A. LeRoy McCardell
John D. Price
Commissioners

Recorded in Liber 119, folio 540, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the Circuit Court for TALBOT 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.

Albert W. Ward,
Secretary.

Increase of Capital) \$ NONE Bonus tax paid \$ NONE Recording fee paid \$10.00.

ARTICLES OF REVIVAL OF CHARTER

ARTICLES OF REVIVAL OF THE CHARTER OF : Be it remembered that on this 26th
EASTERN SHORE NURSERIES, INCORPORATED : day of January, A.D. 1935, at 9 o'clock
A.M., the following Articles of Revival of Charter or Instrument of writing, was received to be recorded, and is accordingly enrolled as follows, to wit:

THIS IS TO CERTIFY:

FIRST: That the name of the Corporation at the time of the forfeiture of its charter for the non-payment of taxes was Eastern Shore Nurseries, Incorporated.

SECOND: That the name by which the Corporation will hereafter be known is Eastern Shore Nurseries, Incorporated.

THIRD: That the post office address of the place at which the principal office of the Corporation in this State will be located is Easton, and the name of the Corporation's Resident Agent is Ernest Hemming, whose post office address is Dover Road, Easton, Maryland. Said Resident Agent is a citizen of Maryland, acutally residing therein.

Examined

FOURTH: That the post office address of the place at which the principal office of the Corporation in this State will be located is in the same County in which its principal office was located at the time of the forfeiture of its Charter.

FIFTH: That the Articles of Revival are for the purpose of procuring the revival of the Charter of the Corporation which was forfeited by proclamation for the non-payment of taxes on April 20th, 1934.

IN WITNESS WHEREOF, The Eastern Shore Nurseries, Incorporated has caused these presents to be signed in its name by its President, and its corporate seal hereto affixed, duly attested by its Secretary this 4th day of May, 1934.

Eastern Shore Nurseries, Incorporated.

By Ernest Hemming,
President.

Attest:

J. Emory Bauer
Secretary.



STATE OF MARYLAND, :
: To Wit:
TALBOT CO. :

I HEREBY CERTIFY that on this 7th day of May 1934, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County, personally appeared Ernest Hemming, President of Eastern Shore Nurseries, Incorporated and J. Emory Bauer, Secretary of Eastern Shore Nurseries, Incorporated and they each acknowledged the foregoing Articles of Revival of the Charter of said Corporation, which was forfeited by proclamation April 20th, 1934, for the non-payment of taxes, to be the act and deed of said corporation; and at the same time they did each make oath in due form of law that the said Ernest Hemming was President, and that the said J. Emory Bauer was Secretary of the said Corporation at the time its charter was forfeited by proclamation for the non-payment of taxes, as set forth in the foregoing Articles of Revival.

And the said Ernest Hemming, President as aforesaid, and J. Emory Bauer, Secretary as aforesaid, further made oath in due form of law that the matters and facts set forth in the foregoing Articles of Revival of the Charter of the said Corporation are true to the best of their knowledge, information and belief.

Witness my hand and Notarial Seal, the day and year last above written,
May 7, 1934.



Virginia S. Griffith,
Notary Public.

Articles of Revival of the Charter of "EASTERN SHORE NURSERIES, INCORPORATED", received for record August 27, 1934, at 3:00 o'clock P.M., and approved by the State Tax Commission of Maryland August 27, 1934, as in conformity with law and ordered recorded.

Jesse D. Price,
A. LeRoy McCardell
Commissioners.

Recorded in Liber 124, folio 550, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the Circuit Court for Talbot 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.

Albert W. Ward,
Secretary.



Revival Fee Paid - \$25.00

Recording Fee Paid - \$10.00.

ARTICLES OF INCORPORATION

ARTICLES OF INCORPORATION : Be it remembered that on this 26th
OF : day of January, A.D. 1935, at 9 o'clock
TALBOT COUNTY SKEET AND GUN CLUB, : A.M., the following instrument of writing
INCORPORATED : was received to be recorded, and is accord-
: ingly enrolled as follows, to wit:

TALBOT COUNTY SKEET AND GUN CLUB, INCORPORATED.

THIS IS TO CERTIFY:

1. That we, the subscribers, H. Campbell Dance, Allison B. Stout and Virginia S. Griffith whose respective post-office addresses are Easton, Maryland, and who are all 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.

2. The name of the corporation is

TALBOT COUNTY SKEET AND GUN CLUB, INCORPORATED.

3. The purposes for which said corporation is formed and the objects to be promoted by it are as follows:

To organize, maintain and operate a skeet and gun club for pleasure, recreation, charitable and other non-profitable purposes, no part of the net earnings of which is to inure to the benefit of any member. For the purpose aforesaid, the said corporation shall have the following powers:

Examined & returned to H. M. A. Luskton 7/4/53 -

(a) To purchase, lease or otherwise acquire, develop and improve in whole or in part, such tracts of land and other real estate as said corporation may from time to time determine; and to sell, lease, mortgage or otherwise dispose of any part thereof.

(b) To purchase, lease or otherwise acquire any property, real, personal or mixed, reasonably necessary or convenient for the purposes of said corporation and to sell, lease, mortgage or otherwise dispose of the same in whole or in part

(c) To provide, or aid in providing access by land and/or water to any of the property of the corporation.

(d) To borrow or raise money for any of the purposes of said corporation and to issue bonds, debentures, notes or other obligations, and in any manner permitted by law, for money so borrowed or raised or to pay for property purchased, leased or mortgaged or otherwise acquired or for any other lawful consideration and to secure the payment thereof and of the interest thereon by a mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of said corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such obligations.

It is the intention that none of the powers defined in any of the foregoing clauses of the Article 3 shall be in anywise limited or restricted by reference to, or inference from, the terms of any other clause, but that the powers defined in each such clause shall be regarded as independent powers. It is also the intention that the corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted to, or conferred upon, corporations of this character, by the laws of the State of Maryland and that the enumeration of certain powers as herein defined is not intended as exclusive of, or as a waiver of, any other powers, rights or privileges granted or conferred by the laws of said State now or hereafter in force, except as in this Article expressly limited or restricted.

4. The post-office address of the place at which the principal office of the corporation in this State will be located is Masonic Hall, Easton, Maryland. The resident agent of the corporation is Virginia S. Griffith, whose post-office address is Masonic Hall, Easton, Maryland. Said resident agent is a citizen of the State of Maryland, actually residing therein.

5. The corporation shall have ten governors and the following named persons shall act as such until the first annual meeting or until their successors are duly chosen and qualified: H. Campbell Dance, Harvey Samis, Robert Austin, Allison B. Stout, Herbert Austin, Dexter Sewell, Van R. Schuyler, D. Caruthers, M. C. Jones, Julian Van Buren all of Easton, Maryland.

6. Members of the corporation may be elected from time to time in such manner as may be prescribed or authorized by the By-Laws.

7. A majority of the members of the corporation shall constitute a quorum at all meetings of members unless and until otherwise provided by

the By-Laws.

8. The members of the corporation shall pay such initiation fees and dues as may from time to time be prescribed or authorized by the By-Laws.

The corporation will have no capital stock.

In witness whereof, we, the said subscribers, have signed this Certificate of Incorporation on 7th day of May, 1934.

Witness:

Meta T. Wallace as to H. Campbell Dance
 Meta T. Wallace as to Allison B. Stout
 Meta T. Wallace as to Virginia S. Griffith

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

This is to certify, that on this 7th day of May, 1934, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared H. Campbell Dance, Allison B. Stout and Virginia S. Griffith, and severally acknowledged the foregoing Certificate of Incorporation to be their act.

As witness my hand and Notarial Seal, the day and year last above written.



Meta T. Wallace,
 Notary Public.

Certificate of Incorporation : of "TALBOT COUNTY SKEET AND GUN CLUB, INCORPORATED" received for record May 8, 1934, at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland May 8, 1934, as in conformity with law and ordered recorded.

A. LeRoy McCardell,
 Jesse D. Price,
 Commissioners.

Recorded in Liber 121, folio 324, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the Circuit Court for Talbot 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 the State Tax Commission of Maryland.

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



Albert W. Ward,
 Secretary.

Capital : \$ None - Bonus tax paid \$ None - Recording fee paid \$10.00

CERTIFICATE OF INCORPORATION

CERTIFICATE OF INCORPORATION : Be it remembered that on this 26th
 OF : day of January A.D. 1935, at 9:00 o'clock
 EASTERN SHORE RETAIL LIQUOR COMPANY & A.M., the following Certificate or
 _____ : Instrument of writing was received to be
 recorded, and is accordingly enrolled
 as follows, to wit:

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Van Rensselaer Schuyler of Easton, Maryland, Elliot Wheeler of Easton, Maryland and Glenn Stewart of Pittsburg, Pennsylvania, all being of full legal age, do, under any by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereinafter called "corporation"), is Eastern Shore Retail Liquor Company.

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 and carry on the business of buying and selling wines, spirits and other alcoholic beverages.
2. To purchase, lease, hire or otherwise acquire, hold, own, develop, improve and dispose of, and to aid and subscribe toward the acquisition, development or improvement of real and personal property and rights and privileges therein, suitable or convenient for any of the business of the Corporation.
3. To acquire all or any part of the good-will, rights, property and business of any person, firm, association, or corporation heretofore or hereafter engaged in any business similar to any business which the Corporation has the power to conduct, and to hold, utilize, enjoy and in any manner dispose of, the whole or any part of the rights, property and business so acquired, and to assume in connection therewith any liabilities of any such person, firm, association or corporation.
4. To issue shares of its stock, in the manner permitted by law, to raise money for any of the purposes of the Corporation or in payment for property purchased or for any other lawful consideration.
5. To borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to assure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.

Examined & Delivered to E. J. Miller Aug. 1, 1935.

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

It is the intention that the objects and purposes specified in the foregoing clauses of this Article Third shall not, unless otherwise specified therein, be in any wise limited or restricted by reference to, or inference from, the terms of any other clause of this or any other article in this charter but that the objects and purposes specified in each of the classes of this Article shall be regarded as independent objects and purposes. It is also the intention that said clauses be construed both as purposes and powers and, generally, that the Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted to, or conferred upon, corporations of this character, by the Laws of the State of Maryland, and the enumeration of certain powers as herein specified is not intended as exclusive of, or as a waiver of, any of the powers, rights or privileges granted or conferred by the Laws of said State now or hereafter in force.

FOURTH: The Post-Office address of the place at which the principal office of the Corporation in this State will be located at Easton, Maryland. The resident agent of the Corporation is Van Rensselaer Schuyler, whose Post-Office address is Easton, Maryland. Said agent is a citizen of the State of Maryland actually residing therein.

FIFTH: The corporation shall have from four to seven directors and the following shall act as such until the first annual meeting or until their successors are duly chosen and qualified:

Van Rensselaer Schuyler of Easton, Maryland, Elliot Wheeler of Easton, Maryland, Glenn Stewart of Pittsburg, Pennsylvania, and C. Harvey Pierce of Baltimore, Maryland.

SIXTH: The total amount of authorized stock of the Corporation is One Thousand (1000) shares of common non-assessable stock of a par value of Ten (\$10.00) Dollars per share.

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 are empowered to authorize by Resolution the issuance of any number of shares of stock from time to time, for such considerations as said Board of Directors may deem advisable, provided the Board of Directors shall, by Resolution, state its opinion of the actual value of any consideration other than money for which it authorizes such stock to be issued.

(2) No contract or other transaction between this Corporation and any other Corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other Corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, 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.

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

IN WITNESS WHEREOF, We have signed this Certificate of Corporation on June 13, 1934.

WITNESS:

Meta T. Wallace	as to	V. R. Schuyler
Meta T. Wallace	as to	Elliot Wheeler
Meta T. Wallace	as to	Glenn Stewart

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

THIS IS TO CERTIFY: That on this 13th day of June, 1934, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared Van Rensselaer Schuyler, Elliot Wheeler and Glenn Stewart and severally acknowledged the foregoing Certificate of Incorporation to be their Act.

As witness my hand and Notarial Seal, the day and year first above written.

Meta T. Wallace,
Notary Public.

Certificate of Incorporation : of "EASTERN SHORE RETAIL LIQUOR COMPANY" received for record June 14, 1934, at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland June 14, 1934, as in conformity with law and ordered recorded.

Jesse D. Price,
A. LeRoy McCardell,
Commissioners.

Recorded in Liber 121, folio 374, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the Circuit Court for Talbot 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.

Albert W. Ward,
Secretary

Capital : \$10,000.00 - Bonus tax paid \$20.00 - Recording fee paid \$10.00.

ARTICLES OF REDUCTION

ARTICLES OF REDUCTION : Be it remembered that on this 1st day
OF : of April A.D. 1935, at 9 o'clock A.M., the
PACKERS WAREHOUSING CORPORATION : following Instrument of writing was received
: to be recorded, and is accordingly enrolled
as follows, to wit:

THIS IS TO CERTIFY:

FIRST: That the Board of Directors of the Corporation at a meeting duly convened and held on November 9, 1933, duly advised the reduction of the issued capital stock of the Corporation, hereinafter set forth, by passing a resolution declaring that said reduction of capital stock is advisable and calling a meeting of stockholders to take action thereon.

SECOND: That the meeting of stockholders of the corporation called by the Board of Directors of the Corporation as aforesaid, and duly warned in the manner provided by law, was held at Easton, Maryland on the 9th day of November, 1933, and at said meeting the stockholders by the affirmative vote of the holders of two-thirds of the shares of stock outstanding and entitled to vote, duly adopted the articles of reduction as hereinafter set forth, whereby

(a) said corporation purchases and retires 297 shares of the par value of One Hundred Dollars each, of the issued and outstanding capital stock.

(b) that the amount of the issued capital stock prior to said reduction was Three Hundred shares of the par value of One Hundred Dollars each, amounting to Thirty Thousand Dollars (\$30,000.00)

(c) that the reduction of issued capital stock is 297 shares of the par value of One Hundred Dollars (\$100.00) each, amounting to Twenty-nine Thousand Seven

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Hundred (\$29,700.00) Dollars.

(d) and that the issued capital stock as reduced consists of three shares of the par value of One Hundred Dollars (\$100.00) each, amounting to Three Hundred Dollars (\$300.00).

IN WITNESS WHEREOF, the Packers Warehousing Corporation has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereto attached by its Secretary on this 10th day of September, 1934.

PACKERS WAREHOUSING CORPORATION

(Name of Corporation)

(Signed) R. R. Spring,
President

(CORPORATE SEAL)

Attest: Mildred S. Kemp
Secretary.

STATE OF MARYLAND, TALBOT COUNTY, to wit:

THIS IS TO CERTIFY that on this 10th day of Sept., 1934 before me the subscriber a Notary Public of the State of Maryland in and for Talbot County personally appeared R. R. Spring, President of the Packers Warehousing Corp., and in the name and on behalf of the Corporation acknowledged the foregoing Articles of Reduction to be the corporate act of the corporation and at the same time personally appeared Mildred S. Kemp and made oath in due form of law that she was Secretary of the meeting of the stockholders of the Corporation at which the Articles of Reduction of the Corporation were adopted and that the matters and facts set forth in said Articles of Reduction are true to the best of her knowledge, information and belief.

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

Dorothy M. McDaniel

Notary Public



Articles of Reduction) of "PACKERS WAREHOUSING CORPORATION"

received for record September 11, 1934, at 10.00 o'clock A.M., and approved by the State Tax Commission of Maryland September 11, 1934, as in conformity with law and ordered recorded.

Jesse D. Price

A. LeRoy McCardell

Commissioners

Recorded in Liber 125, folio 57, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the Circuit Court for Talbot 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.



Albert W. Ward,

Secretary.

Increase of Capital) \$ None Bonus tax paid \$ None Recording fee paid \$10.00

CERTIFICATE OF INCORPORATION

CERTIFICATE OF INCORPORATION : Be it remembered that on this 1st day
 OF : of April A.D. 1935, at 9 o'clock A.M., the
 H. N. FIRSTMAN, INC. : following Instrument of writing was received
 _____ : to be recorded and is accordingly enrolled
 as follows, to wit:

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Hyman N. Firstman, whose post office address is St. Michaels, Maryland, Anna A. Gaiz, whose post office address is No. 438 Haledon Avenue, Paterson, New Jersey, and Esther Firstman, whose post office address is St. Michales, Maryland, all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

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

H. N. FIRSTMAN, INC.

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

(1) To manufacture and otherwise deal in men's athletic underwear, union-suits and any and all other types of underwear, as well as pajamas, track pants and kindred garments or products.

(2) To manufacture, purchase, sell and otherwise deal in all supplies and materials used in the manufacture thereof.

(3) To lease, purchase, rent or otherwise acquire, and to sell, mortgage and otherwise deal in all machinery, apparatus, equipment and appliances of every kind used in connection with the business to be carried on by the Corporation.

(4) To purchase, rent, own, hold, lease, convey, mortgage, pledge, transfer or otherwise acquire or dispose of all lands, factories, buildings and other structures, as well as all other property, both real and personal, of every class and description, or any interest therein, necessary or desirable for the carrying on of the aforesaid businesses or any of them; to purchase, sell, rent, mortgage, lease, improve, invest and deal in real estate wheresoever situated, and to construct, equip, operate, lease, rent, hire and manage buildings of every kind and description.

(5) To acquire by purchase, lease or otherwise, the property, rights, business, good-will, franchises and assets of every kind of any corporation, association partnership, firm or individual carrying on in whole or in part the aforesaid businesses or any of them, or any other business in whole or in part 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 property, rights, business, good-will, franchises and assets so acquired in the stock, bonds or other securities of the

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Corporation or otherwise.

(6) To apply for, acquire, hold, use, sell, mortgage, license, assign or otherwise dispose of letters patent of the United States or of any foreign country, and any and all patent rights, licenses, privileges, inventions, improvements, processes and trade-marks relating to or useful in connection with any of the businesses carried on by the Corporation.

(7) To carry on any other business (whether manufacturing or otherwise) which may seem to the Corporation to be calculated directly or indirectly to effectuate the aforesaid objects or any of them, to facilitate it in the transaction of its aforesaid businesses or any part thereof, or in the transaction of any other business that may be calculated, directly or indirectly, to enhance the value of its property and rights.

The Corporation shall have and enjoy in addition to the powers expressly above-named, all the powers and rights conferred by statute upon corporations; the enumeration of specific powers in this Certificate is made in furtherance of and not in limitation of the powers conferred by law, and no restriction upon any power is intended to be implied by any specification or from any expression of the sections of this Article THIRD.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is St. Michaels, Maryland.

The resident agent of the Corporation is Abraham Davidson, whose post office address is No. 303 Munsey Building, Baltimore, Maryland, said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total amount of the authorized capital stock of the Corporation is one hundred shares of no par value, all of which stock is common stock.

SIXTH: The Corporation shall have not more than seven and not less than three directors, and Hyman N. Firstman, Anna A. Gaiz and Esther Firstman shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SEVENTH: The Board of Directors shall have the general management and control of all the property and affairs of the Corporation, and may exercise all the powers of the Corporation except such as are expressly limited by law to the stockholders.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 5th day of October, 1934.

Test
as to Hyman N. Firstman and
Esther Firstman:

Hyman N. Firstman (SEAL)

Esther Firstman (SEAL)

George A. Seymour, Jr.

Test as to Anna A. Gaiz:

Anna A. Gaiz (SEAL)

Ernest Appel

Notary Public of N.J.



STATE OF MARYLAND, TALBOT COUNTY, to wit:

I HEREBY CERTIFY that on this 5th day of October, 1934, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared Hyman N. Firstman, and Esther Firstman, and they acknowledged the foregoing Certificate of Incorporation to be their respective act and deed.

AS WITNESS my hand and Notarial Seal.



George A. Seymour, Jr.
Notary Public.

STATE OF NEW JERSEY, COUNTY OF PASSAIC, SS:

BE IT REMEMBERED that on this 9th day of October, 1934, before me, E. J. Appel, a Notary Public of the State of New Jersey, in and for the County of Passaic, personally appeared Anna A. Gaiz, of the City of Paterson, who, I am satisfied, is the person mentioned in and who executed the above instrument; and, I having first made known to her the contents thereof, she acknowledged that she signed and sealed the same as her voluntary act and deed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 9th day of October, 1934.



Ernest J. Appel
Notary Public.

Certificate of Incorporation) of " H. N. FIRSTMAN, INC. "
received for record October 22, 1934, at 9:45 o'clock A.M., and approved by the State Tax Commission of Maryland October 22, 1934, as in conformity with law and order recorded.

Jesse D. Price
A. LeRoy McCardell
Commissioners

Recorded in Liber 125, folio 184, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the Circuit Court for Talbot 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.



Albert W. Ward
Secretary

Capital) 100 shares common stock no par value. Bonus tax paid \$20.00
Recording fee paid \$10.00

*Examined & del'd to
T. H. Henry 4-16-35*

CERTIFICATE OF INCORPORATION

CERTIFICATE OF INCORPORATION : Be it remembered that on this 1st day of
OF : April A.D. 1935, at 9 o'clock A.M., the follow-
OXFORD SHIP YARDS, INCORPORATED : ing Instrument of writing was received to be
recorded, and is accordingly enrolled as follows,

to wit:

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, J. Ramsey Speer, whose Post-Office address is Trappe, Maryland, T. Hughlett Henry, whose Post-Office address is Easton, Maryland, and J. McKenny Willis, Jr., whose Post-Office address is Easton, Maryland, all being 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: The name of the Corporation, (which is hereinafter called the Corporation), is

"OXFORD SHIP YARDS, INCORPORATED"

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

(a) To purchase, own, equip and operate ship-yards for the building, construction and repairing of vessels, yachts, boats and water craft of every kind and description.

(b) To purchase, own and deal in machinery, tools, equipment, appliances, supplies and materials necessary or desirable for the carrying on of the aforesaid business.

(c) To acquire by purchase, lease or otherwise, the property rights, business, good will, franchises and assets of every kind of any corporation, association, firm or individual carrying on in whole or in part the aforesaid business, or any other business in whole or in part 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 property, rights, business, good will, franchises and assets so acquired in the stock, bonds or other securities of the Corporation or otherwise in the manner provided for by the Statutes of Maryland.

(d) To carry on any other business which may seem to the Corporation to be calculated directly or indirectly to effectuate the aforesaid objects, to facilitate it in the transaction of its aforesaid business, or any part thereof, or in the transaction of any other business that may be calculated, directly or indirectly, to enhance the value of its property and rights.

(e) The business which the Corporation is to carry on is from time to time to do any one or more of the acts and things hereinbefore set forth, provided that, in the transaction of its business, the Corporation shall be subject to the laws and statutes of each State or foreign country in which the same may be transacted or its property may be located.

FOURTH: the post-office address of the place at which the principal office of the Corporation in this State will be located in The Strand, Oxford, Maryland. The resident agent of the Corporation is T. Hughlett Henry, whose post-office address is Easton, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have three directors and J. Ramsey Speer,

J. Ramsey Speer, Jr., and J. McKenny Willis, Jr., shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total amount of the authorized capital stock of the Corporation is Fifty Thousand (\$50,000.00) Dollars par value, divided into Two Thousand (2,000) Shares of the par value of Twenty-five (\$25.00) Dollars each.

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, 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 Corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF we have signed this Certificate of Incorporation this 6th day of October, A.D. 1934.

WITNESS: As to
J. Ramsey Speer,
T. Hughlett Henry and
J. McKenny Willis, Jr.

J. Ramsey Speer (SEAL)
T. Hughlett Henry (SEAL)
J. McKenny Willis, Jr. (SEAL)

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

THIS IS TO CERTIFY that on the 6th day of October, in the year nineteen hundred and thirty-four, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County, personally appeared J. Ramsey Speer, T. Hughlett Henry and J. McKenny Willis, Jr. and severally acknowledged the foregoing Certificate of Incorporation to be their act.



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

Elma Fleming,
Notary Public.

Certificate of Incorporation) of "OXFORD SHIP YARDS, INCORPORATED"
received for record October 13, 1934, at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland October 13, 1934, as in conformity with law and ordered recorded.

A. LeRoy McCardell
Jesse D. Price,
Commissioners.

Recorded in Liber 125, folio 126, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the Circuit Court for Talbot 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.



Albert W. Ward
Secretary

Capital) \$50,000.00 Bonus tax paid \$20.00 Recording fee paid \$10.00

CERTIFICATE OF INCORPORATION

CERTIFICATE OF INCORPORATION : Be it remembered that on this 1st day of
 OF : April A.D. 1935, at 9 o'clock A.M., the follow-
 WOODALL & SON, INCORPORATED : ing Instrument of writing was received to be
 : recorded, and is accordingly enrolled as
 follows, to wit:

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, P. Donald Woodall of Easton, Maryland, Estella M. Woodall of Easton, Maryland and Clara V. King of Dover, Delaware, all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereinafter called "corporation"), is Woodall & Soh, Incorporated.

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 and carry on the building and contracting business.
2. To purchase, lease, hire or otherwise acquire, hold, own, develop, improve, and dispose of, and to aid and subscribe toward the acquisition, development or improvement of real and personal property and rights and privileges therein, suitable or convenient for any of the business of the Corporation.
3. To acquire all or any part of the good-will, rights, property and business of any person, firm, association, or corporation heretofore or hereafter engaged in any business similar to any business which the Corporation has the power to conduct, and to hold, utilize, enjoy and in any manner dispose of, the whole or any part of the rights, property and business so acquired, and to assume in connection therewith any liabilities of any such person, firm, association or corporation.
4. To issue shares of its stock, in the manner permitted by law, to raise money for any of the purposes of the Corporation or in payment for property purchased or for any other lawful consideration.
5. 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 purchases, or for any other lawful consideration, and to assure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.

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

It is the intention that the objects and purposes specified in the foregoing clauses of this Article Third shall not, unless otherwise specified therein, be in any wise limited or restricted by reference to, or inference from, the terms of any other clause of this or any other article in this charter but that the objects and purposes specified in each of the classes of this Article shall be regarded as independent objects and purposes. It is also the intention that said clauses be construed both as purposes and powers and, generally, that the Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted to, or conferred upon, corporations of this character, by the Laws of the State of Maryland, and the enumeration of certain powers as herein specified is not intended as exclusive of, or as a waiver of, any of the powers, rights or privileges granted or conferred by the Laws of said State now or hereafter in force.

FOURTH: The Post-Office address of the place at which the principal office of the Corporation in this State will be located at Easton, Maryland. The resident agent of the Corporation is Estella M. Woodall, whose post-office address is Easton, Maryland. Said agent is a citizen of the State of Maryland actually residing therein.

FIFTH: The corporation shall have from three to five directors and the following shall act as such until the first annual meeting or until their successors are duly chosen and qualified:

P. Donald Woodall of Easton, Maryland, Estella M. Woodall of Easton, Maryland and Clara V. King of Dover, Delaware.

SIXTH: The total amount of authorized stock of the Corporation is one hundred (100) shares of common non-assessable stock without par value.

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

(1) The Board of Directors are empowered to authorize by Resolution the issuance of any number of shares of stock from time to time, for such considerations as said Board of Directors may deem advisable, provided the Board of Directors ahll, by Resolution, state its opinion of the actual value of any consideration other than money for which it authorizes such stock to be issued.

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

or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other Corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction 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.

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

In witness whereof, we have signed this Certificate of Incorporation on Oct. 19, 1934.

WITNESS:

Meta T. Wallace	AS TO	P. Donald Woodall
Meta T. Wallace	AS TO	Estella M. Woodall
Meta T. Wallace	AS TO	Clara V. King

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

This is to certify, that on this 19 day of October, 1934, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared P. Donald Woodall, Estella M. Woodall and Clara V. King and severally acknowledged the foregoing Certificate of Incorporation to be their Act.

As witness my hand and notarial seal, the day and year first above written.



Meta T. Wallace
Notary Public.

Certificate of Incorporation) of "WOODALL & SON, INCORPORATED"
received for record October 26, 1934, at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland October 26, 1934, as in conformity with law and ordered recorded.

Jesse D. Price
A. LeRoy McCardell
Commissioners.

Recorded in Liber 126, folio 218, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the Circuit Court for Talbot 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.



Albert W. Ward
Secretary.

Capital) 100 shares common stock no par value. Bonus tax paid \$20.00
Recording fee paid \$10.00.

STOCK ISSUANCE STATEMENT

OXFORD SHIP YARDS, INCORPORATED : Be it remembered that on this 22nd
STOCK ISSUANCE STATEMENT : day of July, A.D. 1935, at 9 o'clock A.M.
: the following Stock Issuance Statement or
Instrument of writing was received to be recorded, and is accordingly enrolled
as follows, to wit:

THIS IS TO CERTIFY:

FIRST: That the board of directors of OXFORD SHIP YARDS, INCORPORATED, a Maryland corporation, having its principal office on The Strand, Oxford, Maryland, (hereinafter called the Corporation), at a meeting duly convened and held on October 16th, 1934, by resolution, (a) duly authorized the issuance of three hundred (300) fully paid and non-assessable shares of the par value of Twenty-five (\$25.00) Dollars each of the capital stock of the Corporation to J. Ramsey Speer of Talbot County, Maryland, for the following consideration:

For the transfer to the Corporation by said J. Ramsey Speer of his right, title and interest in a certain contract between said Speer and A. James Conley, dated October 4th, 1934, and particularly his right of purchase thereunder from said Conley, at and for the sum of Thirteen Thousand Four Hundred and Twenty-five (\$13,425.00) Dollars, of the shipyard business and property at Oxford, Talbot County, Maryland, owned and operated by A. James Conley, trading as A. R. Conley and Son, and consisting of valuable leasehold property, buildings, marine railway and equipment, machinery, appliances, tools and supplies used in said shipyard business, together with the good will of said business and also including the Yacht, "Lorowa II", and other boats used in connection with said shipyard business:
and

(b) stated that, in its opinion, the actual value of said consideration is not less than Seven Thousand Five Hundred (\$7,500.00) Dollars.

SECOND: That at the time of the authorization of the issuance of such stock as aforesaid, there were no shares of stock of the Corporation outstanding and entitled to vote thereon.

*Received to J. Ramsey Speer Jr
7/24/36.*

IN WITNESS WHEREOF, OXFORD SHIP YARDS, INCORPORATED, has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereto affixed, and attested by its Secretary, on this 29th day of December, A.D. 1934.

ATTEST:

OXFORD SHIP YARDS, INCORPORATED.

J. Ramsey Speer, Jr.
Secretary.

By J. Ramsey Speer,
President.

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I hereby certify, that on this 29th day of December, 1934, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared J. Ramsey Speer, President of Oxford Ship Yards, Incorporated, a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing statement to be the corporate act of said corporation; and at the same time personally appeared J. McKenney Willis, Jr. and made oath in due form of law that he was Secretary of the meeting of the board of directors of the corporation at which the issuance of the stock therein mentioned was authorized, and that the matters and facts set forth in said statement are true to the best of his knowledge, information and belief.

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

Elma Fleming,
Notary Public.

Stock Issuance Statement) of "OXFORD SHIP YARDS, INCORPORATED"
received for record December 31, 1934, at 11:00 o'clock A.M., and approved by the State Tax Commission of Maryland December 31, 1934, as in conformity with law and ordered recorded.

A. LeRoy M. Cardell
Jessie D. Price
Commissioners

Recorded in Liber 127, folio 104, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the Circuit Court for Talbot 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.

Albert W. Ward
Secretary

Recording fee paid \$5.00.

CERTIFICATE OF INCORPORATION

CERTIFICATE OF INCORPORATION : Be it remembered that on this 26th
OF THE : day of Aug. A.D. 1935, at 9 o'clock A.M.
TRAPPE FIRE COMPANY, INCORPORATED : the following Certificate of Incorporation
_____ : or Instrument of writing was received to
be recorded, and is accordingly enrolled as follows, to wit:

THIS IS TO CERTIFY:

FIRST: That we, the subscribers -- Levin Morris, Harvey L. Slaughter, Douglas Sullivan, Charles N. Sheridan and Silas Edward Simpson -- all of whom are residents of Trappe and vicinity, Talbot County, Maryland, and all of whose post office address is Trappe, Maryland, all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: That the name of the said Corporation is, THE TRAPPE FIRE COMPANY, INCORPORATED.

THIRD: That the purpose for which the Corporation is formed is to perfect an organization for the protection of life and property in Trappe and vicinity from fire.

FOURTH: That the post office address of the place at which the principal office of the Corporation will be located in Trappe, Maryland. The resident agent of the said Corporation is Silas Edward Simpson, whose post office address is Trappe, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have five directors and Levin Morris, Chief; Harvel L. Slaughter, Captain; Douglas Sullivan, Assistant Chief, Charles Sheridan, Engineer; and Silas Edward Simpson, Secretary and Treasurer, all of whose post office address is Trappe, Maryland, shall act as such until the First annual meeting, or until their successors are duly chosen and qualified.

SIXTH: That the said Corporation is formed without capital stock for mutual purposes and any person eligible under the Constitution and By-Laws of the department shall become a member thereof upon payment of such sum at such time as may be set forth in the said Constitution and By-Laws.

IN WITNESS WHEREOF we have this 18th day of January, 1935 hereunto set our hands.

Levin Morris

Douglas Sullivan

Harvey L. Slaughter

Charles N. Sheridan

Silas Edward Simpson

STATE OF MARYLAND

SS:

TALBOT COUNTY

THIS IS TO CERTIFY, that on the 18th day of January, 1935, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Levin Morris, Harvey L. Slaughter, Douglas Sullivan, Charles N. Sheridan and Silas Edward Simpson and they severally acknowledged the foregoing Certificate of Incorporation to be their act.

Examined & Approved E. H. Battlett, Master Trappe Fire Co. Trappe Md. 1/27/46.

WITNESS My Hand and Seal.

D. L. Corkran
Notary Public

Certificate of Incorporation) of "The Trappe Fire Company, Incorporated" received for record March 1, 1935, at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland March 1, 1935, as in conformity with law and ordered recorded.

Jesse D. Price
A. LeRoy McCardell
Commissioners

Recorded in Liber 125, folio 484, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the Circuit Court for Talbot 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.

Albert W. Ward
Secretary

Capital) \$ NONE Bonus tax paid \$NONE Recording fee paid \$10.00

CERTIFICATE OF INCORPORATION

CERTIFICATE OF INCORPORATION : Be it remembered that on this 26th
OF : day of August, A.D. 1935, at 9 o'clock
"BELMONT FARMS CORPORATION" : A.M., the following Certificate of Incorp-
: oration or Instrument of writing was receiv-
ed to be recorded, and is accordingly enrolled as follows, to wit:

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, George O. Blome, whose post-office address is Baltimore, Maryland; Martin W. Seabolt, whose post-office address is Baltimore, Maryland; and Preston P. Heck, whose post-office address is Baltimore, Maryland; all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

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

BELMONT FARMS CORPORATION

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

To engage generally in the business of farming, and to purchase, sell, raise, grow, mortgage, pledge and to deal generally in poultry, horses,

Examined

cows, swine, sheep and all other kinds and species of live stock, wheat, rye, barley, oats, eggs, vegetables and fruit of every kind and nature, and all other products of the farm and dairy, all articles, goods and merchandise produced, prepared or manufactured from any of the above-named products and live stock.

To acquire by purchase or otherwise, lease, sell, build and equip with furnishings, apparatus and machinery, and operate for the handling, reception, storage on commission or as owners, of all agricultural or other products and merchandise, and all kinds and species of live stock above referred to, warehouses for general or for cold storage, with power to issue proper receipts and certificates, business blocks, factories, stockyards, grain elevators and appliances incidental to the operation of any of the same, and also to acquire by lease, purchase or otherwise, and to operate all means and methods of transportation by vehicles or by vessels.

To carry on the business of breeding, raising, training, buying, selling, importing and exporting horses; to conduct any and all manner of business permitted at fairs and race courses, and in general to do any and all things in accordance with law that may directly or indirectly be connected with the raising of horses; to keep careful lists of the most celebrated horses of all noted breeds, and their pedigree and distinguishing characteristics, and to publish from time to time every kind of information on such subjects of interest to horsemanship; and to buy, sell, raise and handle live stock of all kinds and descriptions.

To breed, raise, import, export and deal in cattle and live stock of all kinds, and to carry on a general cattle, grazing and agricultural business.

To make, manufacture, purchase, exchange or in any other manner acquire, hold, own, mortgage, pledge, sell, transfer or in any other manner dispose of, and to deal and trade in goods, wares, merchandise and personal property of any and every class and description and wherever located.

To acquire by purchase, or in any other manner take, own, hold, invest and deal in, and to lease, sell, exchange, mortgage, transfer or in any manner whatever dispose of, real estate or any interest therein located within or without the State of Maryland.

To acquire in any manner, hold, use, sell, assign, grant rights in, or in any manner deal with patents, inventions, improvements, processes, formulas, trade-marks, trade-names, rights and licenses secured under letters patent, copyrights or other rights issued or authorized by any government, governmental body, or otherwise.

To enter into, make and perform contracts of every kind and without limit as to amount, with any person, firm, association or corporation, government, county, state, municipality or territory.

To obtain credits or moneys in any manner, at any time and in any amounts for any of the objects of this Corporation, and to make, draw, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, other securities and other negotiable or non-negotiable instru-

ments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereof by mortgage upon or pledge, conveyance or assignment of any part or the whole of the property, rights and interests of this Corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such securities and obligations of this Corporation for any of its corporate objects.

To purchase, acquire, hold and reissue the shares of its capital stock subject to the laws of the State of Maryland.

In general, to engage in and carry on anywhere any other business, whether manufacturing or otherwise, in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Maryland upon corporations formed under the General Laws of the State of Maryland and alone or with others to do any or all of the things herein set forth as principal, agent, broker, contractor, trustee, or otherwise, to the same extent as natural persons might or could do.

The businesses, purposes or objects set out in the preceding 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 this certificate of incorporation, but the businesses, purposes or objects specified in each of the foregoing clauses of this certificate shall be regarded as independent businesses, objects and purposes.

FOURTH: The post-office address of the place at which the principal office of this Corporation in this State will be located is Belmont Farms, near Trappe, Talbot County, Maryland. The resident agent of this Corporation is Arthur L. Fehsenfeld, whose post-office address is Belmont Farms, near Trappe, Talbot County, Maryland. Said resident agent is a citizen of the State of Maryland, and actually resides therein.

FIFTH: This Corporation shall have three directors, and Arthur L. Fehsenfeld, Doris T. Fehsenfeld and Albert S. Fehsenfeld 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.

SIXTH: The total number of shares of stock which this Corporation is authorized to issue is one thousand (1000) shares of the par value of One Cent (\$.01) each.

SEVENTH: The board of directors of this Corporation is hereby empowered to authorize the issuance of one thousand (1000) fully paid and non-assessable shares of the par value of One Cent (\$.01) each of the capital stock of this Corporation for the following consideration:

The farm containing approximately one hundred and seventy-seven acres (177) located in Trappe section of Talbot County, Maryland, known as Belmont Farms, together with all buildings, farming implements, equipment, live stock, etc. located thereon and used in connection therewith. The actual value of said consideration hereby fixed by the incorporators is not less than Ten Thousand Dollars (\$10,000.00).

EIGHTH: The board of directors of this Corporation may authorize the issuance, from time to time, of shares of its stock without par value of any class and securities convertible into shares of its stock without par value of any class for such consideration as said board of directors may deem advisable, subject to such limitations and restrictions, if any, as may be made by statute or in the by-laws of this Corporation; and further, 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, 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 this Corporation.

NINTH: The powers herein contained are not to be held to limit or restrict in any manner the general powers conferred upon this Corporation by the laws of the State of Maryland.

TENTH: This Corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by law, and all rights herein conferred upon stockholders, directors or others are granted subject to this reservation.

IN WITNESS WHEREOF, we have signed this Certificate of Incorporation on this 19th day of February, 1935.

WITNESS:

Edward Parrish	George O. Blome	(SEAL)
Edward Parrish	Martin W. Seabolt	(SEAL)
Edward Parrish	Preston P. Heck	(SEAL)

STATE OF MARYLAND)
) SS.
 CITY OF BALTIMORE)

I HEREBY CERTIFY, that on the 19 day of February, 1935, before me, the subscriber, a notary public of the State of Maryland, in and for the City of Baltimore, personally appeared George O. Blome, Martin W. Seabolt and Preston P. Heck and severally acknowledged the foregoing Certificate of Incorporation to be their act.



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

Edward Parrish
 Notary Public

Certificate of Incorporation) of "BELMONT FARMS CORPORATION"

Received for record February 19, 1935, at 11:00 o'clock A.M., and approved by the State Tax Commission of Maryland February 19, 1935, as in conformity with law and ordered recorded.

A. LeRoy McCardell
 Jesse D. Price
 Commissioners

Recorded in Liber 127, folio 423, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the Circuit Court for Talbot 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.

Albert W. Ward
Secretary



Capital) \$10.00

Bonus tax paid \$20.00

Recording fee paid \$10.00

CERTIFICATE OF INCORPORATION OF WEST SHERWOOD
FARMS, INCORPORATED.

CERTIFICATE OF INCORPORATION : Be it remembered that on this 30th day of
OF "WEST SHERWOOD FARMS, : October, A.D. 1935, at 9:00 o'clock A.M.
INCORPORATED" : the following Certificate of Incorporation
_____ : or Instrument of writing was received to be
recorded, and is accordingly enrolled as follows, to wit:

THIS IS TO CERTIFY: FIRST: That the subscribers, Ernest H. Burns, S. Olivia Burns, and Dorothy Burns, the post office address of each of whom is St. Michaels, Talbot County, Maryland, and all of whom are of full legal age, do hereby associate ourselves with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations.

SECOND: The name of the said corporation is WEST SHERWOOD FARMS, INCORPORATED.

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

To purchase, lease or otherwise acquire property, real, personal and mixed; to own, hold, sell, convey, exchange, encumber by mortgages or other instruments of writing, or in any other manner, and to otherwise deal in, utilize, or dispose of said property, real, personal, or mixed, or any rights, interest, equities, mortgages, and options, in, upon or affecting any property so acquired, / to improve, construct, build on, operate, maintain, lease or sell any warehouses, dwelling houses, offices, storerooms, or other buildings or facilities for the purpose of producing and dealing in and with poultry of every class and description and for any other use thereof; to produce, buy, sell and deal in and with poultry of every class and description; to deal in all kinds of farm supplies, fruits vegetables, containers, machinery, fertilizer, implements or other property incidental to, or useful in, any of the aforementioned business enterprises, operations or objects.

Examined

FOURTH: The post office address of the place at which the principal office of the corporation in this State will be located in St. Michaels, Maryland.

FIFTH: The name and address of the Resident Agent in the State of Maryland is Ernest H. Burns, whose post office address is St. Michaels, Maryland. The said Resident Agent is a citizen of the State of Maryland and personally resides therein.

SIXTH: The total amount of authorized capital stock of the corporation is twenty five hundred shares of the par value of Ten Dollars each, and shall be common stock. The Board of Directors is hereby empowered by resolution to authorize the issuance of any number of shares of said corporate stock and/or any amount of convertible securities from time to time for such considerations as said Board of Directors may deem advisable; it being hereby intended to confer upon and vest in the Board of Directors all the power, authority and discretion in respect to the issuance of said capital stock that may, pursuant to law, be exercised by said Board.

SEVENTH: Said corporation shall have not less than three Directors, nor more than five Directors, and Ernest H. Burns, S. Olivia Burns and Dorothy Burns shall act as Directors 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.

EIGHTH: The management of the business, property and affairs of said corporation shall be vested in the Board of Directors, who shall dictate its general business, policies, and subject to any provision of law or statute, or to the vote of the stockholders, shall determine all matters and questions pertaining to its business, affairs and property, and shall have authority to do any and all things to perfect the organization of said corporation, to fix and vary the amount of assets to be reserved as working capital, to direct and determine the use and disposition of any net profits over and above the capital stock paid in, to determine (subject to the limitations hereinbefore set forth and as provided by law), whether any, and if any, what part of the surplus or net profit shall be declared in dividends, and when to be paid to its stockholders, and from time to time sell, assigns, lease, mortgage, pledge, or otherwise transfer or dispose of any or all of the property and assets of the corporation, but no lease or sale of the property, assets, franchises and rights of the corporation as an entity shall be made except after first obtaining at a duly called meeting of stockholders the affirmative vote of the holders of not less than two-thirds of all issued and outstanding capital stock of said corporation; and the Board of Directors shall have power to borrow money in such sums and upon such terms and conditions and upon such security by way of pledge or mortgage of the corporate assets and property, or other manner of giving security for the use of said corporation as said Board may deem to be to the best interest of said corporation, and to exercise all the powers herein conferred upon said corporation or which are, or may be, conferred by the laws of this State, the above granted powers to this corporation and to the Board of Directors thereof, being intended in furtherance and not in limitation of the general powers conferred by law upon the said

corporation and upon its Board of Directors.

IN WITNESS WHEREOF, we have hereunto subscribed our names to this Certificate of Incorporation on this 13th day of April, 1935.

WITNESS:

Elizabeth Wright

Ernest H. Burns

S. Olivia Burns

Dorothy Burns

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I hereby certify that on this 13th day of April A.D., 1935, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Ernest H. Burns, S. Olivia Burns and Dorothy Burns, and severally acknowledged the foregoing Certificate of Incorporation to be their act.

Witness my hand and Notarial Seal.



Elizabeth Wright

Notary Public

CERTIFICATE OF INCORPORATION : of "WEST SHERWOOD FARMS, INCORPORATED" received for record April 16, 1935, at 11:00 o'clock A.M., and approved by the State Tax Commission of Maryland April 16, 1935, as in conformity with law and ordered recorded.

A. LeRoy McCardell

Jesse D. Price

Commissioners.

Recorded in Liber 129, folio 2, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the Circuit Court for Talbot 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.



Albert W. Ward

Secretary.

Capital : \$25,000.00 Bonus tax paid \$20.00 Recording fee paid \$10.00

CERTIFICATE OF INCORPORATION

CERTIFICATE OF INCORPORATION : Be it remembered that on this 30th day of
OF : October, A.D. 1935, at 9:00 o'clock A.M.
"J. C. THOMAS, INC." : the following Certificate of Incorporation
: or Instrument of writing was received to
be recorded and is accordingly enrolled as follows, to wit:

THIS IS TO CERTIFY: FIRST: That we, the subscribers, FRED E. LANG, whose post-office address is No. 10 Light Street, Baltimore, Maryland, JOSEPH T. VAN PELT, whose post-office address is No. 10 Light Street, Baltimore, Maryland, and DOROTHY M. GASTON, whose post-office address is No. 10 Light Street, Baltimore,

Examined

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

SECOND: The name of the corporation (which is hereinafter called the Corporation) is J. C. THOMAS, 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:

To carry on the business of supervising the activities, to arrange the itinerary and to enter into, accept, make, assign or take assignment of all kinds and manner of contracts for broadcastings, the public appearance and exhibition, the making of moving pictures and rights arising thereunder and any and all other activities usually engaged in by professional radio artists, performers, musicians, signers, actors and actresses. To act as managing representative for any of the foregoing and to sell recordings for broadcasting or other purposes.

To engage in and carry on the business of importing, exporting, exporting, manufacturing, producing, buying, selling and otherwise dealing in and with, goods, wares and merchandise of every class and description.

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

To purchase, lease, hire or otherwise acquire, hold, own, develop, improve and in any manner dispose of, and to aid and subscribe toward the acquisition, development or improvement of, real and personal property, and rights and privileges therein, suitable or convenient for any of the business of the Corporation.

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

To apply for, obtain, purchase or otherwise acquire, any patents, copyrights, licenses, trade-marks, trade names, rights, processes, formulas, and the like, which may seem capable of being used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

To purchase or otherwise acquire, and to hold, sell or otherwise dispose of, and to retire and reissue, shares of its own stock of any class in any manner now or hereafter authorized or permitted by law.

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 moneys 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 or pledge or conveyance or assignment in trust of the whole or any part of the property of the Corporation, real or personal, including

contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, debentures, notes or other obligations of the Corporation for its corporate purposes.

To carry out all or any part of the aforesaid objects and purposes, and to conduct its business in all or any of its branches, in any or all states, territories, districts and possessions of the United States of America and in foreign countries, and to maintain offices and agencies in any or all states, territories, districts and possessions of the United States of America and in foreign countries.

The foregoing objects and purposes shall, except when otherwise expressed be in no way limited or restricted by reference to, or inference from, the terms of any other clause of this or any other article of this certificate of Incorporation or of any amendment thereto, and shall each be regarded as independent, and construed as powers as well as objects and purposes.

The Corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to, or conferred upon, corporations of a similar character by the General Laws of the State of Maryland now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights or privileges so granted or conferred.

FOURTH: The post-office address of the place at which the principal office of the Corporation in this State will be located is Ingleton-on-Miles, R.F.D. Easton, Talbot County, Maryland. The resident agent of the Corporation is J. C. Thomas, whose post-office address is Ingleton-on-Miles, R.F.D. Easton Talbot County, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have five directors, and John C. Thomas, Dora Thomas, James B. Dobyne, Alfred C. Frodel and Dorothy K. Thomas shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total amount of the authorized capital stock of the Corporation is Fifty (50) shares without nominal or par value, of which Thirty (30) shares are Class A stock and Twenty (20) shares are Class B stock.

SEVENTH: The following is a description of each class of stock of the Corporation with the preferences, voting powers, restrictions and qualifications thereof:

The holders of Class B stock shall be entitled to receive all dividends declared and paid by the Corporation so long as any shares of Class B stock are issued and outstanding and no dividends shall at any time be declared or paid to the holders of Class A stock so long as any shares of Class B stock are issued and outstanding.

The holders of the Class B stock shall have no right to vote at any meeting of the stockholders for the election of directors nor otherwise except as otherwise provided by statute or by this certificate of incorporation nor shall the holders of Class B stock, as such, be entitled to notice of any meeting of the stockholders.

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:

The board of directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such 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.

No holder of stock of any class shall be entitled as a matter of right to subscribe for or purchase any part of any new or additional issue of stock of any class or of securities convertible into stock of any class, whether now or hereafter authorized or whether issued for money, for a consideration other than money or by way of dividend.

The board of directors shall have power to determine from time to time whether and to what extent and of 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.

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. 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 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, 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.

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.

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.

Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a majority or other designated proportion of the shares or of the shares of each class, or otherwise to be taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of the holders of a majority of the total number of shares outstanding and entitled to vote thereon, except as otherwise provided in the charter or in the by-laws, but in cases in which the law authorizes such action to be taken or authorized by a less vote, such action shall be effective and valid if so taken or authorized, except as otherwise provided in the charter or in the by-laws.

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 any of its outstanding 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 in the terms thereof shall have been authorized by the holders of fifty-one per centum of the shares of each class of stock at the time outstanding, by a vote at a meeting or in writing with or without a meeting.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed this Certificate of Incorporation on July 3, 1935.

WITNESS:

Marjorie Mathews

Fred E. Lang

Joseph T. Van Pelt

Dorothy M. Gaston

STATE OF MARYLAND :
CITY OF BLATIMORE : SS:

I HEREBY CERTIFY, that on July 3, 1935, before me, the subscriber, a notary public of the State of Maryland, in and for the City of Baltimore, personally appeared FRED E. LANG, JOSEPH T. VAN PELT, and DOROTHY M. GASTON, and severally acknowledged the foregoing certificate of incorporation to be their act.

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



Marjorie Mathews

Notary Public.

CERTIFICATE OF INCORPORATION :: of "J. C. THOMAS, INC."

received for record July 3, 1935, at 9:15 o'clock A.M., and approved by the State Tax Commission of Maryland July 3, 1935, as in conformity with law and ordered recorded.

R. LeRoy McCardell

Fred T. Adkins

Commissioners

Recorded in Liber 129, folio 283, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the Circuit Court for Talbot 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.

Albert W. Ward

Secretary.



Capital : 50 shares no par value. Bonus tax paid \$20.00 Recording fee paid \$15.00.

STOCK ISSUANCE STATEMENT

STOCK ISSUANCE STATEMENT ✓ : Be it remembered that on this 30th
OF : day of October, A.D. 1935, at 9 o'clock
"WEST SHERWOOD FARMS, INCORPORATED" ✓ : A.M., the following Stock Issuance State-
: ment or Instrument of writing was received
to be recorded and is accordingly enrolled as follows, to wit:

THIS IS TO CERTIFY: FIRST: That the Board of Directors of West Sherwood Farms, Incorporated, a Maryland Corporation, having its principal office at St. Michaels, Talbot County, Maryland, at a meeting duly convened and held on April 18th, 1935, adopted the following resolution:

RESOLVED:

(1) That the issuance of twenty five hundred (2500) fully paid and non-assessable shares of the par value of Ten Dollars (\$10.00) each of the common stock of the Corporation, for the following considerations, be, and the same is, hereby authorized.

(a) One Thousand Four Hundred Eighty (1480) shares of said capital stock of the Corporation is to be issued to S. Olivia Burns, in payment for the tract of land or farm hereinafter described in Item No. 1, and for the personal property hereinafter described in Item No. 2, viz:

Item No. 1. All that tract or parcel of land at the head of Broad Creek Neck in St. Michaels District of Talbot County, Maryland, and more particularly described as follows:

All that tract or parcel of land at the head of Broad Creek Neck, in St. Michaels, District, adjoining waters of Harrison Creek and the land formerly belonging to Marion H. Harrison, and others, the said farm being called or known as "Sherwood Forest", "Lewis", or "West Sherwood, and containing the quantity of one hundred eighty (180) acres of land, more or less.

Being the same property which was conveyed from The Citizens Bank of The Eastern Shore Trust Company unto Sarah Olivia Burns, by deed bearing date of July 1, 1932, and recorded in Talbot County Land Record Liber No. 228, folio 565; and there being a mortgage indebtedness of Eight Thousand Dollars, (\$8000.00) to remain outstanding against said property, which is to be conveyed to the Corporation.

Examined

Item No. 2. All the live stock, farming implements, machinery, equipment and supplies and other personal property situated, and used in connection with, the West Sherwood Farm in St. Michaels District of Talbot County, Maryland, also including in and as a part of said personal property, growing wheat crop, movable wire fencing and steel posts used therewith, one (1) Chevrolet truck, one (1) Chevrolet automobile, all of which personal property is to be sold and transferred by said S. Olivia Burns to the Corporation, and said Corporation assuming payment of accounts amounting to the sum of One Thousand Seven Hundred Fifty Dollars (\$1750.00).

(b) One Thousand Twenty (1020) shares of said capital stock of the Corporation is to be issued to Dorothy Burns in payment for personal property sold by her to said Corporation, viz:

16000 Turkey Eggs

1550 Turkeys

14 Turkey Range Houses

2.

(a) That, in the opinion of the Board of Directors, the actual value of said tract of land or farm called and known as West Sherwood Farm is not less than Fifteen Thousand Seven Hundred Fifty Dollars, being based upon a valuation of said tract of land of not less than Twenty Three Thousand Seven Hundred Fifty Dollars (\$23750.00), and taking into account the outstanding mortgage indebtedness of Eight Thousand Dollars, as above recited; and, in the opinion of the Board of Directors, the actual value of said personal property above mentioned and described is not less than Two Thousand Seven Hundred Fifty Dollars, (\$2750.00), and taking into account the aforementioned sum of One Thousand Seven Hundred Fifty Dollars (\$1750.00), assumed by the Corporation in connection with its purchase of said personalty, as above recited, making a total value or real and personal property sold and to be conveyed from S. Olivia Burns to said Corporation of Eighteen Thousand Five Hundred Dollars (\$18,500.00), as consideration for the the issuance to S. Olivia Burns of One Thousand Four Hundred Eighty (1480) shares of capital stock, as authorized hereunder at the price of \$12.50 per share.

(b) That, in the opinion, of the Board of Directors, the actual value of said Turkey Eggs, Turkeys and Turkey Range Houses purchased by said Corporation from Dorothy Burns is not less than Twelve Thousand Seven Hundred Fifty Dollars (\$12,750.00), as consideration for the issuance to said Dorothy Burns of One Thousand Twenty (1020) shares of capital stock of said corporation as authorized hereunder at the price of \$12.50 per share.

SECOND: That at the time of the authorization of the issuance of such stock by the Board of Directors as aforesaid, there were no shares of stock of the said Corporation outstanding and entitled to vote thereon.

IN WITNESS WHEREOF, WEST SHERWOOD FARMS, INCORPORATED, has caused these presents to be signed in its name and on its behalf by Ernest H. Burns, its President, and its corporate seal to be hereto affixed and attested by S. Olivia Burns, its secretary, on 18th day of May, A.D. 1935.

Attest:

WEST SHERWOOD FARMS, INCORPORATED

S. Olivia Burns
Secretary

By Ernest H. Burns
President

STATE OF MARYLAND, COUNTY OF TALBOT, TO WIT:

I Hereby Certify, that on this 18th day of May, A.D. 1935, before me, the subscriber, a Notary Public of the state of Maryland, in and for the County of Talbot, personally appeared Ernest H. Burns, President of West Sherwood Farms, Incorporated, a Maryland Corporation, and in the name and on behalf of the Corporation, acknowledged the foregoing statement to be the corporate act of the Corporation; and at the same time personally appeared S. Olivia Burns, and made oath in due form of law that she was Secretary of the meeting of the Board of Directors of the Corporation in which the issuance of stock therein mentioned was authorized, and that the matter and facts set forth in said statement are true to the best of her knowledge, information and belief.

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

Elizabeth Wright
Notary Public.

STOCK ISSUANCE STATEMENT : of "WEST SHERWOOD FARMS, INCORPORATED" received for record May 21, 1935, at 10:00 o'clock A.M., and approved by the State Tax Commission of Maryland May 21, 1935, as in conformity with law and ordered recorded.

A. LeRoy McCardell
Jesse D. Price
Commissioners

Recorded in Liber 129, folio 120, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the Circuit Court for Talbot 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.

Albert W. Ward
Secretary.

Recording fee paid \$5.00.

ARTICLES OF AMENDMENT

ARTICLES OF AMENDMENT : Be it remembered that on this 30th
 OF : day of October, A.D. 1935, at 9
 "J.H.K.SHANNAHAN ARTESIAN WELL : o'clock A.M., the following
 COMPANY OF TALBOT COUNTY", changing its : Articles of Amendment or Instru-
 name to: "SHANNAHAN ARTESIAN WELL CO.,INC.": ment of writing was received to
 _____ : recorded, and is accordingly
 enrolled as follows, to wit:

THIS IS TO CERTIFY: FIRST: That the Charter of the J. H. K. Shannahan Artesian Well Company of Talbot County, a Maryland corporation, having its principal office in the town of Easton, Talbot County, Maryland, is hereby amended by striking out Articles 1, 2, 3, 4 and 5 of the Certificate of Incorporation and inserting in lieu thereof.

1: The name of said Corporation is Shannahan Artesian Well Co., Inc.

2: The purposes for which and for any of which the corporation is formed and the business and objects to be carried on and promoted by it are as follows: To conduct a general well business by digging, boring or sinking wells or by making and manufacturing wells in any other manner; to manufacture, purchase, sell and otherwise deal in all supplies in raw and other materials used in the manufacture of wells including pumps, to lease, purchase, sell and otherwise deal in all machinery, tools, implements, apparatus, equipment and appliances of every kind used in connection with the manufacturing carried on by the corporation or with the selling and transportation of the finished and other products manufactured, sold, owned or used by it; and to purchase, own, hold, lease, convey, mortgage, pledge, transfer or otherwise acquire or dispose of lands, water rights, mills, factories, buildings and other structures, and all other property, both real and personal, of every class and description, or any interest therein, necessary or desirable for the carrying on of the aforesaid businesses or either of them.

To purchase, sell mortgage, lease, improve, invest and deal in real estate, wheresoever situated, and to construct, equip, operate, lease, rent, hire and manage buildings of every kind and description.

To acquire by purchase, lease or otherwise, the property, rights, business, good will, franchises and assets of every kind of any corporation, association, firm or individual carrying on in whole or in part the aforesaid businesses, or either of them or any other business in whole or in part 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 property, rights, business, good will, franchises and assets so acquired in the stock, bonds or other securities of the corporation or otherwise.

To carry on any other business which may seem to the corporation to be calculated directly or indirectly to effectuate the aforesaid objects, or either of them, to facilitate it in the transaction of its aforesaid business that may be calculated, directly or indirectly, to enhance the value of its

*Examined & attested John H. A. Jump
2/17/36.*

property and rights.

The business which the corporation is to carry on is from time to time to do any one or more of the acts and things hereinbefore set forth, provided that, in the transaction of its business, the corporation shall be subject to the laws and statutes of each State or foreign country in which the same may be transacted or its property may be located.

3: The principal office of said corporation in this State will be located at St. Michaels, Maryland, and the name and Post Office Address of the resident Agent is Norman M. Shannahan, St. Michaels, Maryland, and he is a citizen and actual resident of the State of Maryland.

4: The total amount of capital stock of said corporation is Ten Thousand Dollars (\$10,000.00), divided into One Thousand (1,000) shares of the par value of Ten Dollars (\$10.00) each.

5: The said corporation shall have not less than three (3) directors and not more than seven (7) directors.

SECOND: That the Board of Directors of the Corporation at a Meeting convened and held on the 20th day of April 1935, duly advised the Amendments to the Charter of the Corporation hereinabove set forth by passing a Resolution declaring that the said Amendments are advisable and calling a Meeting of the Stockholders to take action thereon.

THIRD: That the Meeting of the Stockholders of the Corporation, called by the Board of Directors of the Corporation as aforesaid, was held in St. Michaels, Talbot County, Maryland, on the 3rd day of May 1935, a written notice having been given to each share holder more than ten days previous thereto stating the date, hour, place and purpose of said Meeting, at which said Stockholders Meeting there was represented in person ninety eight (98) shares of stock and by proxy two (2) shares. At said Meeting was presented a Resolution which was recommended by the Board of Directors of said Corporation held at the Directors Meeting of said Corporation on the 20th day of April 1935, recommending each and all of the Amendments to the Charter of the Corporation as hereinbefore set forth. It being regularly moved and seconded that the above Amendments to the Charter, as above set forth, be adopted and a vote was taken and same was adopted by the affirmative vote of more than two-thirds of the stock outstanding and entitled to vote, that is to say one hundred (100) shares in the affirmative and no shares in the negative.

FOURTH: That the Capital stock heretofore authorized in One Thousand Dollars (\$1,000.00), divided into One Hundred (100) shares of common stock of the par value of Ten Dollars (\$10.00) a share and the Capital stock of said Corporation as hereby amended is an aggregate of Ten Thousand Dollars (\$10,000.00), divided into One Thousand (1,000) shares of the par value of Ten Dollars (\$10.00) a share.

WITNESS WHEREOF the J. H. K. Shannahan Artesian Well Company of Talbot County has caused these presents to be signed with its name and in its behalf, by its President and its corporate seal to be hereto attached and attested by its Secretary this 4th day of May, A.D. 1935.

J. H. K. Shannahan Artesian Well Company of
Talbot County.

Norman M. Shannahan President.

E. V. Shannahan Secretary.

STATE OF MARYLAND, TALBOT COUNTY, to wit:-

I HEREBY CERTIFY, that on the 4th day of May in the year nineteen hundred and and thirty five, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared Norman M. Shannahan, President of the J. H. K. Shannahan Artesian Well Company of Talbot County, a body corporate of the State of Maryland, and in its name and on its behalf did, as the President of said Corporation, acknowledge the foregoing instrument to be its act and an amendment to its certificate of Incorporation.

AND at the same time personally appeared Norman M. Shannahan who being first duly sworn, made oath: that he was Chairman of the Meeting of Stockholders who adopted the foregoing instrument or amendment to the Charter of the J. H. K. Shannahan Artesian Well Company of Talbot County, and that the matters and facts set forth in said Articles of amendment are in fact true as therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and Notarial seal.

George A. Seymour, Jr.

Notary Public.

Articles of Amendment : of "J. H. K. SHANNAHAN ARTESIAN WELL COMPANY OF TALBOT COUNTY", changing its name to: "SHANNAHAN ARTESIAN WELL CO., INC."

received for record May 8, 1935, at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland May 8, 1935, as in conformity with law and ordered recorded.

A. LeRoy McCardell

Jesse D. Price

Commissioners.

Recorded in Liber 128, folio 201, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the Circuit Court for Talbot 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.

Albert W. Ward

Secretary.

Increase of Capital \$9,000.00 Bonus tax paid \$20.00 Recording fee paid \$10.00

ARTICLES OF DISSOLUTION

H. N. FIRSTMAN, INC. : Be it remembered that on this 17th day of February,
 ARTICLES OF DISSOLUTION : A.D. 1936, at 9:30 o'clock A.M., the following
 _____ : Articles of Dissolution or Instrument of writing
 was received to be recorded, and is accordingly

enrolled as follows, to wit:

THIS IS TO CERTIFY:

address of the place at which the principal office
 (a) That the post-office/of the H. N. Firstman, Inc. (hereinafter called
 the Corporation) is located at No. Talbot Street, St. Michael's, Maryland.

(b) That the name and post-office address of each of the directors of
 the Corporation are as follows:

Mrs. Anna A. Gaiz	- 438 Holedon Ave., -	Paterson, N. J.
H. N. Firstman	- St. Michaels, Maryland	
Esther G. Firstman	- St. Michaels, Maryland	

(c) That the name, title and post-office address of each of the officers
 of the Corporation are as follows:

H. N. Firstman	Pres.	St. Michaels, Maryland
Esther G. Firstman	Sec. & Treas.	St. Michaels, Maryland

(d) That a majority of the whole board of directors of the Corporation
 by resolution adopted at a meeting of the board of directors duly convened and
 held on November 29th, 1935, duly advised the dissolution of the Corporation and
 called a meeting of the stockholders to take action thereon.

That all the stockholders of the Corporation consented in writing on or
 before December 4th, 1935, to such dissolution.

(e) That notice that dissolution of the Corporation has been authorized
 pursuant to the provisions of Section 91 of Article 23 of the Annotated Code of
 Maryland (Edition of 1924), as repealed and reenacted by Chapter 551 of the Laws of
 1935, was mailed to all known creditors of the Corporation at their addresses accord-
 ing to the records of the Corporation on or before December 6th, 1935.

IN WITNESS WHEREOF, N. N. Firstman, Inc. has caused these presents to be
 signed in its name and on its behalf by its President and its corporate seal to be
 hereto attached and attested by its Secretary on the 31st day of December, 1935.

H. N. Firstman, Inc.

By. H. N. Firstman

President

ATTEST:

Esther G. Firstman

Secretary

STATE OF MARYLAND :
 : ss:
 COUNTY OF TALBOT :

I HEREBY CERTIFY, that on 31st day of December, 1935, before me, the
 subscriber, a notary public of the State of Maryland, in and for the County of
 Talbot, personally appeared H. N. Firstman, President of the H. N. Firstman, Inc.,
 a Maryland Corporation, and in the name and on behalf of said corporation acknowledged

Examined

the foregoing Articles of Dissolution to be the corporate act of said corporation; and at the same time personally appeared Esther G. Firstman and made oath in due form of law that she was Secretary of the meeting at which the dissolution of the corporation was authorized, and that the matters and facts set forth in said Articles of Dissolution are true to the best of her knowledge, information and belief.

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

George A. Seymour, Jr.

Notary Public.



CERTIFIED COPY OF ARTICLES OF DISSOLUTION OF H.N.FIRSTMAN, INC.

Approved as in conformity with law and received for record this 31st day of December, 1935, and publication of notice, required by Section 91, Article 23 of the Code, ordered by

State Tax Commission of Maryland

Oscar Leser

Fred P. Adkins

Commissioners

Recording fee paid - \$15.00

Recorded in Liber 109 folio 512, one of the Record Books of the State Tax Commission of Maryland.

TRUE COPY.

TEST:

Albert W. Ward
Secretary

STOCK ISSUANCE STATEMENT

STOCK ISSUANCE STATEMENT : Be it remembered that on this 17th day of
OF : February, A.D. 1936, at 9:30 o'clock A.M., the
"THE INGLETON COMPANY" ✓ : following Stock Issuance Statement or Instru-
: ment of writing was received to be recorded,
and is accordingly enrolled as follows, to wit:

THIS IS TO CERTIFY:-

First:- That the Board of Directors of The Ingleton Company, a Maryland Corporation having its principal office in Easton, Maryland, at a meeting duly convened and held on the 10th day of October, nineteen hundred and thirty five, adopted the following Resolution:

1:- That the issuance of two thousand (2000) fully paid and non-assessable shares of the Par value of One Hundred (100) dollars each of the Common Stock of the Corporation, be and the same is hereby authorized for the following consideration.

(1) Real Estate, Buildings and improvements located in the city of

Examined

Beverly known as Beverly Farms, County of Essex and Commonwealth of Massachusetts, more particularly described in a Deed dated the 18th day of March, 1916, from George Lee to Margaret M. Dobyne.

(2) Real Estate, Buildings and Improvements located in El. Bravo Park, Palm Beach County, State of Florida and particularly described on Plat map of El. Bravo Park, dated January 27th, 1921 and recorded in the Circuit Court for Palm Beach County, in Book 8 of Plats, page 9.

(3) Lot 14, of the Model Land Company's Addition to the City of West Palm Beach, Florida, recorded in the office of the Clerk of the Circuit Court, Palm Beach County, Deed book 232 page 133.

(4) Lot 16 in Block 59 of Model Land Company's Addition to the City of West Palm Beach, recorded in the office of the Clerk of the Circuit Court, in and for Palm Beach County, deed book 278 page 78.

(5) Lots, 5, 6, 7, 8, and 41 in block 59 in North Palm Beach Land Company's Tract, recorded with the Clerk of the Circuit Court in Palm Beach County, Florida, Deed book 335 page 390.

2:- That in the opinion of the Board of Directors the actual value of said consideration is not less than Two Hundred thousand (\$200,000) dollars.

Second: - That at the time of the authorization of the issuance of such stock by The Board of Directors as aforesaid there were no shares of stock of the Corporation outstanding and entitled to vote thereon.

IN WITNESS WHEREOF The Ingleton Company has caused these presents to be signed in its name and on its behalf by its President and its Corporate Seal to be hereto affixed and attested by its Secretary, on this 10th day of October, nineteen hundred and thirty five.

THE INGLETON COMPANY

ATTEST:

BY: James E. Ingram, Jr.

John C. North

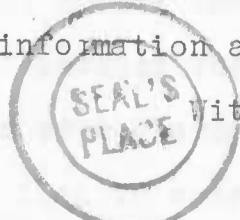
President.

Secretary.

STATE OF MARYLAND

COUNTY OF TALBOT. SS.

I hereby certify that on this 14th day of October, 1935, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Talbot, personally appeared James E. Ingram, Jr., President of the Ingleton Company, a Maryland Corporation and on behalf of the Corporation acknowledged the foregoing statement to be the Corporate Act of the Corporation; and at the same time personally appeared John C. North and made oath in due form of law that he was Secretary of the meeting of the Board of Directors of the Corporation, at which the issuance of the Stock therein mentioned was authorized and that the matters and facts set forth in said statement are true to the best of his knowledge, information and belief.



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

Louise Sherwood Atkinson

My commission expires May, 1937.

Notary Public.

Stock Issuance Statement) of "THE INGLETON COMPANY"
 received for record October 16, 1935, at 11:00 o'clock A.M., and approved by
 the State Tax Commission of Maryland October 16, 1935, as in conformity with
 law and ordered recorded.

A. LeRoy McCardell
 S.
 Fred/Adkins

Commissioners

Recorded in Liber 130, folio 524, one of the Charter Records of the
 State Tax Commission of Maryland.

To the Clerk of the CIRCUIT COURT FOR TALBOT 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.

Albert W. Ward

Secretary.

Recording fee paid \$5.00



CERTIFICATE OF INCORPORATION

CERTIFICATE OF INCORPORATION : Be it remembered that on this 17th
 OF : day of February, A.D. 1936, at 9:30 o'clock
 TALBOT CANNING CORPORATION : A.M., the following Certificate of Incorp-
 : oration or Instrument of writing was received
 : to be recorded and is accordingly enrolled
 as follows, to wit:

This is to certify that the subscribers, Thomas C. Cover, William
 C. Meintzer, and Jesse C. Shreve, adults, all being citizens of the State of
 Maryland, and all residing at Easton, Talbot County and State of Maryland, and
 whose post office addresses are Easton, Maryland, do hereby associate ourselves
 with the intention of forming a corporation under and by virtue of the General
 Laws of the State of Maryland, authorizing the formation of corporations.

FIRST: The name of said Corporation is "Talbot Canning Corporation."

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

To purchase, lease or otherwise acquire property, real, personal and
 mixed; to own, hold, sell, convey, exchange, encumber, by mortgage or other
 instruments of writing, or in any other manner, and to otherwise deal in,
 utilize or dispose of said property, real, personal or mixed, or any rights,
 interests, equities, mortgages and option in, upon or affecting any property so
 acquired; to improve, construct, build, own, operate, maintain, lease or sell

Examined

any warehouses, dwelling houses, offices, store rooms, packing, storage plants, fertilizer plants, or warehouses, or other facilities for the canning, packing, preservation, warehousing or storage of any fruits, grains, vegetables or other products of the soil, whether in their natural state or in containers or cans, and to construct or otherwise acquire, operate and maintain any and all kinds of canning houses or plants, factories, equipment and supplies for the purpose of canning, packing and preserving any kinds of foods products, and to sell and market the same, and to act as broker, commission merchant, agent or otherwise, in the selling of any canned goods, fruits, grains, vegetables, food products and fertilizer, and to manufacture and distribute any and all kinds of fertilizers, and to take and hold the title to any lands of any kind, improved or unimproved, including farms, orchards, lots, and to operate as owner, lessee, tenant or agent any such farms, orchards or lands; to finance or to aid and assist by loans, advances of money, credits, guarantees or otherwise, any and all of the aforesaid businesses or enterprises; to hold and dispose of stocks, bonds, debentures, mortgages, deeds of trust or other obligations, the securities of any corporation formed for, or then or hereafter engaged in or pursuing any one or more of the kinds of business, operations or objects above set forth, and to deal in, and with all kinds of farm supplies, fruits, vegetables, containers, machinery, fertilizer, implements or other property incident to or useful in any of the aforementioned businesses, operations or objects, and to do any other acts or things and engage in any other business or enterprise in aid, or in the enlargement of powers and objects hereinbefore mentioned and to do any other lawful acts or engage in any other lawful business authorized, or not prohibited, by the laws of the State of Maryland or of the United States, to corporations of this character.

THIRD: The principal office of said Corporation is located at Cordova, Talbot County, Maryland.

FOURTH: The name and address of the Resident Agent in the State of Maryland, is William C. Meintzer, whose residence is on Aurora Street (Extended), in the Town of Easton, Talbot County, Maryland, and whose business address is Cordova, Talbot County, Maryland, and the said Resident Agent is a citizen of the State of Maryland, and resides entirely in Easton, Talbot County, Maryland.

FIFTH: (a) The authorized capital stock of said Corporation is 500 shares of preferred stock of the par value of \$100.00 for each share and 300 shares of common stock of no par value; it is not intended that the entire amount of the capital stock herein authorized shall be required to be immediately subscribed, issued and taken; and the Board of Directors of this Corporation is hereby expressly empowered, pursuant to Section 43 of Article 23, Annotated Code of the Public General Laws of Maryland, (Bagby 1924), as amended, or pursuant to any law of Maryland, as now or hereafter effective in the premises, to authorize the issuance of any number of the shares of either the preferred stock, or the common stock, or of both preferred stock and common stock, from time to time, for such considerations as said Board of Directors may deem advisable.

(b) The holders of the preferred stock of said Corporation herein authorized to be issued, shall be entitled to receive, when and as declared by the Board of Directors, out of the surplus or net profits of the Corporation, annual dividends at the rate of, but not exceeding, six per centum per annum which may be payable in installments on days to be fixed by the By-laws or by Resolution of the Board of Directors when and as the same may be declared to be payable. The annual dividends on preferred stock shall be paid, or declared and set aside, before any dividends on the common stock shall be paid, or declared and set aside, and all dividends shall be non-cumulative, and this shall apply to both preferred and common stock. In the event of any liquidation, dissolution or winding up of the affairs of the corporation (whether voluntary or involuntary) the holders of the preferred stock shall be entitled to be paid in full the par amount of their shares before any amount shall be paid to the holders of the common stock, and after the payment of the holders of the preferred stock of its par value the remaining assets and funds of the corporation shall be divided among, and paid to the holders of the common stock, according to their respective interests. The voting power of the stockholders of this corporation shall be exclusively vested or reposed in the holders of the common stock unless and until there shall be a failure to pay dividends on the said preferred stock for three successive years, in which event the holders of the preferred stock shall have the same equal right to vote with the holders of the common stock, and such right to vote shall continue as long as there is a failure to pay dividends upon the said preferred stock.

The Corporation shall have, and is hereby given, the right, at its election or option, to redeem and cancel, upon payment of the par value to the share holder or share holders, all or any of the shares of said preferred stock which may be outstanding at any time, provided, however, that whenever, by Resolution of the Board of Directors, the Corporation will have determined to exercise its right to redeem and cancel said preferred stock or a part thereof, written notice of at least thirty (30) days shall be given to the holder or holders of the shares of preferred stock so to be redeemed and cancelled and said written notice may be mailed to the address of said share holder or share holders as the same appears on the books of said corporation or may be served upon the share holder or share holders personally.

SIXTH: The said corporation shall not have less than five nor more than seven directors, and Thomas C. Cover, William C. Meintzer, Alonzo L. Nichols, Samuel E. Shannahan and Jesse C. Shreve, all being citizens of the State of Maryland, and actually residing therein, shall be directors for the first year, and shall serve until the first annual meeting of the said Corporation, or until their successors are duly chosen and qualified, and the Board of Directors, by a vote of a majority of the entire board, may at any time, increase the number of directors; provided, however, that in this manner the Board of Directors shall not be increased to more than seven members; and the Board of

Directors may also, by a vote of the majority of the entire Board of Directors, by any such increase in the number of Directors, as well as all vacancies created fill the vacancies created/or arising in any other manner.

SEVENTH: The management of the business, property and affairs of the said Corporation shall be vested in the Board of Directors, who shall dictate its general business policies and, subject to any provision or statute, or to the vote of the stockholders, shall determine all matters and questions pertaining to its business, affairs, and property, and shall have authority to do any and all things to perfect the organization of said Corporation, to fix and to vary the amount of assets to be reserved as working capital, to direct and determine the use and disposition of any surplus of any net profits over and above the capital stock paid in, to determine, (subject to the limitations hereinbefore set forth, and as provided by law) whether any, and if any, what part or the surplus or net profits shall be declared in dividends, and when to be paid to its stockholders, and from time to time to sell, assign, lease, mortgage, pledge or otherwise transfer or dispose of any of all of the property and assets of the Corporation; but no lease or sale of all the property, assets, franchises and rights of the Corporation as an entirety shall be made except after first obtaining, at a duly called meeting of stockholders, the affirmative vote of the holders of not less than two-thirds of all the issued and outstanding capital stock of said corporation; and the Board of Directors shall have power to borrow money in such sums and upon such terms and conditions and upon such security, by way of pledge or mortgage of the corporate assets, and property, or other manner of giving security, for the use of said corporation, as they may deem to be to the best interest thereof, and to exercise all the powers hereby conferred upon said Corporation, or which are, or may be, conferred by the Laws of this State, the above granted powers of this Corporation and to the Board of Directors thereof, being intended in furtherance and not in limitation of the general powers conferred by law upon the Directors and the Corporation.

IN TESTIMONY WHEREOF, we, the subscribers, have hereunto set our hands this 15th day of November, in the year one thousand nine hundred and thirty five.

Test: Elizabeth Wright
Thomas C. Cover
William C. Meintzer
Jesse C. Shreve

STATE OF MARYLAND, TALBOT COUNTY, to wit:

I hereby certify, that on this 15th day of November, A.D., 1935, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared Thomas C. Cover, William C. Meintzer, and Jesse C. Shreve, and did severally acknowledge the foregoing certificate of incorporation to be their respective act.

Witness my hand and Notarial Seal.

(My commission expires May 3, 1937)

Elizabeth Wright
Notary Public.



Certificate of Incorporation) of "TALBOT CANNING CORPORATION"
 received for record November 19, 1935, at 10:00 o'clock A.M., and approved by
 the State Tax Commission of Maryland November 19, 1935, as in conformity with
 law and ordered recorded.

A. LeRoy McCardell
 Fred S. Adkins
 Commissioners.

Recorded in Liber 132, folio 4, one of the Charter Records of the State Tax
 Commission of Maryland.

To the Clerk of the CIRCUIT Court for TALBOT 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.

Albert W. Ward
 Secretary



Capital) 300 shares common stock Bonus tax paid \$20.00
) no par value; 500 shares
) preferred stock par value
) \$100.00 each.

Recording fee paid \$15.00

CERTIFICATE OF INCORPORATION

CERTIFICATE OF INCORPORATION) Be it remembered that on this 17th day of
 OF) day of February, A.D. 1936, at 9:30 o'clock
 "THE INGLETON COMPANY") A.M., the following Certificate of Incorporation
) or Instrument of Writing was received to be
) recorded, and is accordingly enrolled as

follows, to wit:

THIS IS TO CERTIFY:-

First:- That we, the subscribers, James E. Ingram Jr, whose Post Office
 Leonard Building, Easton, Maryland, John C. North, whose Post Office address is
 address is Easton, Maryland and J. Pembroke Thom, whose Post Office is Sparks,
 Baltimore County, Maryland, all being of full legal age, do under and by virtue
 of the General Laws of the State of Maryland, authorizing the formation of
 Corporations, associate ourselves with the intention of forming a Corporation.

Second:- The name of the Corporation (which is herein after called
 the Company) is:- THE INGLETON COMPANY.

Third:- The purpose for which the said Company is formed, and the
 business and objects to be carried on and promoted by it are as follows:-

(a) To purchase, lease, hire or otherwise acquire real and personal
 property, improved and unimproved, of every kind and description, and to sell,
 dispose of, lease, convey and mortgage said property, or any part thereof. To
 acquire, hold, lease, manage, operate, develop, control, build, erect, maintain

Examined

for the purpose of said Company, construct, re-construct or purchase either directly or through ownership of stock in any corporation, any lands, buildings, offices, stores, warehouses, mills, shops, factories, plants, gas houses, machinery, rights, easements, permits, privileges, franchises and licenses and all other things which may at any time be necessary or convenient for the purpose of the Company. To sell, lease, hire or otherwise dispose of the lands, buildings or other property of the Company or any part thereof.

(b) To import, export, buy, sell, assign, consign, take on consignment, lease, manufacture, deal in and deal with goods, wares, merchandise, chattels and effects of all kinds, both at wholesale and at retail.

(c) To deal in automobiles and automobile accessories of every kind and description.

(d) 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 Company and from time to time to vary any investment or employment of Capital of the Company.

(e) To acquire by purchase, lease or otherwise, to own, use and operate factories, shops and manufacturing plants, including lands, buildings, machinery, equipment and applicances, warehouses, stores and other property within or without the State of Maryland, which may be useful to accomplish any of the purposes or carry on any business of the Company hereinbefore referred to.

(f) To acquire by subscription, purchase, exchange or otherwise, to hold as an investment or for any other purpose, to sell, exchange, pledge, mortgage, transfer or otherwise dispose of any bonds, notes, evidences of indebtedness, shares of stock or other securities or obligations of any kind issued or created by any other corporation of the State of Maryland, or of any other State or Territory of the United States, or of any foreign Country; and to aid in any manner any corporation whose securities or obligations are so held, and to control or direct the operations of such corporation, and to do any act or thing designed to preserve, protect or improve the value of said securities and obligations and the property of such other corporation, and, while the holder of such securities of such other corporation, to exercise all of the powers and privileges of ownership, including the power to vote; to carry on all of the objects and exercise all of the powers provided by this paragraph as fully as a natural person might be entitled to do so, but not in violation of the laws of the State of Maryland or of the United States of America.

(g) To purchase, lease or otherwise acquire the property of every kind, including the business, good will, rights and franchises of any corporation, co-partnership or individual carrying on any business which this Company is authorized to carry on, or any part of such business, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for such property, business, good will, rights and franchises by the issue of stock or other securities of the Company or otherwise, in the manner provided by law.

(h) To acquire by purchase or otherwise any inventions or processes useful in carrying on the business or in the prosecution of any of the objects and purposes of this Company, and letters patent of the United States and other countries therefor; and to hold, use, develop and grant licenses with respect thereto and otherwise dispose of such inventions and letters patent, or any interest therein.

(i) To apply for, register, purchase or otherwise obtain, to hold, own, develop and use, to sell, grant licenses or otherwise dispose of any and all copyrights, trademarks, tradenames and brands.

(j) 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; to hold, use, pledge, mortgage, sell or otherwise dispose of any property, real or personal, owned by the Company.

(k) To carry on any other business in connection with the foregoing, whether manufacturing or otherwise.

(l) To enter into, make and perform contracts without limit as to character or amount; to borrow money and to issue, sell, pledge or otherwise encumber bonds, notes, debentures or other evidences of indebtedness of this Company, of any character, to such amount and in such denomination and on such terms as the Board of Directors may determine, subject to the other provisions of this Certificate of Incorporation, and to secure the repayment of the said money and performance of the obligations entered into under such bonds, notes, debentures and other evidences of indebtedness, and the performance of the covenants, agreements and conditions in any instrument given to secure the same, by proper mortgage, deed of trust, assignment in trust or any other encumbrance on any or all of the other property of the Company, real, personal or mixed, or otherwise, or, if deemed advisable, by mortgage of its good will or of some or all of the franchises of the Company, in such manner as may be allowed by law; to draw, make, accept, endorse, take, invest in, purchase or otherwise acquire, hold, own, execute, issue, sell and dispose of, trade and deal in, mortgage, pledge, assign, transfer and otherwise handle promissory notes, drafts, acceptances, warrants, debentures, checks and other negotiable, non-negotiable, transferable/^{or non-transferable} instruments, or other evidences of indebtedness or choses in action.

(m) To have one or more offices and places of business and to carry on all or any of its operations and business, and without restriction or limit as to amount or place, in any of the states, districts, Territories or Colonies of the United States, and in any and all foreign Countries, subject to the laws of such State, District, Territory, Colony or Country.

(n) The objects and purposes specified herein shall, except where otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause or paragraph of this Certificate of Incorporation. The objects, purposes and powers specified in each of the

clauses or paragraphs of this Certificate of Incorporation shall be regarded as independent objects, purposes and powers.

(o) And generally to carry on any other business in connection with the foregoing not contrary to the laws of the State of Maryland, and with all the powers conferred upon Companies by the laws of the State of Maryland, and this Company is formed upon the articles, provisions and conditions herein expressed and subject in all particulars to the limitations relating to companies which are contained in the General Laws of the State Maryland.

(p) The above granted powers to the Company are in furtherance and not in limitation of the General powers conferred upon the Company by law.

Fourth:- The principal office of said Company in this State will be located in the Leonard Building, Easton, Maryland. The resident agent of the Company is James E. Ingram Jr., whose Post Office address is Leonard Building, Easton, Maryland. The said Resident Agent is a citizen of the State of Maryland, and actually resides therein.

Fifth:- The total amount of the authorized Capital Stock is 2000 shares of the Par Value of One Hundred (\$100.00) dollars per share.

Sixth:- The Company shall have three directors and James E. Ingram Jr. John C. North, and J. Pembroke Thom 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.

Seventh:- (1) The Board of Directors is hereby authorized to purchase from time to time in its discretion for the Company, shares of the Capital Stock of the Company subject to the provisions of the Laws of the State of Maryland.

(2) The Board of Directors is empowered subject to the limitations and restrictions provided by Law to classify or re-classify any unissued stock of any class by fixing or altering in any one or more specific respects, from time to time before the issuance of such stock, the preferences, voting powers, restrictions and qualifications or, the fixed dividends on, and the time and prices of redemption of such stock, such changes to be set forth in a supplement to the charter as provided in the Statutes of the State of Maryland.

Eighth:- In furtherance and not in limitation of the powers conferred by Statute, the Board is expressly authorized:- To establish, increase, decrease, replenish or abolish in their absolute discretion one or more reserve funds for working capital, equalization of dividends, contingency, depreciation and like purposes.

To carry from time to time in Capital account such part of the surplus of the Company, as they, in their absolute discretion may deem advisable.

From time to time to determine with and to what extent and at what times and prices and under what conditions and regulations the accounts and books of

this Company (other than the Stock Ledger) or any of them shall be open to the inspection of the Stock Holders.

Ninth:- This Company, may in its By Laws, confer powers additional to the foregoing upon the Directors, in addition to the powers and authorities expressly conferred upon them by Statute.

Tenth:- The Directors, shall have power if the By Laws so provide, to hold their meetings either within or without the State of Maryland and the Company may have one or more offices in addition to the principal office in Maryland and keep its books, subject to the provisions of the Statutes outside of the State of Maryland, at such places as may be from time to time designated by the Board.

Eleventh:- No Director shall be disqualified from voting or acting in behalf of the Company in contracting with any other Company in which he may be a Director, Officer, or Stock Holder, nor shall any Director of the Company be disqualified from voting or acting in its behalf by reason of any personal interest.

IN WITNESS WHEREOF WE have signed this Certificate of Incorporation on the 24th day of September nineteen hundred and thirty five.

Attest as to J. Pembroke Thom

James E. Ingram, Jr.

Mary R. Rider

John C. North

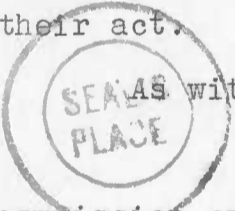
TEST: Louise Sherwood Atkinson

J. Pembroke Thom

State of Maryland

Talbot County, to wit:-

I hereby certify that on this 24th day of September, 1935, before me the subscriber, a Notary Public of the State of Maryland in and for Talbot County, aforesaid, personally appeared James E. Ingram Jr., and John C. North, and severally acknowledged the foregoing certificate of the Incorporation to be their act.



As witness my hand and Notarial Seal.

Louise Sherwood Atkinson

My commission expires May, 1937.

Notary Public.

State of Maryland

Baltimore City, to wit:-

I hereby certify that on this 24th day of September 1935, before me the subscriber, a Notary Public of the City of Baltimore of the State of Maryland, aforesaid, personally appeared J. Pembroke Thom and acknowledged the foregoing certificate of the Incorporation to be his act.

As witness my hand and Notarial Seal.



My commission expires May 3, 1937.

Mary R. Rider

Notary Public.

Certificate of Incorporation) of "THE INGLETON COMPANY"
received for record September 25, 1935, at 2:30 o'clock P.M., and approved by
the State Tax Commission of Maryland September 25, 1935, as in conformity with
law and ordered recorded.

A. LeRoy McCardell
Fred S. Adkins
Commissioners

Recorded in Liber 132, folio 18 Q, one of the Charter Records of the State
Tax Commission of Maryland.

To the Clerk of the CIRCUIT COURT FOR TALBOT 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.

Albert W. Ward
Secretary

Capital) \$200,000.00 Bonus tax paid \$40.00 Recording fee paid \$10.00.

AMENDING CHARTER

AMENDING CHARTER OF EASTON BAPTIST MISSION OF TALBOT COUNTY
CHANGING NAME TO FIRST BAPTIST CHURCH OF EASTON, MD.
: Be it remembered that on this 10th day of March, 1936, at 11 o'clock A.M.
: the following Amending Charter or Instrument of writing was received to be recorded
: and is accordingly enrolled as follows,
to wit:

At the meeting of the Easton Baptist Mission of Talbot County, known as the First Baptist Church of Easton, Md. as shown by the records of said Church since May 18, 1902, held in their Church in Easton, Talbot County, State of Maryland, convened on January 29, 1936, after due and public notice to the members thereof for the purposes hereinafter set forth, the following persons belonging to said Church and each of them being over twenty one years of age were present, namely: Edward S. Martin, Harry S. Roberts, Oscar Jenkins and Frank E. Collins, with their pastor, Rev. Julian H. Strong. On motion duly made and seconded the following resolution was adopted, viz: That the name of said Religious Organization be changed from the Easton Baptist Mission of Talbot County to the First Baptist Church of Easton, Md., and that the said Edward S. Martin, Harry S. Roberts, Oscar Jenkins and Frank E. Collins duly elected Trustees be requested to acknowledge the act for the members of said Religious Organization changing the name from the Easton Baptist Mission of Talbot County to the First Baptist Church of Easton, Md. before a Notary Public of said County and State and that same shall be filed for recording with the Clerk of the Circuit Court for Talbot County as requested by law.

Harry S. Roberts (SEAL)

Frank E. Collins (SEAL)

Rev. Julian H. Strong (SEAL)

Minister in Charge.

Oscar Jenkins (SEAL)

Edward S. Martin (SEAL)

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I hereby certify, that on this 9th day of March, in the year nineteen hundred and thirty six, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Julian H. Strong, Minister in charge and Edward S. Martin, Harry S. Roberts, Oscar Jenkins and Frank E. Collins, Trustees as aforesaid, and did acknowledge that the proceeding above mentioned took place as stated and that the foregoing resolution and proceedings were adopted and is the act of the Easton Baptist Mission of Talbot County and of said Trustees.

AS WITNESS my hand and Notarial Seal.



Ralph A. Townsend

Notary Public.

CERTIFICATE OF INCORPORATION

CERTIFICATE OF INCORPORATION OF : Be it remembered that on this 26th
 "THE PLAINDEALING BOAT AND ENGINE : day of June, A.D. 1936, at 9:30 o'clock
 COMPANY" : A.M., the following Certificate of
 _____ : Incorporation or Instrument of writing
 was received to be recorded, and is accordingly enrolled as follows, to wit:

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, William Burton Piersol, Marie Ladue Piersol and George Austin Piersol, the post-office address of all of whom is Royal Oak, Maryland, all being of full legal age, do, under and by virtue of the general laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereinafter called the corporation) is THE PLAINDEALING BOAT AND ENGINE COMPANY.

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 design, build, construct, make, operate, repair, alter, overhaul, equip, condition, buy, sell, charter, lease and deal in boats, barges, floats, vessels, ships, airplanes and airships of any and every construction, for any and every use and purpose together with all equipment, engines, boilers, machinery, spars, rigging, parts, fittings, accessories, appurtenances, tools, appliances, materials and articles entering into or suitable and convenient for the construction, equipment, use and operation thereof.

To build, own, use, operate and maintain shops, foundries, drawing rooms, offices, sales rooms, docks, dry docks, wharves, marine railways, tramways,

Examined

cranes and other equipment used in any way in the construction, building, altering, repairing, or conditioning of boats, vessels, ships, airplanes and airships.

To carry on the business of mechanical engineers and dealers in the manufacturers of plants, engines and other ~~manufacturers of plants, engines and other~~ machinery, and the businesses of tool makers, brass founders, metal workers, woodworkers, boiler makers, mill wrights, iron and steel workers, smiths, builders, metallurgists, electrical, civil and water supply engineers; and to buy, sell, manufacture, repair, convert, alter, let on hire and deal in machinery, implements, rolling stock and hardware of all kinds.

To carry on a marine engineering business in all its branches, including the designing, building, repairing, altering and conditioning of ships, vessels and boats of all kinds.

To act as purchasing and selling agents for persons, firms, associations and corporations.

To act as insurance agents and brokers.

To acquire by purchase, lease or otherwise, hold, own, use, sell, convey, deal in or otherwise turn to account, any real estate, buildings, machinery, equipment, devices, inventions, letters patent, patent rights, substances, materials or merchandise used in any way in connection with any of the foregoing objects.

To acquire and undertake the good-will, property, rights, franchises, contracts and assets of every manner and kind and the liabilities of any person, firm, association or corporation, either wholly or in part, and pay for the same in cash, stock or bonds of the corporation or otherwise.

To purchase, hold and reissue the shares of its capital stock, its bonds or other securities.

To remunerate any person or corporation for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing or underwriting of any of the shares of stock of the corporation or any debentures, bonds or other securities of the corporation, or in or about the formation or promotion of the corporation, or in the conduct of its business.

To conduct business in the State of Maryland and elsewhere, including any of the states, territories, colonies or dependencies of the United States, the District of Columbia and any and all foreign countries, have one or more offices therein, and therein to hold, purchase, let, mortgage and convey real and personal property, except as and when forbidden by local laws.

FOURTH: The post office address of the place at which the principal office of the corporation in this State shall be located is Royal Oak, in the County of Talbot, Maryland.

The resident agent of the corporation is William Burton Piersol, whose post office address is Royal Oak, Talbot County, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The corporation shall have three Directors, and William Burton Piersol, Marie Ladue Piersol and George Austin Piersol, 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.

SIXTH: The total amount of authorized capital stock of the corporation is fifty (50) shares all of which shall be without 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, 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.

WE DO FURTHER CERTIFY that the Board of Directors are expressly authorized:

To hold their meetings, to have one or more offices, and to keep the financial books of the corporation within, or except as otherwise provided by statute, without the State of Maryland, at such places as they may from time to time designate.

To fix, determine from time to time and vary the amount to be reserved as working capital; to determine the times for the declaration and payment and the amount of each dividend on the stock; to determine and direct the use and disposition of any surplus and net profits.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation, provided, always that a majority of the stockholders vote in favor thereof.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 15th day of January, 1936.

William Burton Piersol (L.S)
 Marie Ladue Piersol (L. S)
 George Austin Piersol (L. S)

WITNESS:

Frank L. Schmid

STATE OF PENNSYLVANIA)
) ss:
 COUNTY OF PHILADELPHIA)

THIS IS TO CERTIFY, That on January 15, 1936, before me, the Subscriber a Notary Public for the State of Pennsylvania in and for the City of Philadelphia, personally appeared William Burton Piersol, Marie Ladue Piersol and George Austin Piersol and severally acknowledged the foregoing Certificate of Incorporation to be their act.

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

Frank L. Schmid
 Notary Public

My Commission expires Mar. 8, 1939



Certificate of Incorporation) of "THE PLAINDEALING BOAT AND ENGINE COMPANY" received for record January 16, 1936, at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland January 16, 1936, as in conformity with law and ordered recorded.

A. LeRoy McCardell

Fred Adkins

Commissioners

Recorded in Liber 132, folio 333, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the CIRCUIT COURT for TALBOT 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.



Albert W. Ward

Secretary

Capital) \$50 shares no par value Bonus tax paid \$20.00 Recording fee paid \$10.00

CERTIFICATE OF INCORPORATION

CERTIFICATE OF INCORPORATION OF : Be it remembered that on this 26th day
TALBOT MOTORS, INCORPORATED ✓ : of June, A.D. 1936, at 9:30 o'clock A.M.
: the following Certificate of Incorporation
or Instrument of writing was received to be recorded, and is accordingly enrolled
as follows, to wit:

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Herbert E. Davis, whose post office address is Easton, Maryland; Willard F. Carroll, whose post office address is Easton, Maryland; and G. Raymond Warner, whose post office address is Easton, Maryland; all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is TALBOT MOTORS, INCORPORATED.

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

(a) To carry on and conduct the business of buying, selling and dealing in automobiles, parts thereof, and equipment therefor, and the business of rendering service of all kinds pertaining thereto.

(b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer or in any manner encumber or dispose of goods, wares, merchandise,

Examined

implements and other personal property or equipment of every kind.

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

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

(e) To carry on any of the businesses hereinbefore enumerated or any other business which may seem to the Corporation to be calculated, directly or indirectly, to effectuate the aforesaid objects, or either of them, to facilitate it in the transaction of its aforesaid business, or any part thereof, or in the transaction of any other business that may be calculated, directly or indirectly, to enhance the value of its property and rights.

(f) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for the 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) 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.

(h) The post office address of the place at which the principal office of the Corporation in this State will be located is Easton, Maryland. The resident agent of the Corporation is Herbert E. Davis, whose post office address is Easton, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

(i) The total authorized capital stock of the Corporation is one thousand (1,000) shares of common stock of the par value of Twenty-five (\$25.00) Dollars per share, aggregating Twenty-five Thousand (\$25,000.00) Dollars.

(j) The Corporation shall have three (3) directors and Herbert E. Davis, Willard F. Carroll and G. Raymond Warner shall act as such until the first annual meeting, or until their successors are duly chosen and qualified.

IN WITNESS WHEREOF, we have signed this Certificate of Incorporation on the sixth day of December, A.D. 1935.

WITNESS:

Eleanor McN. Daffin	as to	Herbert E. Davis	(SEAL)
Eleanor McN. Daffin		Williard F. Carroll	(SEAL)
Eleanor McN. Daffin		G. Raymond Warner	(SEAL)

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY, that on this sixth day of December, in the year one thousand nine hundred and thirty-five, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared Herbert E. Davis, Willard F. Carroll and G. Raymond Warner and severally acknowledged the foregoing Certificate of Incorporation to be their respective act.

AS WITNESS my hand and Notarial Seal.



Eleanor McN. Daffin
Notary Public.

Certificate of Incorporation) of "TALBOT MOTORS, INCORPORATED" received for record December 7, 1935, at 11:00 o'clock A.M., and approved by the State Tax Commission of Maryland December 7, 1935, as in conformity with law and ordered recorded.

A. LeRoy McCardell
Fred Adkins
Commissioners

Recorded in Liber 132, folio 167, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the CIRCUIT COURT for TALBOT 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.



Albert W. Ward
Secretary

Capital) \$25,000.00 Bonus tax paid \$20.00 Recording fee paid \$10.00

CERTIFICATE OF INCORPORATION

CERTIFICATE OF INCORPORATION OF ✓ : Be it remembered that on this 26th
 TALBOT THEATERS, INCORPORATED ✓ : day of June, A. D. 1936, at 9:30 o'clock
 _____ : A.M., the following Certificate of Incorporation
 or Instrument of Writing was received to be recorded, and is accordingly enrolled
 as follows, to wit:

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, W. Lee Wheatley, whose Post Office address is Federalsbury, Caroline County, Maryland, Burton Proctor, Jr., whose Post Office address is Preston, Caroline County, Maryland, and W. Leslie Wheatley, whose Post Office address is Federalsburg, Caroline County, Maryland, all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves for the purpose of forming a corporation.

SECOND: That the name of the Corporation (which is hereinafter called the Corporation) is "Talbot Theaters, Incorporated".

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 exhibit, manage, conduct, operate and promote moving picture shows and all kinds of theatrical performances, entertainments and other forms of amusements, including athletic contests of every kind and description.

(2) To purchase, sell, mortgage, lease, improve, invest and deal in, and with, real estate wheresoever situated; and to construct, equip, operate, lease, rent, hire and manage theaters, buildings, parks and lands of every kind and description.

(3) To buy and sell, at retail and wholesale, confectionery, soft drinks, merchandise and other personal property, and to otherwise acquire, deal in, and with, or dispose of any or all of said property.

(4) In general to carry on any business in connection therewith, whether theatrical, amusement, distributing or otherwise not contrary to the laws of the State of Maryland, and with all the powers conferred upon corporations by the Laws of the State of Maryland. It is the intention that the objects, purposes and powers in this paragraph expressed shall be in no wise limited or restricted by references to or in inference from the clause or clauses of any other paragraph of this certificate, but that the objects, purposes and powers specified in this paragraph and each of the clauses and paragraphs of this certificate of incorporation shall be independent objects, purposes and powers, and that the business which the Corporation is to carry on is from time to time to do any one or more of the objects or things hereinbefore set forth and generally to do and carry on any business which may be deemed to effectuate directly or indirectly the said objects and purposes, or any of them, provided that in the transaction of its business the Corporation shall be subject to the laws and statutes of each State, district or territory

Examined

in which the same may be transacted. The said Corporation shall enjoy and exercise all the powers or rights conferred by statute upon corporations and the enumeration of specific powers in this certificate of incorporation is made in furtherance and not in limitation of the powers conferred by law and no restriction upon any power is intended to be implied in such specification or from any expression contained herein.

FOURTH: The Post Office address of the place at which the principal office of the Corporation in this State will be located is Easton, Talbot County, Maryland.

FIFTH: The Resident Agent of the Company is W. Lee Wheatley, whose Post Office address is Federalsburg, Caroline County, Maryland, and said Resident Agent is a citizen of the State of Maryland, and actually resides therein.

SIXTH: (1) The total amount of the authorized capital stock of the Corporation is one thousand (1000) shares of common stock, without nominal or par value.

(2) It is not intended that the entire amount of the capital stock herein authorized shall be required to be immediately subscribed, issued and taken.

(3) The Board of Directors of this Corporation is hereby expressly empowered, pursuant to Section 43 of Article 23, Annotated Code of the Public General Laws of Maryland, (Bagby 1924), as amended, or pursuant to any law of Maryland, as now or hereafter effective in the premises, to authorize the issuance of any number of the shares of said capital stock, from time to time, for such considerations as said Board of Directors may deem advisable.

(4) And the Board of Directors of this Corporation is hereby expressly empowered to authorize the issuance from time to time of shares of its stock of any class, either now or hereafter authorized, and securities convertible into shares of its stock of any class, now or hereafter authorized, 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 Corporation.

SEVENTH: (1) The Corporation shall have not less than three, nor more than five Directors, and W. Lee Wheatley, Burton Proctor, Jr., and W. Leslie Wheatley, all being citizens of the State of Maryland, and actually residing therein, shall be Directors and shall serve as Directors until the First Annual Meeting, or until their successors are duly chosen and qualified.

(2) The Board of Directors, by a vote of a majority of the entire Board, may, at any time, increase the number of Directors; provided, however, that in this manner the Board of Directors shall not be increased to more than five members; and the Board of Directors may also, by a vote of a majority of the entire Board, fill the vacancies created by any such increase in the number of Directors, as well as all vacancies created or arising in any other manner.

EIGHTH: The management of the business, property and affairs of the said Corporation shall be vested in the Board of Directors, who shall dictate its general business policies, and, subject to any statute or provision of law, or to the vote

of the stockholders, if required by law, shall determine all matters and questions pertaining to its business, affairs, and property, and shall have authority to do any and all things to perfect the organization of said Corporation, to fix and to vary the amount of assets to be reserved as working capital, to direct and determine the use and disposition of any surplus of any net profits over and above the capital stock paid in, to determine, (subject to the limitations hereinbefore set forth, and as provided by law) whether any, and if any, what part of the surplus or net profits shall be declared in dividends, and when to be paid to its stockholders, and from time to time to sell, assign, lease, mortgage, pledge or otherwise transfer or dispose of any or all of the property and assets of the Corporation; but no lease or sale of all the property, assets, franchises and rights of the Corporation as an entirety shall be made except after first obtaining, at a duly called meeting of stockholders, the affirmative vote of the holders of not less than two-thirds of all the issued and outstanding capital stock of said Corporation; and the Board of Directors shall have power to borrow money in such sums and upon such terms and conditions and upon such security, by way of pledge or mortgage of the corporate assets, and property, or other manner of giving security, for the use of said Corporation, as they may deem to be to the best interest thereof, and to exercise all the powers hereby conferred upon said Corporation, or which are, or may be, conferred by the Laws of this State, the above granted powers of this Corporation and to the Board of Directors thereof, being intended in furtherance and not in limitation of the general powers conferred by law upon the Directors and the Corporation.

NINTH: This Corporation is to have perpetual existence.

IN TESTIMONY WHEREOF, we, the subscribers, have signed this Certificate of Incorporation on this 4th day of April in the year 1936.

WITNESS:

Clellie E. Turner	as to	W. Lee Wheatley
Clellie E. Turner	as to	Burton Proctor, Jr.
Clellie E. Turner	as to	W. Leslie Wheatley

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I hereby certify that on this 4th day of April before me, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared W. Lee Wheatley, Burton Proctor, Jr., and W. Leslie Wheatley, and they did severally acknowledge the foregoing Certificate of Incorporation to be their respective act.

Witness my hand and Notarial Seal

Clellie E. Turner
Notary Public



Certificate of Incorporation) of "TALBOT THEATERS, INCORPORATED"
 received for record April 13, 1936, at 10:00 o'clock A.M., and approved by the
 State Tax Commission of Maryland April 13, 1936, as in conformity with law and
 ordered recorded.

A. LeRoy McCardell

Fred Adkins

Commissioners

Recorded in Liber 133, folio 442, one of the Charter Records of the
 State Tax Commission of Maryland.

To the Clerk of the CIRCUIT COURT for TALBOT 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.



Albert W. Ward

Secretary

Capital) \$1,000 shares common stock no par value Bonus tax paid \$20.00

Recording fee paid \$10.00

ARTICLES OF DISSOLUTION

ARTICLES OF DISSOLUTION OF ✓ : Be it remembered that on this 26th day of
 KEMP SPECIALITY FURNITURE ✓ : June, A.D. 1936, at 9:30 o'clock A.M., the
 COMPANY, INCORPORATED ✓ : following Articles of Dissolution or Instru-
 : ment of writing was received to be recorded,
 : and is accordingly enrolled as follows, to wit:

THIS IS TO CERTIFY:

(a) That the Post Office address of the place at which the principal
 office of the Kemp Specialty Furniture Company, Incorporated, (hereinafter called
 the Corporation) is located is Easton, Maryland.

(b) That the name and Post Office address of each of the Directors of
 the Corporation are as follows:

William P. Kemp,	Goldsboro, N. C.
Elizabeth A. Kemp,	Goldsboro, N. C.
Fred S. Wood,	West Chester, Pa.
Phillip M. Sharples,	Pasadena, Cal.
Royce R. Spring,	Easton, Md.

(c) That the officers of the Corporation are as follows:

William P. Kemp,	President & Treasurer
Royce R. Spring,	Assistant Treasurer
Elizabeth A. Kemp,	Secretary

Examined

(d) That a majority of the whole Board of Directors of the Corporation, by resolution adopted at a meeting of the Board of Directors duly convened and held on the 18 day of January, 1936, duly advised the dissolution of the corporation and called a meeting of the stockholders to take action thereon; and that all of the stockholders of the corporation consented in writing to such dissolution, as will appear by reference to written statement signed by all of the stockholders.

(e) That notice that dissolution of the Corporation has been authorized pursuant to the provisions of Section 91, Article 23 of the Annotated Code of Maryland (Edition of 1924), as repealed and reenacted by Chapter 551 of the Laws of 1935, was mailed to all known creditors of the Corporation at their address according to the records of the Corporation on or before February 13, 1936.

IN WITNESS WHEREOF, KEMP SPECIALTY FURNITURE COMPANY, INCORPORATED 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 hereto attached and attested by its Secretary or one of its Assistant Secretaries, on the 6 day of May, 1936.

(SEALS)

KEMP SPECIALTY FURNITURE COMPANY,

(PLACE)

INCORPORATED

Per William P. Kemp

President.

ATTEST:

Elizabeth A. Kemp

Secretary

STATE OF NORTH CAROLINA

COUNTY OF WAYNE

I hereby certify that on the 7 day of July, 1936 before me, the subscriber, a Notary Public, of the State of North Carolina, in and for the County of Wayne, personally appeared William P. Kemp, President of Kemp Specialty Furniture Company, Incorporated, a Maryland Corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Dissolution to be the corporate act of said Corporation; and at the same time personally appeared Elizabeth A. Kemp and made oath in due form of law that she was Secretary of the meeting at which the dissolution of the corporation was authorized, and that the matters and facts set forth in said Articles of Dissolution are true to the best of her knowledge, information and belief.

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

Sudie Dickens

Notary Public



My commission expires 2/1/38

COPY OF ARTICLES OF DISSOLUTION OF
KEMP SPECIALTY FURNITURE COMPANY, INCORPORATED

Approved as in conformity with law and received for record this 11th day of May, 1936, and publication of notice, required by Section 91, Art. 23 of the Code, ordered by

STATE TAX COMMISSION OF MARYLAND

Oscar Lester

Fred P. Adkins

Commissioners

Recorded in Liber 109, folio 586, one of the Record Books of the State Tax Commission of Maryland.

Recording fee paid - \$15.00

TRUE COPY

TEST

Albert W. Ward

Secretary



CERTIFICATE OF INCORPORATION

CERTIFICATE OF INCORPORATION ✓ : Be it remembered that on this 8th day
OF : of September, A.D. 1936, at 9 o'clock A.M.
THE CHESAPEAKE BAY FISHING ✓ : the following Certificate of Incorporation
FAIR, INCORPORATED : or Instrument of writing was received to be
_____ : recorded and is accordingly enrolled as

follows, to wit:

THIS IS TO CERTIFY:

First. That we, the subscribers, John W. Noble, Max Chambers and Samuel E. Shannahan, whose respective post-office addresses are Easton, Maryland, and who are all 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. The name of the corporation is THE CHESAPEAKE BAY FISHING FAIR, INCORPORATED.

Third. The purposes for which the corporation is formed and the objects to be promoted by it are as follows:

To organize, maintain and operate a fishing club for pleasure, recreation and other non-profitable purposes, no part of the net earning of which is to inure to the benefit of any member. For the purposes aforesaid, the corporation shall have the following powers:

(a) To purchase, lease or otherwise acquire any property, real, personal or mixed, reasonable necessary or convenient for any of the purposes of said

Examined

corporation; and to sell, lease, mortgage or otherwise dispose of any part thereof;

(b) To provide, or aid in providing, access by land or water to any of the property of the corporation;

(c) 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 raised, or to pay for property purchased, leased or mortgaged or otherwise acquired, or for any other lawful consideration, and to secure the payment thereof and the interest thereon by a mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the corporation, real, personal or mixed, including contract whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes or obligations, for any of the purposes of the corporation.

It is the intention that none of the powers defined in any of the foregoing clauses of Article 3 shall be in anywise limited or restricted by reference to, or inference from, the terms of any other clause, but that the powers defined in each such clause shall be regarded as independent powers. It is also the intention that the corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted to, or conferred upon, corporations of this character, by the laws of the State of Maryland, and that the enumeration of certain powers as herein defined is not intended as exclusive of, or as a waiver of, any other powers, rights or privileges granted or conferred by the laws of said State now or hereafter in force, except as in this Article expressly limited or restricted.

Fourth. The post-office address of the place at which the principal office of the corporation in this State will be located is Stewart Building, Easton, Talbot County, Maryland. The resident agent of the corporation is Max Chambers, whose post-office address is Stewart Building, Easton, Talbot County, Maryland. Said resident agent is a citizen of the State of Maryland, and actually resides therein.

Fifth. The corporation shall have not less than six or more than thirty governors, and the following six persons shall act as such until the first annual meeting or until their successors are duly chosen and qualified: B. Frank Sherman, John D. Steele, Dr. William S. Brinsfield, Robert L. Webster, David S. Jenkins and Max Chambers.

Sixth. Members of the corporation may be elected from time to time in such manner as may be prescribed or authorized by the By-Laws.

Seventh. A majority of the members of the corporation shall constitute a quorum at all meetings of members, unless and until otherwise provided by the By-Laws.

Eighth. The members of the corporation shall pay such initiation fees and dues as may from time to time be prescribed or authorized by the By-Laws. The corporation will have no capital stock.

In witness whereof we have signed this certificate of incorporation the 17th day of June, 1936.

John W. Noble
Max Chambers
Samuel E. Shannahan

State of Maryland)
Talbot County) to wit:

This is to certify that on the 17th day of June, 1936, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County, personally appeared John W. Noble, Max Chambers, and Samuel E. Shannahan, and severally acknowledged the foregoing Certificate of Incorporation to be their act.



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

Nellie W. Kemp
Notary Public.

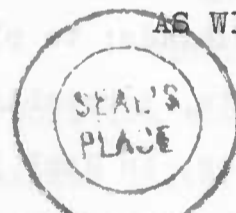
Certificate of Incorporation) of "THE CHESAPEAKE BAY FISHING FAIR, INCORPORATED" received for record June 19, 1936, at 10:00 o'clock A.M., and approved by the State Tax Commission of Maryland June 19, 1936, as in conformity with law and ordered recorded.

A. LeRoy McCardell
Fred Adkins
Commissioners

Recorded in Liber 134, folio 307, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the Circuit Court for Talbot 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.

Albert W. Ward
Secretary

Capital) \$ NONE Bonus tax paid \$ NONE Recording fee paid \$10.00

CERTIFICATE OF INCORPORATION

CERTIFICATE OF INCORPORATION : Be it remembered that on this
 OF : 8th day of September, A.D. 1936, at
 MARYLAND'S PRIDE ORCHARD CO., INC. : 9 o'clock A.M., the following Certificate
 _____ : of Incorporation or Instrument of writ-
 ing was received to be recorded, and is accordingly enrolled as follows, to wit:
 THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Ernest D. Sturmer, whose Post Office address is 7 South Washington Street, Easton, Maryland, Thomas C. Cover, whose Post Office address is 8 Brookletts Avenue, Easton, Maryland, and Albert Fine, whose Post Office address is 944 Madison Avenue, Baltimore, Maryland, all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: That the name of the Corporation (which is hereinafter called the Corporation) is Maryland's Pride Orchard Co., Inc.

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

To purchase, lease or otherwise acquire property, real, personal and mixed; to own, hold, sell, convey, exchange, encumber, by mortgage or other instrument of writing, or in any other manner, and to otherwise deal in, utilize or dispose of, said property, real, personal and mixed, or any right, interests, equities, mortgages and option in, upon or effecting any property so acquired; to improve, construct, build, own, operate, maintain, lease or sell any warehouses, dwelling houses, offices, store rooms, packing plants, storage plants, or other facilities for cultivating and raising farm products of all kinds; to engage in the planting and raising of all and every kind of fruits, vegetables, trees, plants and flowers; to cultivate and raise farm products of all kinds; to plant and raise orchards of fruit trees, and to sell or purchase fruits, vegetables, flowers, trees, plants and products of every kind and description; to deal in and with all machinery, tools, implements, apparatus, equipment, appliances and accessories of every kind in connection with the products planted, raised, made, owned, sold and used by said Corporation; to act as broker, commission merchant, agent or otherwise in dealing in or with any of the aforementioned property and activities; to finance or to aid and assist by loans, advances of money, credits, guarantees or otherwise, any and all of the aforesaid businesses or enterprises; to hold and dispose of stocks, bonds, debentures, mortgages, deeds of trust or other obligations, the securities of any corporation formed for, or then or hereafter engaged in or pursuing any one or more of the kinds of business, operations or objects above set forth, and to do any other act or thing, and engage in any other business or enterprise in aid or in the enlargement of powers and objects hereinbefore mentioned, and to do any other lawful act or engage in any other lawful business authorized or not prohibited by the laws of

the State of Maryland or of the United States to Corporations of this character.

FOURTH: The Post Office address of the place at which the principal office of the Corporation in this State will be located is Cordova, Talbot County, Maryland.

FIFTH: The Resident Agent of the Corporation is Thomas C. Cover, whose Post Office address is 8 Brookletts Avenue, Easton, Talbot County, Maryland; and said Resident Agent is a citizen of the State of Maryland, and actually resides therein.

SIXTH: (1) The total amount of the authorized capital stock of the Corporation is two hundred fifty (250) shares of common stock, without nominal or par value.

(2) It is not intended that the entire amount of the capital stock herein authorized shall be required to be immediately subscribed, issued and taken.

(3) The Board of Directors of the Corporation is hereby expressly empowered to authorize the issuance from time to time of shares of its stock without par value of any class, whether now or hereafter authorized, and securities convertible into shares of its stock without par value of any class, whether now or hereafter authorized, for such consideration as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation. The Board of Directors shall, by resolution, state its opinion of the actual value of any consideration other than money for which it authorizes shares of stock without par value or securities convertible into shares of stock without par value to be issued.

SEVENTH: (1) The Corporation shall have not less than six Directors, and Ernest D. Sturmer, Thomas C. Cover, Albert Fine, Charles J. Butler, Herman Lissy and G. Elbert Marshall, all being citizens of the State of Maryland, and actually residing therein, shall be Directors and shall serve as Directors until the First Annual Meeting, or until their successors are duly chosen and qualified.

EIGHT: The Management of the business, property and affairs of the said Corporation shall be vested in the Board of Directors, who shall dictate its general business policies, and, subject to any statute or provisions of law, or to the vote of stockholders, if required by law, shall determine all matters and questions pertaining to its business, affairs, and property, and shall have authority to do any and all things to perfect the organization of said Corporation, to fix and to vary the amount of assets to be reserved as working capital, to direct and determine the use and disposition of any surplus of any net profits over and above the capital stock paid in, to determine, (subject to the limitations hereinbefore set forth, and as provided by law) whether any, and if any, what part of the surplus or net profits shall be declared in dividends, and when to be paid to its stockholders, and from time to time to sell, assign, lease, mortgage, pledge or otherwise transfer or dispose of any and all of the property and assets of the Corporation, and notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated portion of the shares of the stock of the corporation, such action shall be effect and valid if taken or authorized

by the affirmative vote of the holders of a majority of the total number of shares outstanding and entitled to vote, and the Board of Directors shall have power to borrow money in such sums and upon such terms and conditions and upon such security, by way of pledge or mortgage of the corporate assets, and property, or other manner of giving security, for the use of said Corporation, as they may deem to be to the best interest thereof, and to exercise all the powers hereby conferred upon said Corporation, or which are, or may be, conferred by the laws of this State, the above granted powers of this Corporation and to the Board of Directors thereof, being intended in furtherance and not in limitation of the general powers conferred by law upon the Directors and the Corporation, and there is hereby reserved to, and for, said Corporation the right to make from time to time any amendments of its Charter, including an amendment conferring authority for the sale, lease, exchange and transfer of all of the assets of the corporation.

NINTH: This Corporation is to have perpetual existence.

IN TESTIMONY WHEREOF, we, the subscribers, have signed this Certificate of Incorporation, on this 11th day of July, in the year 1936.

TEST: (as to Ernest D. Sturmer
and Thomas C. Cover)
Elizabeth Wright

E. D. Sturmer
Thos. C. Cover

TEST: (as to Albert Fine)
Julius Novey

Albert Fine

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I hereby certify that on this 11th day of July, A.D., 1936, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Ernest D. Sturmer and Thomas C. Cover, and they did each severally acknowledge the foregoing Certificate of Incorporation to be their respective act.

Witness my hand and Notarial Seal.

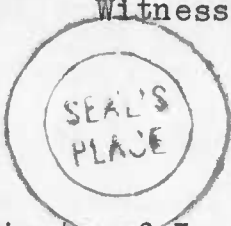


Elizabeth Wright
NOTARY PUBLIC

STATE OF MARYLAND, BALTIMORE CITY, TO WIT:

I hereby certify that on this 15th day of July, A.D., 1936, before me, the subscriber, a Notary Public of the State of Maryland, in and for the City aforesaid, personally appeared Albert Fine, and he acknowledged the foregoing Certificate of Incorporation to be his respective act.

Witness my hand and Notarial Seal.



Julius Novey
NOTARY PUBLIC

Certificate of Incorporation) of "MARYLAND'S PRIDE ORCHARD CO., INC."
received for record July 17, 1936, at 2:40 o'clock P.M., and approved by the
State Tax Commission of Maryland July 17, 1936, as in conformity with law and
ordered recorded.

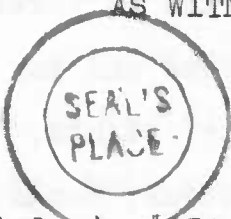
A. LeRoy McCardell
Fred Adkins
Commissioners

Recorded in Liber 134, folio 538, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the Circuit Court for Talbot 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.



Albert W. Ward
Secretary

Capital) \$250 shares common stock no par value Bonus tax paid \$20.00
Recording fee paid \$10.00

CERTIFICATE OF INCORPORATION

CERTIFICATE OF INCORPORATION ✓ : Be it remembered that on this 18th day of
OF : November A.D. 1936, at 9 o'clock A.M., the follow-
THE PLA ROLA CORPORATION ✓ : ing Certificate of Incorporation or Instrument of
_____ ; writing was received to be recorded and is
accordingly enrolled as follows, to wit:

THIS IS TO CERTIFY, That the subscribers, Harry Pullen, whose post office address is Easton, Maryland; William E. Lednum, whose post office address is Easton, Maryland and Dr. Robert E. Campbell, whose post office address is Baltimore, Maryland, being all of full legal age, and of whom each is a citizen of the State of Maryland, do hereby associate themselves with the intention of forming a corporation under and by virtue of the general laws of the State authorizing the formation of corporations.

The name of said corporation is THE PLA ROLA CORPORATION.

The purposes for which and for any of which the corporation is formed and the business and objects to be carried on and promoted by it are as follows: To manufacture, purchase, sell and otherwise deal in musical instruments, toys, and stock, wares and merchandise of all kinds and descriptions and any and all parts thereof; to manufacture, purchase, sell and otherwise deal in all supplies and raw and other materials used in the manufacture thereof, to lease, purchase, sell and otherwise deal in all machinery, tools, implements, apparatus, equipment and appliances of every kind used in connection with the manufacturing carried on by the corporation or with the selling and transportation of the finished and other products manufactured, sold, owned or used by it; and to purchase, own, hold,

Examined. As John C. North 6/10/37

lease, convey, mortgage, pledge, transfer or otherwise acquire or dispose of lands, water rights, mills, factories, buildings and other structures, and all other property, both real and personal, of every class and description, or any interest therein, necessary or desirable for the carrying on of the aforesaid businesses or either of them.

To purchase, sell, mortgage, lease, improve, invest and deal in real estate, whersoever situated, and to construct, equip, operate, lease, rent, hire and manage buildings of every kind and description.

To acquire by purchase, lease or otherwise, the property, rights, business, good will, franchises and assets of every kind of any corporation, association, firm or individual carrying on in whole or in part the aforesaid businesses, or either of them, or any other business in whole or in part 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 property, rights, business, good will, franchises and assets so acquired in the stock, bonds or other securities of the corporation or otherwise.

To apply for, acquire, purchase, hold, use, sell, mortgage, license, assign or otherwise dispose of letters patent of the United States or any foreign country, and any and all patent rights, licenses, privileges, inventions, improvements, processes and trade-marks relating to or useful in connection with any business carried on by the corporation.

To carry on any other business (whether manufacturing or otherwise) which may seem to the corporation to be calculated directly or indirectly to effectuate the aforesaid objects, or either of them, to facilitate it in the transaction of its aforesaid business, or any part thereof, or in the transaction of any other business that may be calculated, directly or indirectly, to enhance the value of its property and rights.

The business which the corporation is to carry on is from time to time to do any one or more of the acts and things hereinbefore set forth, provided that, in the transaction of its business, the corporation shall be subject to the laws and statutes of each State or foreign country in which the same may be transacted or its property may be located.

The Post Office address at which the principal office of said corporation in this State will be located is Easton, Maryland. The Resident Agent of the corporation is John C. North, whose Post Office address is Easton, Maryland. Said Resident Agent is a citizen of the State of Maryland, actually residing therein.

The corporate stock shall consist and be of Five Hundred (500) Shares of common stock of no par value.

The Board of Directors of the corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, without par value, 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.

At all elections of directors of the corporation each stockholder shall be entitled to as many votes as shall be equal to the number of his shares, multiplied by the number of directors to be elected, and he may cast all of such votes for a single director or may distribute them among the number to be voted for or any two or more of them, as he may see fit.

The said corporation shall have six (6) directors, and Dr. Robert E. Campbell, John C. North, William E. Lednum, Lula M. Pullen, William E. Lednum, Jr., and Harry Pullen, all of whom are citizens of the State of Maryland and actually reside therein, shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

The management of the property, business and affairs of the corporation shall be vested in the board of directors, who shall dictate its general business policy, and subject to any provisions of statute or to vote of its stockholders, determine all matters and questions pertaining to its business and affairs. In addition to the aforesaid general powers, and to the powers conferred by Statute, the board of directors shall have power to open stock books, to fix and to vary the amount to be reserved as working capital, to direct and determine the use and disposition of any surplus and net profits over and above the capital stock paid in, to determine (subject to the limitations hereinbefore set forth) whether any, and, if any, what part of any surplus or net profits shall be declared in dividends and when paid to its stockholders, and from time to time to sell, assign, transfer and lease or otherwise dispose of any or all of the property and assets of the corporation, but no lease or sale of all the property, assets and franchises of the corporation as an entirety shall be made except after first obtaining the affirmative vote at a duly called meeting, of the holders of not less than sixty percentum of all the issued and outstanding capital stock of the corporation, nor shall any such sale be made for other than a cash consideration except after first obtaining the affirmative vote at a duly called meeting, of the holders of not less than seventy-five percentum of all the issued and outstanding capital stock of the corporation.

The above granted powers to the corporation and to the board of directors thereof are in furtherance and not in limitation of the general powers conferred by law upon the directors and the corporation.

IN WITNESS WHEREOF, We have hereunto set our hands this 31st day of August, in the year nineteen hundred and thirty-six.

Test:

As to Harry Pullen and
William E. Lednum
Linda E. Morton

Harry Pullen

W. E. Lednum

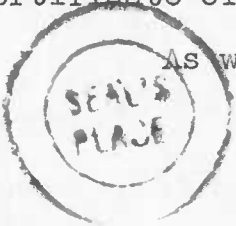
Robt. E. Campbell M.D.

As to Dr. Robert E. Campbell:
Charles E. Matthias

STATE OF MARYLAND, TALBOT COUNTY, to wit:

I HEREBY CERTIFY, that on this 31st day of August, A.D. 1936, before me the subscriber, a Notary Public of the State of Maryland, in and for Talbot County, aforesaid, personally appeared Harry Pullen and William E. Lednum, two of the above named Incorporators and each severally acknowledged the foregoing Certificate of Incorporation to be their act.

As witness my hand and Notarial Seal the day and year above written.



Linda A. Morton

Notary Public.

STATE OF MARYLAND,
CITY OF BALTIMORE, to wit:

I HEREBY CERTIFY that on this 31st day of August, 1936, before me the subscriber, a Notary Public of the State of Maryland, in and for City of Baltimore, aforesaid, personally appeared Dr. Robert E. Campbell, one of the above named Incorporators and acknowledges the foregoing Certificate of Incorporation to be his act.

As witness my hand and Notarial Seal the day and year above written.



Charles E. Matthias

Notary Public

Com. Exp. May 3/37

Certificate of Incorporation) of "THE PLA ROLA CORPORATION"
received for record September 16, 1936, at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland September 16, 1936, as in conformity with law and ordered recorded.

A. LeRoy McCardell

Fred Adkins

Commissioners

Recorded in Liber 138, folio 8, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the CIRCUIT Court for TALBOT 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.



Albert W. Ward

Secretary

Capital) \$500 shares common stock no par value. Bonus tax paid \$20.00
Recording fee paid \$10.00.

ARTICLES OF REVIVAL

ARTICLES OF REVIVAL OF THE CHARTER : Be it remembered that on this 18th
OF WAVERLY, INCORPORATED ✓ : day of November, A.D. 1936, at 9 o'clock
: A.M., the following Articles of Revival
or Instrument of writing was received to be recorded, and is accordingly enrolled,
and is accordingly enrolled as follows, to wit:

THIS IS TO CERTIFY:

FIRST: That the name of the Corporation at the time of the forfeiture
of its charter for the non-payment of taxes was WAVERLY, INCORPORATED.

SECOND: That the name by which the Corporation will hereafter be
known is WAVERLY, INCORPORATED.

THIRD: That the post office address of the place at which the
principal office of the Corporation in this State will be located is Easton,
Maryland and the name of the Corporation's Resident Agent is John W. Dawson
Jump. Said resident agent is a citizen of Maryland, actually residing therein.

FOURTH: That the post office address of the place at which the prin-
cipal office of the Corporation in this State will be located is in the same
(county) in which its principal office was located at the time of the forfeiture
of its Charter.

FIFTH: That the Articles of Revival are for the purpose of procuring
the revival of the charter of the corporation which was forfeited by proclamation
for the non-payment of taxes on February 15, 1935.

IN WITNESS WHEREOF WAVERLY, INCORPORATED has caused these presents to
be signed in its name by its President and its corporate seal hereto affixed, duly
attested by its Secretary, this 26th day of September, 1936.

Attest:

John P. Stafford
Secretary



Waverly Incorporated
By John P. Stafford
Vice-President

STATE OF MARYLAND
CITY OF BALTIMORE ss:

I HEREBY CERTIFY that on this 26th day of September, 1936, before me,
the subscriber, a Notary Public of the State of Maryland, in and for Baltimore
City, personally appeared John P. Stafford, Vice-President and Secretary of
Waverly, Incorporated, who acknowledged the foregoing Articles of Revival of
the Charter of said Corporation, which was forfeited by proclamation on February
15, 1935, for the non-payment of taxes, to be the act and deed of said corporation;
and at the same time, he did make oath in due form of law that the said John P.
Stafford was Vice-President and Secretary of the said Corporation at the time
its charter was forfeited by proclamation for the non-payment of taxes, as set
forth in the foregoing Articles of Revival.

And the said John P. Stafford, Vice-President and Secretary as afore-
said, further made oath in due form of law that the matters and facts set forth

Examined.

in the foregoing Articles of Revival of the Charter of the said Corporation are true to the best of his knowledge, information and belief.

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

Woodrow W. Winkler
Notary Public.

Articles of Revival of the Charter of "WAVERLY, INCORPORATED," received for record September 26, 1936, at 10:15 o'clock A.M., and approved by the State Tax Commission of Maryland September 26, 1936, as in conformity with law and ordered recorded.

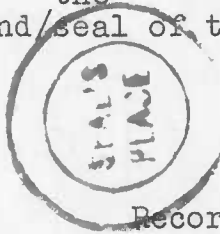
A. LeRoy McCardell
Fred Adkins
Commissioners

Recorded in Liber 137, folio 233, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the Circuit Court for Talbot 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 ^{the} seal of the said Commission at Baltimore.



Albert W. Ward
Secretary.

Revival fee paid - \$25.00

Recording fee paid - \$10.00

ARTICLES OF DISSOLUTION

ARTICLES OF DISSOLUTION : Be it remembered that on this
OF : 18th day of November, A.D. 1936, at
CANTERBURY NURSERIES, INCORPORATED : 9 o'clock A.M., the following Articles
_____ : of Dissolution or Instrument of writing

was received to be recorded, and is accordingly enrolled as follows, to wit:

THIS IS TO CERTIFY:

(a) That the post-office address of the place at which the principal office of CANTERBURY NURSERIES, INCORPORATED (hereinafter called the Corporation) is located in the Stewart Building, Easton, Maryland.

(b) That the name and post-office address of each of the directors of the Corporation are as follows:

- Elliot Wheeler Easton, Maryland
- Maria D. Wheeler Easton, Maryland
- Corneille L. Baxter Easton, Maryland
- T. Hughlett Henry Easton, Maryland
- Graham Brush Easton, Maryland

(c) That the name and post-office address of each of the officers of the Corporation are as follows:

- Elliot Wheeler, President Easton, Maryland
- T. Hughlett Henry, Vice-President . Easton, Maryland
- Corneille L. Baxter, Secretary-Treasurer. Easton, Maryland

(d) That a majority of the whole board of directors of the Corporation, by resolution adopted at a meeting of the board of directors duly convened and held on the 29th day of July, 1936, duly advised the dissolution of the Corporation and called a meeting of the stockholders to take action thereon.

That the meeting of the stockholders of the Corporation, called by the board of directors as aforesaid and duly warned in the manner provided by law, was held at the office of the Corporation in the Stewart Building, Easton, Maryland, on August 10th., 1936, and at said meeting the stockholders, by the affirmative vote of the holders of two-thirds of the shares of each class of stock outstanding and entitled to vote thereon, duly authorized the dissolution of the Corporation.

(e) That notice that dissolution of the Corporation has been authorized pursuant to the provisions of Section 91 of Article 23 of the Annotated Code of Maryland (Edition of 1924), as repealed and reenacted by Chapter 551 of the Laws of 1935, was mailed to all known creditors of the Corporation at their addresses according to the records of the Corporation on or before August 18th., 1936.

IN WITNESS WHEREOF, CANTERBURY NURSERIES, INCORPORATED has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereto attached and attested by its Secretary, on September 30, 1936.



CANTERBURY NURSERIES, INCORPORATED

By: Elliot Wheeler
President.

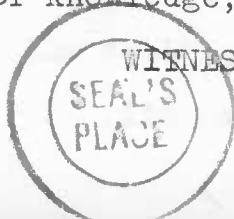
Attest:

Corneille L. Baxter
Secretary.

STATE OF MARYLAND,
County of Talbot, ss:

I HEREBY CERTIFY, that on September 30, 1936, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Elliot Wheeler, President of Canterbury Nurseries, Incorporated, a Maryland corporation, ~~was by the undersigned personally known to me as the person~~, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Dissolution to be the corporate act of said corporation; and at the same time personally appeared Corneille L. Baxter and made oath in due form of law that she was Secretary of the meeting at which the dissolution of the corporation was authorized, and that the matters and facts set forth in said Articles of Dissolution are true to the best of her knowledge, information and belief.

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



Elizabeth Wright
Notary Public.

CERTIFIED COPY OF
ARTICLES OF DISSOLUTION
OF CANTERBURY NURSERIES,
INCORPORATED

Approved as in conformity with law and received for record this 2nd day of October, 1936, and publication of notice, required by Section 91, Art. 23 of the Code, ordered by

STATE TAX COMMISSION OF MARYLAND

Oscar Leser

A. LeRoy McCardell

Commissioners

Recorded in Liber 136, folio 76, one of the Record Books of the State Tax Commission of Maryland.

Recording fee paid - \$15.00

TRUE COPY

TEST:

Albert W. Ward
Secretary



CERTIFICATE OF INCORPORATION.

CERTIFICATE OF INCORPORATION OF : ✓ Be it remembered that on this 26th
STANDARD AUTO SUPPLY INCORPORATED : ✓ day of April, A.D. 1937 at 9 A.M., the
_____ : following Certificate of Incorporation
or Instrument of writing was received to be recorded, and is accordingly
enrolled as follows, to wit:

This is to certify:

FIRST: That we, the subscribers, J. Noble Payne, whose postoffice address is Preston, Maryland; Daniel A. Fletcher, whose postoffice address is Goldsborough Street, Easton, Maryland; and Mrs. Clare N. Payne, whose postoffice address is Preston, Maryland, all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporation, associate ourselves with the intention of forming a corporation.

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

STANDARD AUTO SUPPLY INCORPORATED.

THIRD: Purposes. 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 purchase or otherwise acquire, own, sell, exchange, trade and deal in automobile accessories, tires and supplies, mechanical appliances, gasoline, oil,

Examined -

lubricants and greases; to repair and vulcanize tires; to store, wash and grease automobiles; to buy, sell, lease, rent or improve real estate incidental to the business and personal property; to borrow money to carry on said business and generally to do any and every thing necessary, suitable and proper for carrying on a general garage and automobile service and filling station business and to exercise all the privileges and powers incident thereto.

FOURTH: Principal Office and Resident Agent. The postoffice address of the place at which the principal office of the corporation in this State will be located is No. 27 Dover Street, Easton, Maryland. The resident agent of the corporation is J. Noble Payne, whose postoffice address is Preston, Maryland. Said resident is a citizen of the State of Maryland and actually resides therein.

FIFTH: Directors. The corporation shall have three directors, and J. Noble Payne, Daniel A. Fletcher and Mrs. Clare N. Payne shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: Authorized Stock. The total amount of the authorized capital stock of the corporation is two hundred fifty (250) shares, of which two hundred fifty (250) shares of the Par Value of One Hundred Dollars (\$100.00) each, are Common Stock.

IN WITNESS WHEREOF, We have signed this Certificate of Incorporation on the 7th day of December, 1936.

Witness:

T. A. Courtney	JNP	J. NOBLE PAYNE
John W. Noble	DAF	D. A. Fletcher
Jane Wilson	CNP	Mrs. Clare N. Payne

STATE OF MARYLAND

COUNTY OF TALBOT, SS:

This is to Certify, That on December 7th, 1936, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County, personally appeared J. Noble Payne, Daniel A. Fletcher and Mrs. Clare N. Payne, and severally acknowledged the foregoing Certificate of Incorporation to be their act.

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



W. Raymond Lyons
Notary Public.

Certificate of Incorporation) of "STANDARD AUTO SUPPLY INCORPORATED"
 received for record December 9, 1936, at 10:45 o'clock A.M., and approved
 by the State Tax Commission of Maryland December 9, 1936, as in conformity
 with law and ordered recorded.

A. LeRoy McCardell
 Fred P. Adkins
 Commissioners.

Recorded in Liber 138, folio 433, one of the Charter Records of the State
 Tax Commission of Maryland.

To the Clerk of the CIRCUIT Court for TALBOT 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.



Albert W. Ward
 Secretary.

Capital) \$25,000.00 Bonus tax paid \$20.00 Recording fee paid \$10.00.

ARTICLES OF REVIVAL OF CHARTER

ARTICLES OF REVIVAL OF THE CHARTER ✓ : Be it remembered that on this
 OF : 8th day of September, A.D. 1937,
 THE EASTON FURNITURE MANUFACTURING ✓ : at 9 o'clock A.M., the following
 COMPANY. : Articles of Revival of Charter
 _____ : or Instrument of writing was

received to be recorded, and is accordingly enrolled as follows, to wit:

THIS IS TO CERTIFY:

FIRST: That the name of the Corporation at the time of the for-
 feiture of its charter for the non-payment of taxes was The Easton Furniture
 Manufacturing Company

SECOND: That the name by which the Corporation will hereafter be
 known is The Easton Furniture Manufacturing Company.

THIRD: That the post office address of the place at which the
 principal office of the Corporation in this State will be located is Easton,
 Maryland. and the name of the corporation's resident agent is Lawrence H.
 Chaffinch, whose post office address is Easton, Md. Said resident agent is
 a citizen of the State of Maryland, actually residing therein.

FOURTH: That the post office address of the place at which the
 principal office of the corporation in this State will be located is in the
 same city in which its principal office was located at the time of the

Examined.

forfeiture of its charter:

FIFTH: That the articles of revival are for the purpose of procuring the revival of the Charter of the Corporation which was forfeited by proclamation for the non-payment of taxes on February 14th, 1936.

IN WITNESS WHEREOF, The Easton Furniture Manufacturing Company has caused these presents to be signed in its name by its President and its corporate seal hereto affixed, duly attested by its Secretary, this 19th day of March, 1937.

Attest: The Easton Furniture Manufacturing Company

Wm. H. Kemp
Secretary



By W. P. Chaffinch
President.

STATE OF MARYLAND, COUNTY OF TALBOT, to wit:

I HEREBY CERTIFY that on this 19th day of March, 1937, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County, personally appeared W. P. Chaffinch, President of The Easton Furniture Manufacturing Company and William H. Kemp, Secretary of The Easton Furniture Manufacturing Company, and they each acknowledged the foregoing Articles of Revival of the Charter of said Corporation, which was forfeited by proclamation on February 14th, 1936, for the non-payment of taxes, to be the act and deed of said corporation; and at the same time they did each make oath in due form of law that the said W. P. Chaffinch, was President, and that the said Wm. H. Kemp, was Secretary of the said Corporation at the time its charter was forfeited by proclamation for the non-payment of taxes as set forth in the foregoing Articles of Revival.

And the said W. P. Chaffinch, President as aforesaid, and William H. Kemp, Secretary as aforesaid, further made oath in due form of law that the matters and facts set forth in the foregoing Articles of Revival of the Charter of the said Corporation are true to the best of their knowledge, information and belief.

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

Lewis E. Biery
Notary Public

My commission expires May 3, 1937.



Articles of Revival of the Charter : of "THE EASTON FURNITURE MANUFACTURING COMPANY"

received for record April 3, 1937, at 11:00 o'clock A.M., and approved by the State Tax Commission of Maryland April 3, 1937, as in conformity with law and ordered recorded.

R. LeRoy McCardell
Fred Adkins
Commissioners

Recorded in Liber 139, folio 531, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the Circuit Court for TALBOT 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.



Albert W. Ward

Secretary

Revival fee paid \$25.00

Recording fee paid \$10.00

ARTICLES OF REDUCTION.

ARTICLES OF REDUCTION ✓ : Be it remembered that on this 25th day of
 OF CAPITAL STOCK OF ✓ : October, A.D. 1937, at 9 o'clock A.M., the follow-
 THE INGLETON COMPANY ✓ : ing Articles of Reduction or Instrument of writing
 _____ : was received to be recorded, and is accordingly
 enrolled as follows, to wit:

This is to certify:

FIRST: That the amount of issued capital stock of The Ingleton Company a Maryland corporation having its principal office in Easton, State of Maryland (hereinafter called the "Company") is hereby reduced from two thousand (2,000) shares of common stock of the par value of one hundred (\$100.00) dollars per share to twelve hundred (1200) shares of common stock with the par value of one hundred (\$100.00) dollars par value, all of one class.

SECOND: That the Board of Directors of the Company at a meeting duly convened and held on the 12th day of June, 1936, duly advised the reduction of the amount of issued capital stock of the company hereinafter set forth by passing a resolution declaring that such a reduction is advisable and call a meeting of stockholders to take action thereon.

THIRD: That the meeting of the stockholders of the company called by the Board of Directors as aforesaid, and duly warned in the manner provided by law was held at the office of the company, Easton, Maryland at 11 o'clock A.M. on June 12, 1936 (as per a Waiver of Notice signed by all of the stockholders) and at said meeting the stockholders, by affirmative vote of all of the shares of the stock there being but one class, viz common stock) outstanding and entitled to vote duly authorized the reduction of the amount of issued capital stock of the corporation hereinabove set forth.

Examined

FOURTH: (a) That the method of effecting such reduction is by resolution of the stockholders unanimously carried for the purpose of retiring the same.

(b) That the amount of issued capital stock prior to such reduction was two thousand (2,000) shares of the par value of one (\$100.00) hundred dollars each.

(c) That the amount of the reduction of the issued capital stock hereby made is eight hundred (800) shares of the par value of one hundred (\$100.00) dollars each.

(d) That the amount of issued capital stock as reduced is represented by twelve hundred (1200) shares of the par value of one hundred (\$100.00) dollars each.

IN WITNESS THEREOF,

The Ingleton Company has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereto attached and attested by its Secretary on the 12th day of June, 1936 at Easton, Maryland
(Corporate Seal)

THE INGLETON COMPANY

TEST: James E. Ingram, Jr.
Secretary.

By: Geo. A. Dobyne
President

STATE OF MARYLAND, TALBOT COUNTY, S.S.:

I hereby certify that on the 12th day of June, 1936, before me, the subscriber, a Notary Public of the State of Maryland in and for Talbot County aforesaid personally appeared George A. Dobyne, President of the Ingleton Company, a Maryland corporation and in the name and on behalf of the company acknowledged the foregoing ARTICLES OF REDUCTION to be the corporate act of the company; and at the same time personally appeared James E. Ingram, Jr., and made oath in due form of law that he was Secretary of the meeting of stockholders of the company at which the reduction of the stock therein mentioned was authorized, and that the matters and facts set forth in said ARTICLES OF REDUCTION are true to the best of his knowledge, information and belief.

As witness my hand and Notarial Seal last above written.

Edna V. Killen
Notary Public.

ARTICLES OF REDUCTION) of "THE INGLETON COMPANY"
received for record July 2, 1937, at 10:00 o'clock A.M., and approved by the State Tax Commission of Maryland July 2, 1937, as in conformity with law and ordered recorded.

Henry O. Quinn
Fred Adkins
Commissioners

Recorded in Liber 143, folio 13, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the Circuit Court for TALBOT 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.

Albert W. Ward

Secretary.

Increase of Capital) NONE Bonus tax paid NONE
Recording fee paid \$10.00

ARTICLES OF DISSOLUTION

ARTICLES OF DISSOLUTION OF ✓ : Be it remembered that on this 25th
CEDAR POINT YACHT AND ✓ : day of October, A.D. 1937, at 9 o'clock
COUNTRY CLUB, INCORPORATED / : A.M., the following Articles of Dissolution
: or Instrument of writing was received to
be recorded, and is accordingly enrolled as follows, to wit:

THIS IS TO CERTIFY:

1. The post-office address of said corporation is Farmers and Merchants Bank Building, Easton, Talbot County, Maryland.
2. The names and addresses of the members of the Board of Governors are:

<u>NAME</u>	<u>ADDRESS</u>
Larz F. Anderson	Easton, Maryland
Walter F. Austin	Easton, Maryland
Milton Campbell	Easton, Maryland
David Gregg, Jr.	Easton, Maryland
Edward Hardcastle	Easton, Maryland
J. Harper Skillen	Easton, Maryland
J. Ramsey Speer	Trappe, Maryland
Royce R. Spring	Easton, Maryland
Borden D. Whiting, Essex Bldg.,	Newark, New Jersey

3. The names and addresses of the officers are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Royce R. Spring	President	Easton, Maryland
J. Harper Skillen	Secy.-Treas.,	Easton, Maryland
Richard T.E.Foreman	Asst.Secy.-Treas.	Easton, Maryland

4. That no stock is outstanding and entitled to vote and that at a meeting of the Board of Governors held December 11, 1936, the dissolution of this corporation was duly authorized by unanimous vote.

5. That there are no known creditors of this corporation.

Examined.

Witness the hand of Royce R. Spring, President of the Cedar Point Yacht and Country Club and the corporate seal thereof, duly attested by J. Harper Skillen, Secretary.

TEST: J. Harper Skillen Royce R. Spring President.

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 6th day of October, 1937, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Talbot, personally appeared Royce R. Spring, President of the Cedar Point Yacht and Country Club, Incorporated, a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Dissolution to be the corporate act of said corporation; and at the same time personally J. Harper Skillen and made oath in due form of law that he was Secretary of the meeting at which the dissolution of the corporation was authorized, and that the matters and facts set forth in said Articles of Dissolution are true to the best of his knowledge, information and belief.

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

Hypatia S. Ross Notary Public.

CERTIFIED COPY OF ARTICLES OF DISSOLUTION OF CEDAR POINT YACHT AND COUNTRY CLUB, INCORPORATED

Approved as in conformity with law and received for record this 8th day of October, 1937, and publication of notice, required by Section 91, Article 23 of the Code, ordered by

STATE TAX COMMISSION OF MARYLAND Harry O. Levin J. Hubert Wade Commissioners.

Recorded in Liber 136, folio 486, one of the Record Books of the State Tax Commission of Maryland.

\$15.00 fee for recording and advertising - paid

TRUE COPY

TEST: Albert W. Ward Secretary.

ARTICLES OF AMENDMENT.

ARTICLES OF AMENDMENT OF ✓ : Be it remembered that on this 25th
 THE EASTON WHOLESALE : day of October, A.D. 1937, at 9 o'clock
 COMPANY, a body corporate ✓ : A.M., the following Articles of Amend-
 _____ : ment or Instrument of writing was

received to be recorded, and is accordingly enrolled as follows, to wit:

THIS IS TO CERTIFY:

FIRST: That the charter of THE EASTON WHOLESALE GROCERY COMPANY, a Maryland corporation (hereinafter called the Corporation), is hereby amended by striking out Section 4 of the Certificate of Incorporation as amended first by Articles of Amendment dated November 24, 1911, and subsequently thereto again amended by Articles of Amendment dated January 23, 1919, duly of record, and inserting in lieu thereof the following:

4 (a) The total amount of the authorized capital stock of the Corporation is Two Hundred Thousand Dollars (\$200,000) par value, divided into Four Thousand (4,000) shares of the par value of Fifty Dollars (\$50.00) each.

(b) The board of directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such 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 Corporation.

The board of Directors shall by resolution, state its opinion of the actual value of any consideration other than money which it authorizes.

SECOND: That the board of directors of the Corporation at a meeting duly convened and held on June 19, 1937, duly advised the amendment of the charter of the Corporation hereinabove set forth by passing a resolution declaring that said amendment is advisable and calling a meeting of stockholders to take action thereon.

THIRD: That the meeting of stockholders of the Corporation, called by the board of directors of the Corporation as aforesaid and duly warned in the manner provided by law, was held at Easton, Maryland, on July 10, 1937, and at said meeting the stockholders, by the affirmative vote of the holders of two-thirds of the shares of the capital stock of said Corporation outstanding and entitled to vote, duly adopted the amendment of the charter of the Corporation hereinabove set forth.

FOURTH: (a) That the total number and par value of the shares of the capital stock heretofore authorized is Two Thousand shares of the par value of Fifty Dollars (\$50.00) each, aggregating One Hundred Thousand Dollars (\$100,000) par value of said capital stock.

(b) That the total number and par value of the shares of the authorized capital stock as increased and the number and par value of the shares of said capital stock are set forth in Article First hereof.

Examined

(c) That the preferences, voting powers, restrictions and qualifications of said authorized capital stock as increased are as set forth and provided in the charter.

IN WITNESS WHEREOF, THE EASTON WHOLESALE GROCERY COMPANY, has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereto attached and attested by its Secretary on July 10, 1937.

ATTEST:

Raymond L. Ross
Secretary

THE EASTON WHOLESALE GROCERY COMPANY

By U. G. Ross
President.

STATE OF MARYLAND, COUNTY OF TALBOT, TO WIT:

I hereby certify that on this 10th day of July, 1937, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared U. G. Ross, President of The Easton Wholesale Grocery Company, 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 Raymond L. Ross and made oath in due form of law that he was Secretary of the meeting of members of the Corporation at which the amendment of the charter of the Corporation set forth in said Articles of Amendment was adopted, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge and belief.

Witness my hand and Notarial Seal.



Lewis E. Biery
Notary Public.

My commission expires May 1, 1939.

Articles of Amendment) of "THE EASTON WHOLESALE GROCERY COMPANY"
received for record July 16, 1937, at 11:00 o'clock A.M., and approved by the State Tax Commission of Maryland July 16, 1937, as in conformity with law and ordered recorded.

Harry O. Levin
Fred Adkins
Commissioners

Recorded in Liber 143, folio 113, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the Circuit Court for TALBOT 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.



Albert W. Ward
Secretary

Increase of Capital) \$100,000.00 Bonus tax paid \$20.00 Recording fee
 paid \$10.00

CERTIFICATE OF INCORPORATION ✓

BOY SCOUT TROOP #147 ✓ : Be it remembered that on this 6th day
 INCORPORATED, ST. MICHAELS, : of May, A.D. 1938, at 9 o'clock A.M., the
 BOY SCOUTS OF AMERICA ✓ : following Certificate of Incorporation or
 _____ : Instrument of writing was received to be
 recorded, and is accordingly enrolled as follows, to wit:

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, William C. Fink, William C. Mills, Milton Fairbank, C. P. Futcher, Edward R. Buck, and C. R. Strausburg, all of whom are of full legal age and all of whom, except C. P. Futcher, reside in St. Michaels, Talbot County, C. P. Futcher resides at Sherwood, Md., all parties being citizens of Maryland, do hereby certify that we do, under and by virtue of the General Laws of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: That the name of this corporation (which is hereinafter called the corporation) shall be Boy Scout Troop #147, St. Michaels, Incorporated, Boy Scouts of America, and by that name it shall have perpetual succession, with power to sue and be sued in courts of law and equity within the State of Maryland; to hold such real and personal estate as shall be necessary for corporate purposes and to receive real and personal property by gift, devise or bequest; to adopt a seal and the same to alter or destroy at pleasure; to have offices and conduct its affairs within and without the Town of St. Michaels; to make and adopt by-laws, rules and regulations not inconsistent with the laws of the State of Maryland and generally to do all such acts and things as may be necessary to carry into effect the provisions of this Act and promote the purposes of the said corporation.

THIRD: That the purposes of the corporation shall be to promote the ability of boys to do things for themselves and others, to train them in scoutcraft, and to teach them patriotism, courage, self reliance and kindred virtues, using the methods which are now in common use by Boy Scouts.

FOURTH: That said corporation shall have no power to issue certificates of stock or to declare or pay dividends, its object and purposes being solely of a benevolent character and not for pecuniary profit to its members and whatever property may be acquired by it or whatever income may accrue therefrom shall be held and utilized only for and in the prosecution of the objects and purposes aforesaid; and said corporation shall have no capital stock.

FIFTH: That the post office of the place at which the principal office of the corporation will be located is St. Michaels, Md. The resident agent of the corporation is William C. Fink, whose post office address is St. Michaels

Examined and Recd. G. L. S. 5/28/38

Md., said resident agent is a citizen of the State of Maryland and actually resides therein.

Sixth: That the governing body of said corporation shall consist of a Troop Committee composed of at least three (3) citizens of the United States. The number, qualifications, and terms of office of the members of the Troop Committee shall be prescribed by the by-laws. The persons mentioned in the first paragraph of this Act shall constitute the first Troop Committee and shall serve until the first annual meeting or until their successors are elected and have qualified. Vacancies in the Troop Committee shall be filled by a majority vote of the remaining members thereof. The by-laws may prescribe the number of members of the Troop Committee necessary to constitute a quorum of the Committee. The Troop Committee shall have the power to make and amend the by-laws, and by a two-thirds vote of the whole committee at a meeting called for this purpose, may authorize and cause to be executed mortgages and liens upon the property of the corporation. The Troop Committee may, by resolution passed by a majority of the whole committee, designate three or more of their members to constitute an executive committee, of which a majority shall constitute a quorum, which committee, to the extent provided in said resolution, or in the by-laws of the corporation, shall have and exercise the powers of the Troop Committee in the management of the business affairs of the corporation and may have the power to authorize the seal of the corporation to be affixed to all papers which may require it. The Troop Committee, by the affirmative vote of the majority of the whole committee, may appoint any other standing committees as they may so desire. With the consent in writing and pursuant to an affirmative vote of the majority of the members of said corporation, the Troop Committee shall have authority to dispose of the whole property of the corporation.

SEVENTH: That an annual meeting of the incorporatos, their associates and successors, shall be held ~~at~~ once in every year after the year of incorporation, at such time and place as shall be prescribed in the by-laws, when the annual reports of the officers and executive board shall be presented and members of the Troop Committee elected for the ensuing year. Special meetings may be had as provided for in the by-laws and the members and the Troop Committee shall have the power to keep the books, seal and papers of the corporation, either within or without the Town of St. Michaels.

IN WITNESS WHEREOF, we have signed this Certificate of Incorporation on this 4th day of January, 1938.

William C. Fink

William C. Mills

Milton Fairbank

C. P. Fatcher

(Edward) E. R. Buck

C. R. Strousburg

STATE OF MARYLAND, COUNTY OF TALBOT, SS:

I hereby certify that on the 4th day of January, 1938, before me, the subscriber, a Notary Public of the State of Maryland, in and for the county of Talbot, personally appeared William C. Fink, William C. Mills, Milton Fairbank, C. P. Futcher, Edward R. Buck and C. R. Strausburg, and severally acknowledged the foregoing Certificate of Incorporation to be their act.

Witness my hand and Notarial Seal, the day and year last^{given}/above.

D. H. LeCompte
Notary Public



Certificate of Incorporation : of "BOY SCOUT TROOP #147, ST. MICHAELS, INCORPORATED, BOY SCOUTS OF AMERICA" - received for record January 8, 1938, at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland January 8, 1938, as in conformity with law and ordered recorded.

Fred Adkins
J. Hubert Wade
Commissioners

Recorded in Liber 145, folio 381, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the CIRCUIT Court for TALBOT 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.

Albert W. Ward
Secretary



Capital : \$ NONE Bonus tax paid \$ NONE Recording fee paid \$10.00.

ARTICLES OF DISSOLUTION ✓

ARTICLES OF DISSOLUTION ✓ : Be it remembered that on this 6th
OF : day of May A.D. 1938, at 9 o'clock A.M.,
THE PLAINDEALING BOAT AND : the following Articles of Dissolution or
ENGINE COMPANY ✓ : Instrument of writing was received to
: be recorded, and is accordingly enrolled

as follows, to wit:

THIS IS TO CERTIFY:

(a) That the post office address of the place at which the principal office of The Plaindealing Boat and Engine Company (hereafter called the Corporation) is located, is Royal Oak, Maryland.

(b) That the name and post office address of each of the Directors of the Corporation are as follows:

Examined

William Burton Piersol Royal Oak, Maryland.

Marie L. Piersol Royal Oak, Maryland.

George A. Piersol Royal Oak, Maryland.

(c) That the name, title and post office address of each of the officers of the Corporation are as follows:

William Burton Piersol, President, Treasurer, Royal Oak, Maryland.

Marie L. Piersol, Vice-president, Royal Oak, Maryland.

✓ George A. Pierson, Secretary, Royal Oak, Maryland.

(d) That the dissolution of the Corporation was duly advised by the Board of Directors of the Corporation, by resolution adopted at a meeting of the Board of Directors, called for that purpose, and convened and held on the 25th day of October, 1937.

That all of the stockholders of the Corporation, on the 25th day of October, 1937, consented to the dissolution of the Corporation as recommended and advised by the aforesaid Resolution of the Board of Directors.

That pursuant to such consent of the stockholders the dissolution of the Corporation under Section 91 of Article 23 of the Code of Public General Laws of Maryland was duly authorized by a resolution of the Board of Directors convened and held on the 25th day of October, 1937.

(e) That notice that dissolution of the Corporation has been authorized pursuant to the provisions of Section 93 of Article 23 of the Public General Laws of Maryland, was mailed to all known creditors of the Corporation at their addresses according to the records of the Corporation on or before November 12th, 1937.

IN WITNESS WHEREOF, THE PLAINDEALING BOAT AND ENGINE COMPANY has caused these presents to be signed in its name and on its behalf by its President and attested by its Secretary, and its corporate seal to be hereto attached this 13th day of December, 1937.

(Corporate Seal)

THE PLAINDEALING BOAT AND ENGINE COMPANY

ATTEST:

By: Wm. Burton Piersol

George A. Piersol

President

Secretary

STATE OF PENNSYLVANIA,
COUNTY OF PHILADELPHIA, ss:

I HEREBY CERTIFY, That on this 13th day of December, in the year nineteen hundred and thirty-seven, before me, the subscriber, a Notary Public of the State of Pennsylvania, in and for the County aforesaid, personally appeared William Burton Piersol, President of the Plaindealing Boat and Engine Company, a Maryland Corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Dissolution to be the corporate Act of said Corporation.

AS WITNESS my hand and Notarial Seal.

(Notarial Seal)

Virginia M. Saurer

Notary Public

My Commission Expires March 9, 1939

STATE OF PENNSYLVANIA,
COUNTY OF PHILADELPHIA, SS:

I HEREBY CERTIFY, That on this 15th day of December, in the year nine-
teen hundred and thirty-seven, before me, the subscriber, a Notary Public of the
State of Pennsylvania, in and for the County aforesaid, personally appeared George
A. Piersol and made oath in due form of law that he was Secretary of the meeting
at which the dissolution of the Corporation was authorized, and that the matter
and facts set forth in the foregoing Articles of Dissolution are true to the
best of his knowledge, information and belief.

AS WITNESS my hand and Notarial Seal.

(Notarial Seal)



R. M. Moore, Notary Public
4717 N. Broad St., Phila., Pa. -
My Commission Expires at end of next
session of the Senate

CERTIFIED COPY
OF
ARTICLES OF DISSOLUTION
OF

THE PLAINDEALING BOAT AND ENGINE COMPANY - - - - -

Approved as in conformity with law and received for record this 24th
day of December, 1937, and publication of notice required by Section 91, Article
23 of the Code, ordered by

STATE TAX COMMISSION OF MARYLAND
Harry O. Levin
J. Hubert Wade
Commissioners

Recorded in Liber 136, folio 574, one of the Record Books of the State
Tax Commission of Maryland.

\$15.00 fee for recording and advertising - paid

TRUE COPY

TEST:

Albert W. Ward
Secretary



ARTICLES OF DISSOLUTION

ARTICLES OF DISSOLUTION : Be it remembered that on this 27th day
 "W. H. VALLIANT & BRO., INC." : of May, A.D. 1938, at 9 o'clock A.M., the
 _____ : following Articles of Dissolution or Instru-
 ment of writing was received to be recorded, and is accordingly enrolled, as
 follows, to wit:

THIS IS TO CERTIFY:

(a) That the postoffice address of the place at which the principal
 office of "W. H. Valliant & Bro., Inc." (hereinafter called the Corporation" is
 located at Bellevue, Maryland.

(b) That the name and postoffice address of each of the directors of
 the Corporation are as follows:

William H. Valliant, Bellevue, Maryland

William H. Valliant, Jr., Bellevue, Maryland

Joseph N. Valliant, Bellevue, Maryland

Howard W. Newnam, Oxford, Maryland

Edward T. Miller, Easton, Maryland

Harriett L. Harris, Bellevue, Maryland

Mary P. Newnam, Bellevue, Maryland.

(c) That the Corporation has no officers.

(d) That no stock of the Corporation is outstanding and entitled to
 vote and there has been no meeting of its Board of Directors.

That a majority of the incorporators, by resolution adopted at a meeting
 duly convened and held on December 30th, 1937, duly authorized the dissolution of the
 Corporation.

(e) That notice that dissolution of the Corporation had been authorized
 pursuant to the provisions of Section 91 of Article 23 of the Annotated Code of
 Maryland (Edition of 1924), as repealed and reenacted by Chapter 551 of the Laws of
 1935, was mailed to all known creditors of the Corporation at their addresses
 according to the records of the Corporation on or before the 31st day of December, 1937.

IN WITNESS WHEREOF, "W. H. Valliant & Bro., Inc." has caused these
 presents to be signed in its name and on its behalf by all of its incorporators
 on the 12 day of February, 1938.

W. H. Valliant & Bro., Inc.

By: W. H. Valliant

(Corporate Seal)

W. H. Valliant, Jr.

J. N. Valliant

The Incorporators.

Examined.

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I hereby certify, That on this 12 day of February, 1938, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared William H. Valliant, William H. Valliant, Jr. and Joseph N. Valliant, constituting all of the incorporators of the "William H. Valliant & Bro., Inc." a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Dissolution to be the corporate act of said corporation; and at the same time personally appeared William H. Valliant and made oath in due form of law that he was Chairman of the meeting at which the dissolution of the corporation was authorized, and that the matters and facts set forth in said Articles of Dissolution are true to the best of his knowledge, information and belief.

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

Mary P. Valliant

Notary Public.

CERTIFIED COPY OF ARTICLES OF DISSOLUTION OF W. H. VALLIANT & BRO., INC.

Approved as in conformity with law and received for record this 3rd day of May, 1938, and publication of notice, required by Section 91, Art. 23 of the Code, ordered by

STATE TAX COMMISSION OF MARYLAND

By Harry O. Levin

" J. Hubert Wade

Commissioners

Recorded in Liber No. 150, Folio 125 one of the Record Books of the State Tax Commission of Maryland.

\$15.00 Fee for Recording and Advertising - Paid.

TRUE COPY.

TEST:

Albert W. Ward
Secretary



ARTICLES OF AMENDMENT

ARTICLES OF AMENDMENT OF THE CLAIBORNE-ANNAPOLIS FERRY COMPANY : Be it remembered that on this 27th day of May, A.D. 1938, at 9 o'clock : A.M., the following Articles of Amendment or Instrument of writing was received to be recorded, and is accordingly enrolled as follows, to wit:

THIS IS TO CERTIFY:

That the stockholders of The Claiborne-Annapolis Ferry Company, a corporation of the State of Maryland, having its principal office in Claiborne, Maryland, at the regular annual meeting of stockholders duly convened and held

Examined.

on January 18th, 1938 (at which meeting all species of corporate business could be transacted) adopted the following Resolution by affirmative vote of more than two-thirds of all stock outstanding and entitled to vote.

RESOLVED - That the Certificate of Incorporation of The Claiborne- Annapolis Ferry Company be amended as follows:

"Section Fourth: Strike out the words "Claiborne, Talbot County" in both places in which they appear in this section and insert in lieu thereof in both places the words "Annapolis, Anne Arundel County."

"Section Sixth: Strike out the word and numeral "nine(9)" and insert in lieu thereof the word and numeral "eighteen (18)".

That the Board of Directors of the Corporation at a meeting duly convened and held on November 17th, 1937, duly advised the amendment of the charter of the corporation hereinabove set forth by passing a resolution declaring that said amendment is advisable and calling a meeting of stockholders to take action thereon.

IN WITNESS WHEREOF, The Claiborne-Annapolis Ferry Company has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereto attached and attested by its Secretary on the 4 day of February, 1938.

THE CLAIBORNE-ANNAPOLIS FERRY COMPANY

Attest:

Charles M. Speicher
Secretary.

By: Emerson C. Harrington
President.

STATE OF MARYLAND)
COUNTY OF ANNE ARUNDEL) ss:

I HEREBY CERTIFY, that on February 4, 1938, before me, the subscriber, a notary public of the State of Maryland, in and for the County of Anne Arundel, personally appeared Emerson C. Harrington, President of The Claiborne-Annapolis Ferry Company, a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared Charles M. Speicher, and made oath in due form of law that he was Secretary of the meeting of stockholders of the Corporation at which the amendment of the charter of the corporation set forth in said Articles of Amendment was adopted, 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 day and year last above written.

George E. Gannon, Jr.
Notary Public.

Articles of Amendment of "THE CLAIBORNE-ANNAPOLIS FERRY COMPANY" received for record February 5, 1938, at 9:00 o'clock A. M., and approved by the State Tax Commission of Maryland February 5, 1938, as in conformity with law and ordered recorded.

Fred Watkins

J. Hubert Wade

Commissioners

7 Recorded in Liber 146, folio 45, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the CIRCUIT Court for TALBOT 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,

Albert W. Ward

Secretary

Increase of Capital \$ NONE , Bonus tax paid \$NONE. Recording fee paid \$10.00

CERTIFICATE OF INCORPORATION

CERTIFICATE OF INCORPORATION ✓ : Be it remembered that on this 19th
 YOUNG MEN'S DEMOCRATIC CLUB OF : day of July, A.D. 1938, at 9 o'clock A.M.
 ST. MICHAELS DISTRICT INC. ✓ : the following Certificate of Incorporation
 _____ : or Instrument of writing was received to
 be recorded, and is accordingly enrolled as follows, to wit:

This is to certify:-

First:- That we the subscribers:-

Herbert Lebowitz

Joseph Kirby

George F. Sevier

Charles F. Spencer

whose post office address is St. Michaels, Talbot County, Maryland, all being of full age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of Corporations, associate ourselves with the intention of forming a Corporation.

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

YOUNG MENS DEMOCRATIC CLUB OF ST. MICHAELS DISTRICT 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:-

generally for political and social purposes and especially to promulgate good government by endorsing and supporting such candidates for public office as will best conduce to the moral, material and economic will bring of the tax-payers and citizens of the Nation, the State of Maryland and the County of Talbot.

Fourth:- The Post Office address of the place at which the principal office of the Corporation in this State will be located is St. Michaels, Talbot County, Maryland. The Resident Agent of the Corporation is George F. Sevier whose post office address is St. Michaels, Talbot County, Maryland. Said resident is a citizen of the State of Maryland and actually resides therein.

Fifth:- The Corporation shall have nine directors, the four incorporators hereof constituting the first board of Directors, who are hereby empowered to elect the corporate officers for the first year, as also the remaining five directors. The following four persons: Herbert Lebowitz, Joseph Kirby, George F. Sevier and Charles F. Spencer shall act as such directors until the first annual meeting or until their successors are duly elected and qualify.

Sixth:- The Corporation will have no capital stock.

Seventh:- The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed this Certificate of Incorporation on this 30th day of March, 1938.

Witness:	D. H. LeCompte	Herbert Lebowitz
Witness:	D. H. LeCompte	Joseph H. Kirby
Witness:	D. H. LeCompte	Charles F. Spencer
Witness:	D. H. LeCompte	George F. Sevier

State of Maryland :
 : S.S.
 Talbot County :

This is to certify that on this 30th day of March, 1938, before me a Notary Public in and for the State and County aforesaid personally appeared Herbert Lebowitz, Joseph Kirby, George F. Sevier and Charles F. Spencer and each did acknowledge the foregoing Certificate of Incorporation to be their respective act and deed.

D. H. LeCompte
 Notary Public

Certificate of Incorporation : of "YOUNG MENS DEMOCRATIC CLUB OF ST. MICHAELS DISTRICT INC."

received for record April 5, 1938 at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland April 5, 1938/^{as in conformity}with law and ordered recorded.

_____ O. Lewis
 Fred P. Adkins
 Commissioners

Recorded in Liber 147, folio 241, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the Circuit Court for Talbot County:

To the Clerk of the Circuit Court for Talbot 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 the said Commission at Baltimore.

Albert W. Ward
Secretary.

Capital : \$ NONE Bonus tax paid \$ NONE Recording fee paid \$10.00

ARTICLES OF AMENDMENT

ARTICLES OF AMENDMENT OF : Be it remembered that on this 19th day of
THE PLA ROLA CORPORATION ✓ : July, A.D. 1938, at 9 o'clock A.M., the follow-
_____ : ing Articles of Amendment or Instrument of
writing was received to be recorded, and is accordingly enrolled as follows,
to wit:

The Paragraphs of the Certificate of Incorporation of the PlaRola Corporation which read:

- " ' The Corporate stock shall consist and be of Five Hundred (500) shares of common stock of no par value.
- " ' The Board of Directors of the corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, without par value, 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."

shall be changed to read as follows:

- "The amount of the total authorized capital stock of the corporation shall consist of Fifty Thousand shares of common stock of the par value of One Dollar per share.
- "The Board of Directors of the corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, 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."

We hereby certify that the foregoing Articles of Amendment were duly advised by the Board of Directors at a special meeting held on the 18th day of February, 1938, and called for that purpose, notice of which meeting was waived by all Directors not attending same, in writing executed and filed with the records of the meeting before the holding of same.

We further certify that said Articles of Amendment were unanimously adopted by the stockholders entitled to vote, they representing all of the outstanding stock of this corporation, at a Postponed Stockholders Meeting held on the 18th day of February, 1938.

Examined and sealed John C. Muth H-9-10-

Executed this 23rd day of February, 1938, on behalf of

THE PLAROLA CORPORATION

By: W. E. Lednum

VICE PRESIDENT

Attest:

Test:-

John C. North

Linda A. Morton

SECRETARY

STATE OF MARYLAND, TALBOT COUNTY, to wit:

I HEREBY CERTIFY, That on this 26th day of February, A.D. 1938, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared W. E. Lednum, Vice-President of The Pla Rola Corporation, 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 John C. North and made oath in due form of law that he was Secretary of the postponed meeting of the Stockholders of The Pla Rola Corporation, held on the 18th day of February, 1938, at Easton, Maryland; that the foregoing is a true and correct copy of the Articles of Amendment passed by the unanimous vote of all of the stockholders and all of the stock of said corporation, 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 day and year last above written.

Linda A. Morton

Notary Public.

Articles of Amendment)
(of "THE PLA ROLA CORPORATION"
)

received for record March 1, 1938 at 9:00 o'clock A. M., and approved by the State Tax Commission of Maryland March 1, 1938 as in conformity with law and ordered recorded.

Fred W. Adkins

J. Hubert Wade

Commissioners.

Recorded in Liber 147, folio 57, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the Circuit Court for Talbot 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.

Albert W. Ward

Secretary

Increase of Capital NONE

Bonus tax paid NONE Recording fee paid \$10.00

ARTICLES OF AMENDMENT AND REDUCTION.

ARTICLES OF AMENDMENT & : Be it remembered that on this 19
 REDUCTION OF "Waverly, :th day of July A.D. 1938 at 9 o'clock A. M. the follow-
 Incorporated." :ing Articles of Amendment and Reduction or Instrument
 _____ :of writing was received to be recorded and is accord-
 ingly enrolled as follows, to-wit:

THIS IS TO CERTIFY:

FIRST: That the charter of Waverly Incorporated, a Maryland corporation, having its principal office in Easton, (hereinafter called the Corporation), is hereby amended:

(a) by changing all the shares of its authorized and of its issued and outstanding capital stock from shares of the par value of \$100.00 each to shares of the par value of \$25.00 each, thereby reducing the amount of its issued capital stock from \$75,000.00 to \$18,750.00; and

(b) by striking out Article five (5) of the certificate of incorporation and inserting in lieu thereof the following:

" . The total amount of the authorized capital stock of the Corporation is \$18,750.00, divided into 750 shares of the par value of \$25.00 each."

SECOND: That the board of directors of the Corporation at a meeting duly convened and held on Dec. 20th, 1936, duly advised the amendments of the charter and the reduction of the amount of issued capital stock of the Corporation hereinabove set forth by passing a resolution declaring that such amendment and reduction are advisable and calling a meeting of the stockholders to take action thereon.

THIRD: That the meeting of stockholders of the Corporation called by the board of directors as aforesaid was held at Easton on Dec. 22nd, 1936, pursuant to waiver of notice duly executed and filed with the records of the meeting, and at said meeting the stockholders, by the affirmative vote of the holders of all the shares of stock outstanding and entitled to vote, duly adopted the amendments of the charter of the Corporation and duly authorized the reduction of the amount of its issued capital stock hereinabove set forth.

FOURTH: (a) That the total number and par value of the shares of the capital stock heretofore authorized, all of which shares are of one class, are 1000 shares of the par value of 100 each, amounting in the aggregate to \$100,000.00 par value.

(b) That the total number and par value of the shares of the capital stock issued, all of which shares are of one class, are 750 shares of capital stock of the par value of 100.00 each, amounting in the aggregate to \$75,000.00 par value.

(c) That the total number and par value of the shares of the authorized capital stock as decreased, all of which shares are of one class, are 750 shares of the par value of \$25.00 each, amounting in the aggregate to \$18,750 par value.

FIFTH: (a) That the method of effecting such reduction is as hereinabove set forth.

Examined

(b) That the amount of issued capital stock prior to the reduction is \$75,000.00, represented by 750 issued shares of capital stock of the par value of 100.00 each, all of one class.

(c) That the amount of the reduction of the issued capital stock hereby made is \$56,250.00.

(d) That the amount of issued capital stock as reduced is \$18,750.00 represented by 750 shares of capital stock of the par value of \$25.00 each, all of one class.

IN WITNESS WHEREOF Waverly Incorporated 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 hereto attached and attested by its Secretary on Dec. 22nd, 1936.

Attest:

John P. Stafford
Secretary

Waverly Inc.
By: J. Ramsey Speer
President.

STATE OF MARYLAND TALBOT COUNTY, to wit:

I HEREBY CERTIFY that on Dec. 22nd, 1936, before me, the subscriber, a Notary public of the State of Maryland, in and for Talbot County, personally appeared J. Ramsey Speer, President of Waverly Incorporated, a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing articles of amendment and reduction to be the corporate act of said corporation; and at the same time personally appeared John P. Stafford, and made oath in due form of law that he was secretary of the meeting of stockholders at which the amendments of the charter and the reduction of the amount of the issued capital stock of said corporation set forth in said articles of amendment and reduction were respectively adopted and authorized, and that the matters and facts set forth in said articles of amendment and reduction are true to the best of his knowledge, information and belief.

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

Elsie T. Griffin
Notary Public.

Articles of Amendment and Reduction { of "WAVERLY, INCORPORATED"
received for record March 11, 1938 at 9:00 o'clock A. M., and approved by the State Tax Commission of Maryland March 11, 1938 as in conformity with law and ordered recorded.

Henry O. Lewis
J. Hubert Wade

Commissioners.

Recorded in Liber 147, folio 146, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the Circuit Court for Talbot 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.

Albert W. Ward.

Secretary.

Increase of Capital None Bonus tax paid None Recording fee paid \$10.00

ARTICLES OF INCORPORATION. ✓

EASTON ATHLETIC ASSOCIATION, : Be it remembered that on this
 INCORPORATED. ✓ : 19th day of July A.D. 1938 at 9 o'clock A. M.

_____ : the following Articles of Incorporation or
 Instrument of writing was received to be re-
 corded and is accordingly enrolled as follows, to-wit:

THIS IS TO CERTIFY:

1. That we, the subscribers, Charles S. Dunham, Barclay H. Trippe and David Cohen whose respective post-office addresses are Easton, Maryland, and who are all of full legal age, do under and by virtue of the General Laws of the State of Maryland, authorizing the formation of a corporation, associate ourselves with the intention of forming a corporation.

2. The name of the corporation is

EASTON ATHLETIC ASSOCIATION, INCORPORATED.

3. The purposes for which said corporation is formed and the objects to be promoted by it are as follows:

To organize, maintain and operate an athletic club for pleasure, recreation, charitable and other non-profitable purposes, and particularly to promote baseball and other athletic sports, no part of the net earnings of which is to inure to the benefit of any member. For the purposes aforesaid, the said corporation shall have the following powers:

(a) To purchase, lease or otherwise acquire, develope and improve in whole or in part, such tracts of land and other real estate as said corporation may from time to time determine; and to sell, lease, mortgage or otherwise dispose of any part thereof.

(b) To purchase, lease or otherwise acquire any property, real, personal or mixed, reasonable necessary or convenient for the purposes of said corporation and to sell, lease, mortgage or otherwise dispose of the same in whole or in part.

(c) To purchase or acquire any charter, franchise or contract recognized by organized professional baseball.

Examined & delivered to Francis N. Wightman 2/11/1941

(d) To borrow or raise money for any of the purposes of said corporation and to issue bonds, debentures, notes or other obligations, and in any manner permitted by law, for money so borrowed or raised or to pay for property purchased, leased or mortgaged or otherwise acquired or for any other lawful consideration and to secure the payment thereof and of the interest thereon by a mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of said corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such obligations.

It is the intention that none of the powers defined in any of the foregoing clauses of the Article 3 shall be in anywise limited or restricted by reference to, or inference from, the terms of any other clause, but that the powers defined in each such clause shall be regarded as independent powers. It is also the intention that the corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted to, or conferred upon, corporations of this character, by the laws of the State of Maryland, and that the enumeration of certain powers as herein defined is not intended as exclusive of, or as a waiver of, any other powers, rights or privileges granted or conferred by the laws of said State now or hereafter in force, except as in this Article expressly limited or restricted.

4. The post-office address of the place at which the principal office of the corporation in this State will be located is Easton, Maryland. The resident agent of the corporation is Daniel M. Henry, whose post-office address is Easton, Maryland. Said resident agent is a citizen of the State of Maryland, actually residing therein.

5. The corporation shall have five governors and the following named persons shall act as such until the first annual meeting or until their successors are duly chosen and qualified: Charles S. Dunham, Barclay H. Trippe, David Cohen, Daniel M. Henry and Cyrus V. Mallonee, all of Easton, Maryland.

6. Members of the corporation may be elected from time to time in such manner as may be prescribed or otherwise authorized by the By-Laws.

7. A majority of the members of the corporation shall constitute a quorum at all meetings of members unless and until otherwise provided by the By-Laws.

8. The members of the corporation shall pay such initiation fees and dues as may from time to time be prescribed or authorized by the By-Laws.

In witness whereof, we, the said subscribers, have signed this Certificate of Incorporation on 9 day of April, 1938.

Witness:

Robert D. Prettyman as to

Chas. S. Dunham

Robert D. Prettyman as to

D. Cohen

Robert D. Prettyman as to

Barclay H. Trippe

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

This is to certify that on the 9 day of April, 1938, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared Charles S. Dunham, Barclay H. Trippe and David Cohen, and severally acknowledged the foregoing Certificate of Incorporation to be their act.

As witness my hand and Notarial Seal, the day and year last above written.

Lola M. Blades

Notary Public.

(
Certificate of Incorporation) of "EASTON ATHLETIC ASSOCIATION, INCORPORATED"
(

received for record April 12, 1938 at 10:00 o'clock A.M., and approved by the State Tax Commission of Maryland April 12, 1938 as in conformity with law and ordered recorded.

Henry O. Lewis

J. Hubert Wade.

Commissioners.

Recorded in Liber 147, folio 323, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the Circuit Court for Talbot 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.

Albert W. Ward

Secretary.

Capital NONE Bonus tax paid NONE Recording fee paid \$10.00

ARTICLES OF INCORPORATION

Articles of Incorporation of the ✓ : Be it remembered that on this
The Tilghman Volunteer Fire Company, ✓ : 24th day of December, A.D. 1938, at 9
Incorporated : o'clock A.M., the following Articles of
_____ : Incorporation or Instrument of writing

was received to be recorded, and is accordingly enrolled as follows, to wit:

Charter

This is to certify, That the subscribers, F. L. Weller, Harry R. Howeth, Samuel T. McQuay, W. C. Jackson and W. W. Fluharty, all of whom are of full legal age, residing in the town of Tilghman, Talbot County, Maryland, and who are Citizens of the State of Maryland, do hereby certify that we do, under and by viture of the General Laws of this State, authorizing the formation of corporations, associate ourselves with the purpose of forming a corporation.

Section 1. The name of the said corporation is "The Tilghman Volunteer Fire Company, Incorporated."

Examined. Wd. John. C. North 12-31-38.

Section 2. That the purposes and objects for which this corporation is formed are to protect and safeguard the lives and interests of all persons and property holders in the town of Tilghman, Maryland, its suburbs and vicinities from the dangers and ravages of fire; to promote social intercourse amongst those persons who shall from time to time devote their voluntary efforts to the attainment of such purposes and objects by becoming active members of this corporation, and to render and provide some assistance to the active members thereof, who, while performing the duties of which they dedicate their health, their bodies and their lives in so associating themselves, may sustain accidental injuries resulting in either temporary or permanent loss of health or other bodily incapacity, or even death.

In order to accomplish these objects and purposes the corporation shall have the right and authority to receive and accept gifts, donations, devises and bequests of property of every description whatsoever, real, personal and mixed, and to invest, reinvest, own, hold, lease, convey, mortgage, pledge, transfer or otherwise from time to time acquire or dispose thereof, or any interest therein necessary or desirable for the promotion or attainment of the objects and purposes of the corporation. The said corporation is formed upon the articles, conditions, and provisions herein expressed, and subject in all particulars, to the limitations relating to corporations which are contained in the General Laws of the State of Maryland.

Section 3. The principal office of the corporation shall be located at Tilghman, Maryland, and F. L. Weller, who is a citizen and an actual resident of the State of Maryland, and whose Post Office address is Tilghman, Maryland, shall be its resident agent.

Section 4. The corporation hereby formed is a voluntary association of individuals created solely for the pursuit and attainments of the objects and purposes hereinbefore set forth, and not with a view to any pecuniary gain or profit to the members thereof, and whatever property, real, personal or mixed may be acquired by it, or whatever income may accrue therefrom shall be held and utilized only for and in the prosecution of the objects and purposes aforesaid, and it shall therefor have no capital stock.

Section 5. The active membership of the said corporation shall be composed of the following persons:

F. L. Weller, Harry R. Howeth, Samuel T. McQuay, W. C. Jackson, W.W. Fluharty, Percy W. Harrison, J. C. Harrison, Linwood Harrison, Russell W. Harrison, Thomas J. Sinclair, G. Russell Phillips, Adam W. Kapisak, Levin F. Harrison, Jr., Oscar Sinclair, Leslie Frampton, Howard Landon, Woodrow Wilson and Albert Wilson

and they shall have full power and authority from time to time at any

regular meeting or at any special meeting called for the purpose, by an affirmative vote of not less than two thirds of the active members present, if they shall constitute a quorum in accordance with the by-laws of said corporation in that behalf, to increase the corporations' active membership until it shall consist of one thousand (1000) persons, to decrease the said active membership in their discretion, to expel undesirable members, to fill any vacancies accruing therein, to elect and designate persons to honoray membership in the corporation who shall conform to the qualifications, duties and privileges to be prescribed in the by-laws in that behalf made.

Section 6. The entire management and direction of the corporation shall be vested in a board of five (5) Trustees, to be elected from among the active members annually, to serve for one year from the date of their election, or until their respective successors are duly elected and qualified, with the right and authority to fill any vacancies occurring in their number from death, expulsion or resignation, and each person elected shall hold office until the next annual meeting of the active members or until his successor is duly elected and qualified, and F. L. Weller, Harry R. Howeth, Samuel T. McQuay, W. C. Jackson and W. W. Fluharty, all of whom are citizens of Tilghman, Maryland, and actually reside therein, shall act as such Trustees until the first annual meeting of the active members, or until their successors are duly elected and qualified.

In witness whereof we have hereunto set our hands and seals this fourth day of October, 1938.

F. L. Weller (Seal)

W. W. Fluharty (Seal)

Harry R. Howeth (Seal)

W. C. Jackson (Seal)

Samuel T. McQuay (Seal)

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I hereby certify that on this fourth day of October, 1938, before me, the subscriber a Notary Public, in and for Talbot County, aforesaid, personally appeared F. L. Weller, Harry R. Howeth, Samuel T. McQuay, W. C. Jackson and W. W. Fluharty and did severally acknowledge the foregoing certificate to be their act.

Harry E. Landon

Notary Public

Certificate of Incorporation : of "THE TILGHMAN VOLUNTEER FIRE COMPANY,
INCORPORATED"

received for record October 15, 1938, at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland October 15, 1938, as in conformity with law and ordered recorded.

Harry O. Levin

J. Hubert Wade

Commissioners

Recorded in Liber 149, folio 361, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the Circuit Court for Talbot 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.

Albert W. Ward

Secretary

Capital - None

Bonus tax paid \$ None Recording fee paid \$10.00.

CERTIFICATE OF INCORPORATION

Certificate of Incorporation of ✓ : Be it remembered that on
Talbot County FARM BUREAU CO-OPERATIVE, INC. ✓ : this 24th day of December, A.D.
: 1938, at 9 o'clock A.M., the
following Certificate of Incorporation or Instrument of writing was received to
be recorded, and is accordingly enrolled as follows, to wit:

THIS IS TO CERTIFY:

First: That we, the subscribers, residents of the State of Maryland, engaged in the production of agricultural products,

Francis G. Shillinger, Easton, Maryland,

Charles A. Coulby, Easton, Maryland,

Alfonso Boley, Royal Oak, Maryland,

James Stewart, Oxford, Maryland,

Claude F. Sewell McDaniel, Maryland,

Theodore C. Schwaninger, Trappe, Maryland,

Arvey D. Miller Cordova, Maryland,

Raymond C. Mueller Cordova, Maryland,

Mrs. William W. Hopkins, Cordova, Maryland,

all being of full legal age, do, under and by virtue of the general laws of Maryland, being Article 23, Sections 419 etc., of the Annotated Code of Maryland, and all amendments thereto, authorizing the formation of co-operative associations, associate ourselves with the intention of forming a co-operative association.

Second: That the name of the association, which is hereinafter called the "Association," is Talbot County FARM BUREAU CO-OPERATIVE, INC.

Third: That the purposes for which the Association is formed and the business or objects to be carried on and promoted by it are as follows:

(a) To engage in any activity in connection with producing, marketing, selling, preserving, drying, processing, canning, packing, handling, storing, or utilization of any agricultural products of its members; or the manufacturing or marketing of the by-products thereof; or in connection with the purchase, hiring, or use, by its members, of supplies, machinery, or equipment, or

Examined. Ad. G. B. Reenan 12/27/42

in the financing of such activities; or in any one or more of the activities specified in this paragraph, and to transport the produce of its members.

(b) To borrow money and to make advances to members upon produce of members in the hands of the Association.

(c) To act as agent or representative of the members in any of the above mentioned activities.

(d) To purchase or otherwise acquire, and to hold, own and exercise all rights of ownership in, and to sell, transfer, or pledge, shares of the capital stock or bonds of any corporation or association organized under the afore-said Act.

(e) To establish reserves and to invest the funds thereof in bonds or such other property as may be provided in the By-Laws.

(f) To buy, hold and exercise all privileges of ownership, over such real estate or personal property as may be necessary or convenient for the conducting and operation of any of the business of the Association or incidental thereto.

(g) To sue and be sued, complain and defend, in all courts.

(h) To do each and everything necessary, suitable or profitable for the accomplishment of any one of the purposes, or the attainment of any one or more of the objects herein enumerated, and to contract accordingly; and, in addition, to exercise and possess all powers, rights and privileges, necessary or incidental to the purposes for which the Association is organized, or to the activity in which it is engaged; and, in addition, to have and possess any other rights, powers and privileges granted by the laws of this State to ordinary corporations, except such as are inconsistent with the express provisions of the afore-said Act, and to do any such things anywhere.

Fourth: The post office address of the place at which the principal office of the Association is to be located is Easton, Maryland, State of Maryland. The resident agent of the Association is Thomas F. Shockley whose post office address is Easton, Maryland. The resident agent of the Association is a citizen of the State of Maryland and actually resides therein.

Fifth: The total number of shares of stock which this Association is authorized to issue is 2,000 shares, which are divided, designated and authorized as follows:

(a) 1,000 shares, each of the par value of \$10.00, amounting in the aggregate to Ten Thousand Dollars (\$10,000.00), are designated preferred.

(b) The remaining 1000 shares, each of the par value of One Dollar (\$1.00), amounting in the aggregate to One Thousand Dollars (\$1,000.00), are designated common.

The Common Stock shall be sold only to persons or Co-operatives designated or described by the By-Laws, and any stockholder shall lose the power to vote if he or it ceases to belong to the class of persons designated or described in said By-Laws. The number of shares of common stock which any person

or co-operative may hold may be limited in the By-Laws, and the Board of Directors of this Association reserves the prior option to buy for the Association stock of any stockholder which is offered, and further reserves the right to recall the stock of any stockholder, subject to the limitation, that, upon exercising said option to buy or recall, this Association shall pay for said stock its book value, or its par value where the book value is less than the par value.

The holders of the preferred stock shall be entitled to receive, when and if declared, of the surplus of net profits of this Association, non cumulative, yearly dividends at the rate of six per centum (6%) per annum, and no more, payable quarterly or semi-annually or annually on dates to be fixed by the By-Laws or by the Board of Directors.

This Association may, at its option, from time to time, on any quarterly or semi-annual or annual dividend dates, and beginning on or after the fixed date of December 31, 1938, redeem the whole or any part of its preferred stock, at the par value of Ten Dollars (\$10.00) for each share thereof. Each redemption of preferred stock shall be upon not less than thirty days notice given in such manner as shall, from time to time, be provided by the By-Laws of this Association, or be determined by resolution of its board of directors, and such redemption shall be at such time and place and by such method, whether by lot or pro rata, as shall from time to time be provided by the By-Laws of this Association, or be determined by resolution of its board of directors.

In the event of any liquidation or dissolution, or any sale of all its assets and franchises, or winding up, whether voluntary or involuntary, of this Association, the holders of the preferred stock shall be entitled to be paid in full the par amount of such shares before any amount shall be paid to the holders of any other class of stock herein provided. The remaining assets and funds shall be paid to the holders of the common stock.

The directors of this association shall annually apportion the net profits, if any, by first setting aside at least ten per centum (10%) thereof for the reserve fund, until such a fund equals thirty per cent (30%) of the paid up common stock, and thereafter, the directors may set aside such an amount for the reserve fund as they may see fit, or may set aside none, in their discretion. The directors may then set aside out of the net profits such sums as they may deem desirable for capital expenditures, subject to the approval of the stockholders at any regular or special meeting, called legally for said approval. The directors shall then declare a dividend upon the paid up capital stock at the rate of six per centum (6%) per annum on the preferred stock, and at a rate not to exceed eight per centum (8%) per annum on the common; provided that no such dividend on either class of stock shall be cumulative. The directors may then set aside an educational fund to be used in teaching co-operation. The directors may then grant a bonus to employees who are in the employ of the Association at the time of the apportionment of profits, which bonus shall be based in amount on the amount of compensation received by said

employees during the year, at a rate not to exceed the rate of patronage dividends hereinafter described.

The directors shall then distribute all the remaining net profits by uniform dividends to the members of the Association, based in amount upon the volume of business transacted by said members with the Association; provided, that the Association may distribute to patrons of the Association who are not members, bonuses based in amount upon the volume of business transacted by such non-members respectively with the Association, at a rate not to exceed the rate of patronage dividend herein referred to; provided further, that any such bonus paid to a non-stockholder may be declared in the form of capital stock until the amount of such dividend equals the par value of one share of the Association's stock, dividends thereafter to such patron to be paid in such manner as dividends to all stockholders; provided further, that such a bonus paid a non-stockholder, if it is less than the par value of one share, shall be credited to the non-stockholder's capital account during the first year, and the second year, but it shall revert to the reserve fund, if, after two years, an amount less than the par value of one share has accumulated.

The holders of the preferred stock shall have no voting right or privilege, nor shall the holder of common stock be entitled to more than one vote.

Sixth: The affairs of this Association shall be managed by a Board of Nine (9) Directors, and

Francis G. Shillinger,	Easton, Maryland
Charles A. Coulby,	Easton, Maryland
Alfonso Boley,	Royal Oak, Maryland
James Stewart,	Oxford, Maryland
Claude F. Sewell,	McDaniel, Maryland
Theodore C. Schwaninger,	Trappe, Maryland
Arvey D. Miller,	Cordova, Maryland
Raymond C. Mueller,	Cordova, Maryland
Mrs. William W. Hopkins,	Cordova, Maryland

shall act as such until the first annual meeting or until their successors are duly chosen and qualified. All of said Directors are residents of the State of Maryland. The number of directors, as well as the classification thereof, may be changed in such lawful manner as the By-Laws may from time to time provide, but at no time shall the Board consist of less than five Directors, at least two of whom shall be residents of the State of Maryland.

Seventh: The Association shall not deal in products of non-members to an amount greater in value than such as are handled by it for its members.

IN WITNESS WHEREOF we have signed the certificate of incorporation on this 14th day of July, 1938.

WITNESS:

Francis G. Shillinger	Easton, Md.	(SEAL)
Charles A. Coulby	Easton, Md.	(SEAL)
Alfonso Boley	Royal Oak, Md.	(SEAL)
James Stewart	Oxford, Md.	(SEAL)
Claude F. Sewell	McDaniel, Md.	(SEAL)
Theodore C. Schwaninger	Trappe, Md.	(SEAL)
Arvey D. Miller	Cordova, Md.	(SEAL)
Raymond C. Mueller	Cordova, Md.	(SEAL)
Mrs. William W. Hopkins,	Cordova, Md.	(SEAL)

STATE OF MARYLAND, TALBOT COUNTY, SCT:

I HEREBY CERTIFY, That on the 14th day of July, 1938, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Talbot, personally appeared Francis G. Shillinger, Charles A. Coulby, Alfonso Boley, James Stewart, Claude F. Sewell, Theodore C. Schwaninger, Arvey D. Miller, Raymond C. Mueller, Mrs. William W. Hopkins, and severally acknowledged the foregoing certificate of incorporation to be their act.

WITNESS my hand and Notarial Seal the day and yearlast above written.

Eleanor McN. Daffin.

Notary Public.

CERTIFICATE OF INCORPORATION of "Talbot County FARM BUREAU CO-OPERATIVE, INC." received for record August 12, 1938, at 10:00 o'clock A. M., and approved by the State Tax Commission of Maryland August 12, 1938, as in conformity with law and ordered recorded.

Henry O. Levin

J. Hubert Wade.

Commissioners.

Recorded in Liber 148, folio 292, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the Circuit Court for Talbot 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.

8 AS WITNESS my hand and seal of the said Commission At Baltimore.

Albert W. Ward.

Secretary.

Capital - 1,000 shares preferred stock par value \$10.00 each and 1,000 shares common stock par value \$1.00 each.

Bonus tax paid \$ None, Recording fee paid \$15.00

{Exempt from bonus tax}

CERTIFICATE OF INCORPORATION.

CERTIFICATE OF INCORPORATION ✓ : Be it remembered that on this 5th
 OF : day of January A.D. 1939 at 9 o'clock A. M.
 WOMAN'S CLUB OF BOZMAN, MARY- ✓ : the following Certificate of Incorporation or
 LAND. : Instrument of writing was received to be re-
 _____ : corded, and is accordingly enrolled as follows,
 to-wit:

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Maggie W. Harrison, Ruby L. Harrison and Flora V. Bridges, whose respective post-office addresses are McDaniel, Maryland, Bozman, Maryland, and St. Michaels, Maryland, and who are all 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: The name of the corporation is WOMAN'S CLUB OF BOZMAN, MARYLAND, Inc.

THIRD: The purposes for which the corporation is formed and the objects to be promoted by it are as follows:

To organize, maintain and operate a social club for pleasure, recreation and other non-profitable purposes, no part of the net earnings of which is to inure to the benefit of any member. For the purposes aforesaid, the corporation shall have the following powers:

(a) To purchase, lease or otherwise acquire any property, real, personal or mixed, reasonably necessary or convenient for any of the purposes of said corporation; and to sell, lease, mortgage or otherwise dispose of any part thereof;

(b) 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 raised, or to pay for property purchased, leased or mortgaged or otherwise acquired, or for any other lawful consideration, and to secure the payment thereof and the interest thereon by a mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the corporation, real, personal, or mixed including contracts whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes or obligations, for any of the purposes of the corporation.

Examined. It is the intention that none of the powers defined in any of the foregoing clauses of Article 3 shall be in anywise limited or restricted by reference to, or inference from, the terms of any other clause, but that the powers defined in each such clause shall be regarded as independent powers. It is also the intention that the corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted, to or conferred upon, corporations of this character, by the laws of the State of Maryland, and that the enumeration of the powers herein is not intended as exclusive of, or as a waiver of, any other powers,

rights, or privileges granted or conferred by the laws of said State now or hereafter in force, except as in this Article expressly limited or restricted.

FOURTH: The post-office address of the place at which the principal office of the corporation in this State will be located is Bozman, Talbot County, Maryland. The resident agent of the corporation is Mary K. Radcliffe, whose post-office address is Bozman, Talbot County, Maryland. Said resident agent is a citizen of the State of Maryland, and actually resides therein.

FIFTH: The corporation shall have not less than five nor more than eight directors, and the following persons shall act as such until the first annual meeting or until their successors are duly chosen and qualified: Flora V. Bridges, Mary K. Radcliffe, Lola B. Reed, Emily S. Edinger, Maggie W. Harrison and Ruby L. Harrison.

SIXTH: Members of the corporation may be elected from time to time in such manner as may be prescribed or authorized by the By-Laws.

SEVENTH: A majority of the members of the corporation shall constitute a quorum at all meetings of members, unless and until otherwise provided by the By-Laws.

EIGHTH: The members of the corporation shall pay such initiation fees and dues as may from time to time be prescribed or authorized by the By-Laws. The corporation shall have no capital stock.

In witness whereof we have signed this certificate of incorporation this 27th day of June, A.D. 1938.

WITNESS:

George A. Seymour, Jr.	as to	Maggie W. Harrison
George A. Seymour, Jr.	as to	Ruby L. Harrison
George A. Seymour, Jr.	as to	Flora V. Bridges

STATE OF MARYLAND, COUNTY OF TALBOT, TO WIT:

THIS IS TO CERTIFY, That on this 27th day of June, A.D. 1938, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Maggie W. Harrison, Ruby L. Harrison and Flora V. Bridges, and severally acknowledged the foregoing Certificate of Incorporation to be their act.

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

George A. Seymour, Jr.
Notary Public.

CERTIFICATE OF INCORPORATION of "WOMAN'S CLUB OF BOZMAN, MARYLAND, INC." received for record July 5, 1938 at 10:00 o'clock A. M., and approved by the State Tax Commission of Maryland July 5, 1938 as in conformity with law and ordered recorded.

Harry O. Levin

J. Hubert Wade

Commissioners

Recorded in Liber 148, folio 160, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the Circuit Court for Talbot 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.

Albert W. Ward

Secretary.

Capital NONE

Bonus tax paid \$ NONE

Recording fee paid \$10.00

ARTICLES OF AMENDMENT

ARTICLES OF AMENDMENT TO : Be it remembered that on this 18th day
ARTICLES OF INCORPORATION ✓ : of January, 1939 at 3:45 o'clock P. M. the following
OF THE LIBERTY BANK, ✓ : Articles of Amendment or Instrument of writing was
EASTON, MARYLAND. ✓ : received to be recorded, and is accordingly enrolled
: as follows, to-wit:

THIS IS TO CERTIFY that, at a special meeting of the Board of Directors of The Liberty Bank, Easton, Maryland, held on the 28th day of December, 1938, at which more than two-thirds of the said Board was present, a motion was duly made, seconded and unanimously carried that the Board of Directors of The Liberty Bank, Easton, Maryland, recommend to the stockholders of the corporation that the capital stock of the corporation be increased from Twenty-five Thousand (\$25,000.00) Dollars which is divided into one thousand (1000) shares of the par value of Twenty-five (\$25.00) Dollars each with a paid in surplus of Ten Thousand (\$10,000.00) Dollars to Fifty Thousand (\$50,000.00) Dollars divided into five thousand (5000) shares of the par value of Ten (\$10.00) Dollars each with a surplus of Thirty-one Thousand (\$31,000.00) Dollars, and that the Certificate of Incorporation of the Corporation be amended to effect that result, and a motion

was duly made, seconded and unanimously carried that a special meeting of the stockholders of the Corporation be called for the purpose of considering such recommendation of the Board, and taking such action thereon as may be deemed by them proper in the premises.

That pursuant to a notice of a special meeting of the stockholders, sent to all of the stockholders of the Corporation in pursuance of the aforementioned action of the Board of Directors, and setting forth the object of the meeting, as well as of the time and place thereof, and giving the period of notice required by law in the premises, a meeting of the stockholders of The Liberty Bank, Easton, Maryland, was duly held on the 12th day of January, 1939, at which the holders of more than two-thirds of the stock of the corporation outstanding and entitled to vote were present; that at said meeting the aforementioned recommendation of the Board of Directors was duly read to the stockholders, and by them considered; that thereupon, upon motion duly made, seconded and unanimously carried, it was resolved that Article Fourth of the articles of Incorporation of The Liberty Bank, Easton, Maryland, which reads as follows:

Article FOURTH:

The total amount of the Capital Stock of the said Bank is Twenty-five Thousand (\$25,000.00) Dollars, divided into One Thousand (1000) shares of the par value of Twenty-Five (\$25.00) Dollars each, with a surplus of Ten Thousand Dollars (\$10,000.00).

be and the same is hereby changed to read as follows:

Article FOURTH:

(a) The total amount of the Capital Stock of said Bank is Fifty Thousand (\$50,000.00) Dollars, divided into Five Thousand (5000) shares of the par value of Ten (\$10.00) Dollars each, with a surplus of Thirty-One Thousand (\$31,000.00) Dollars.

(b) All the capital stock of the corporation, including that hereto fore issued and outstanding and the additional stock provided herein are hereby authorized to be divided into shares of the par value of Ten (\$10.00) Dollars each, so that hereafter the capital stock of the corporation will be Five Thousand (5000) shares making an aggregate capital stock of Fifty Thousand (\$50,000.00) Dollars in par value, with a surplus in the amount of Thirty-one Thousand (\$31,000.00) Dollars. The price to be paid for the new stock is to be Eighteen (\$18.00) Dollars per share, and each old stockholder shall receive two and one-half ($2\frac{1}{2}$) shares of new stock for each share of old stock outstanding.

(c) That the total number and par value of the shares of the capital stock heretofore authorized is one thousand shares of the par value of Twenty Five (\$25.00) Dollars each, aggregating Twenty-Five Thousand (\$25,000.00) Dollars par value of said capital stock, with a surplus of Ten Thousand Dollars.

(d) That the total number and par value of the Shares of the authorized capital stock as increased and the number and par value of the shares of said capital stock are set forth in paragraphs (a) and (b) hereof.

That at said meeting of stockholders of The Liberty Bank, Easton, Maryland, it was further resolved that a certificate be executed by the proper officers of the Corporation, as is hereby done, setting forth the said Amendment of the Articles of Incorporation, and that such further action be taken in the premises by the proper officers of the Corporation as may be requisite to render the said Amendment effectual.

IN WITNESS WHEREOF, The President and Cashier of The Liberty Bank, Easton, Maryland, have hereunto affixed their signatures this 17th day of January, 1939, and certify that the foregoing resolutions were passed as above set forth, and the said President and Cashier have further acknowledged this Certificate of Amendment for and on behalf of the said Corporation.

G. Elbert Marshall

President of The Liberty Bank,
Easton, Maryland.

Joseph S. Barnes

Cashier of The Liberty Bank,
Easton, Maryland.

STATE OF MARYLAND

COUNTY OF TALBOT, TO WIT:

I HEREBY CERTIFY, that on this 17th day of January, 1939, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared G. Elbert Marshall, President of The Liberty Bank, Easton, Maryland, and Joseph S. Barnes, Cashier of the said Bank, and on behalf of The Liberty Bank, Easton, Maryland, each acknowledged the foregoing Certificate of Amendment as the act and deed of said Corporation.

WITNESS my hand and Notarial Seal.

Marie G. Vinyard

My commission expires May 1, 1939.

Notary Public

CERTIFICATE OF APPROVAL OF BANK COMMISSIONER

I DO HEREBY approve the foregoing Certificate of Amendment to the Articles of Incorporation of The Liberty Bank, Easton, Maryland.

AS WITNESS my hand this 18th day of January, 1939.

Warren F. Sterling

Bank Commissioner of the
State of Maryland.

I, Wm. Mason Shehan, one of the Judges of the Circuit Court for Talbot County, do hereby certify that the foregoing Certificate has been submitted to me for examination, and I do further certify that the said Certificate is framed in conformity with the law.

January 18, 1939.

Wm. Mason Shehan
Judge.

ARTICLES OF REDUCTION OF ISSUED CAPITAL STOCK

ARTICLES OF REDUCTION OF ISSUED CAPITAL STOCK OF ROBERT B. DIXON AND COMPANY, INCORPORATED ✓ : Be it remembered that on this 17th day of April A.D. 1939, at 9 o'clock A.M., the following Articles of Reduction or Instrument of writing was received to be recorded and is accordingly enrolled as follows, to wit:

This Is To Certify:

- 1. That the amount of the issued capital stock of Robert B. Dixon and Company, Incorporated, a Maryland Corporation, having its principal office in Easton, Talbot County, State of Maryland, is hereby reduced from Fifty Thousand (\$50,000.00) Dollars to Forty Thousand (\$40,000.00) Dollars.
- 2. That the Board of Directors of said Corporation at a meeting duly convened and held on January 10, 1939, duly advised and authorized the reduction of the amount of issued capital stock of the Corporation herein set forth by passing a Resolution declaring that said reduction is advisable.
- 3. (a) That the method of effecting the reduction is by retiring one hundred (100) shares of common stock of said Corporation of the par value of One Hundred (\$100.00) Dollars; said stock having been purchased by the Corporation on December 18, 1930 and having been carried on its books since the date of purchase as an asset under the heading of "Treasury Stock".
- (b) That the amount of issued capital stock prior to the reduction was Fifty Thousand (\$50,000.00) Dollars represented by five hundred (500) shares of common stock of the par value of One Hundred (\$100.00) Dollars.
- (c) That the amount of the reduction of the issued capital stock is Ten Thousand (\$10,000.00) Dollars consisting of one hundred (100) shares of common stock of the Corporation of the par value of One Hundred (\$100.00) Dollars.
- (d) That the amount of issued capital stock as reduced is Forty Thousand (\$40,000.00) Dollars represented by four hundred (400) shares of common stock of the par value of One Hundred (\$100.00) Dollars.

IN WITNESS WHEREOF, Robert B. Dixon and Company, Incorporated, has caused these presents to be signed in its name and on its behalf by its President, and its corporate seal to be hereto attached and attested by its Secretary, on the 10th day of January, 1939.

Examined



ATTEST:

Robert B. Dixon
Secretary

ROBERT B. DIXON AND COMPANY,
INCORPORATED.

By James Dixon
President.

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 10th day of January, in the year one thousand nine hundred and thirty-nine, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared James Dixon, President of Robert B. Dixon and Company, Incorporated, a Maryland Corporation, and in the name and on behalf of the Corporation acknowledged the foregoing Articles of Reduction to be the corporate act of said Corporation; and at the same time also personally appeared Robert B. Dixon and made oath in due form of law that he was the Secretary of the Meeting of Directors of said Corporation at which the reduction of the issued stock of the Corporation held by said Corporation and set forth in said Articles of Reduction was duly advised and authorized and that the matters and facts set forth in said Articles of Reduction are true to the best of his knowledge, information and belief.

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

written.



Richard B. Willson
Notary Public.

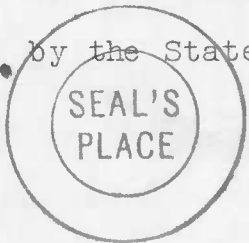
Articles of Reduction : of "ROBERT B. DIXON AND COMPANY, INCORPORATED" received for record January 12, 1939, at 10:00 o'clock A.M., and approved by the State Tax Commission of Maryland January 12, 1939, as in conformity with law and ordered recorded.

Harry O. Levin
J. Hubert Wade
Commissioners

Recorded in Liber 152, folio 77, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the Circuit Court for Talbot 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.

Albert W. Ward
Secretary

Increase of Capital - None

Bonus tax paid \$None Recording fee paid \$10.00.-

CERTIFICATE OF INCORPORATION

CERTIFICATE OF INCORPORATION OF : Be it remembered that on this 17th
 "TRED AVON HOSIERY MILLS, : day of April, A.D. 1939, at 9 o'clock A.M.
 INCORPORATED" : the following Certificate of Incorporation
 _____ : or Instrument of writing was received to be
 recorded, and is accordingly enrolled as follows, to wit:

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Paul A. Martin, Anna E. Martin and William Reddie, all of Oxford, Talbot County, Maryland, and who are all 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: The name of the corporation is TRED AVON HOSIERY MILLS, INCORPORATED.

THIRD: The purposes for which the corporation is formed and the objects to be promoted by it are as follows:

To manufacture, purchase, sell and otherwise deal in hosiery, wearing apparel and garments and stock, wares, merchandise and materials of all kinds and description and any and all parts thereof; to manufacture, purchase, sell and otherwise deal in all supplies, and raw materials and other materials used in the manufacture thereof; to lease, purchase, sell and otherwise deal in all machinery, tools and equipment of every kind used in connection with the manufacturing carried on by the corporation or with the selling and transportation of the finished and other products manufactured, sold, owned or used by it; and to purchase, own, hold, lease, convey, mortgage, pledge, transfer or otherwise dispose of or acquire lands, water rights, mills, factories, buildings, and other structures and all other property both real and personal of every class and description, or any interest therein, necessary or desirable for the carrying on of the aforesaid business or either of them.

To purchase, sell, mortgage, lease, improve, invest and deal in real estate, wheresoever situate, and to construct, equip, operate, lease, rent, hire and manage buildings of every kind and description.

To acquire by purchase, lease or otherwise, the property, rights, business, good will, franchises and assets of every kind of any corporation, association, firm or individual carrying on in whole or in part the aforesaid businesses, or either of them or any other business in whole or in part 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 property, rights, business, good will, franchises and assets so acquired in the stock, bonds or other securities of the corporation or otherwise.

To apply for, acquire, purchase, hold, use, sell, mortgage, license, assign or otherwise dispose of letters patent of the United States or any foreign country and any and all patent right, licenses, privileges, inventions, improvements,

Examined

processes and trade-marks relating to or useful in connection with any business carried on by the corporation.

To carry on any other business which may be to the corporation calculated to directly or indirectly effectuate the aforesaid objects, or either of them, to facilitate it in the transaction of its aforesaid business, or any part thereof, or in the transaction of any other business, that may be calculated, directly or indirectly, to enhance the value of the property and rights of the corporation.

FOURTH: The post-office address of the place at which the principal office of the corporation in this State will be located is Market Street, Oxford, Talbot County, Maryland. The resident agent of the corporation is Paul A. Martin, whose post-office address is Market Street, Oxford, Talbot County, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The corporation shall have not less than three nor more than six directors, and Paul A. Martin, Anna E. Martin and William Reddie, shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total amount of the authorized capital stock of the corporation is Twenty-Five Thousand Dollars (\$25,000) par value, divided into one thousand (1000) shares of common stock of the par value of Twenty-Five Dollars (\$25) each.

SEVENTH: The management of the business, property and affairs of the corporation shall be vested in the board of directors who shall determine all matters and questions pertaining to its business, property and affairs. In addition to the aforesaid general powers and the powers conferred by statute, the board of directors shall have power to open stock books, to fix and to vary the amount to be reserved as working capital, to direct and determine the use and disposition of any surplus and net profits over and above the capital stock paid in, to determine (subject to the limitations hereinbefore set forth, and as provided by law) whether any, and if any, what part of any surplus or net profits shall be declared in dividends and when paid to its stockholders, and from time to time, to sell, assign, transfer and lease or otherwise dispose of any or all property, and assets of the corporation, but no lease or sale of all property, assets, and franchises of the corporation as an entirety shall be made, except after first obtaining the affirmative vote at a duly called meeting of the holders of not less than sixty per centum (60%) of all the issued and outstanding capital stock of the corporation, nor shall any such sale be made for other than a cash consideration except after first obtaining the affirmative vote at a duly called meeting of the holders of not less than seventy-five per centum (75%) of all the issued and outstanding corporate stock of the corporation.

EIGHTH: The above granted powers to the corporation and the

board of directors are in furtherance and not in limitation of the general powers conferred by law upon the directors and the corporation.

In Witness Whereof, we have signed this Certificate of Incorporation this 7th day of January, A.D. 1939.

Witness: Alice C. Hardin Paul A. Martin Anna E. Martin William Reddie

STATE OF MARYLAND, COUNTY OF TALBOT, TO-WIT:

I HEREBY CERTIFY, That on this 7th day of January, A.D. 1939, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County, personally appeared Paul A. Martin, Anna E. Martin and William Reddie, and severally acknowledged the foregoing certificate of incorporation to be their act.

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



Eleanor McN. Daffin Notary Public

Certificate of Incorporation : of "TRED AVON HOSIERY MILLS, INCORPORATED" received for record January 10, 1939 at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland January 10, 1939 as in conformity with law and ordered recorded.

Harry O. Levin J. Hubert Wade Commissioners

Recorded in Liber 152, folio 52, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the Circuit Court for Talbot 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.



Albert W. Ward Secretary

Capital 1,000 shares Common Stock \$25.00 par value. Bonus tax paid \$20.00 Recording fee paid \$10.00 -

ARTICLES OF AMENDMENT

ARTICLES OF AMENDMENT OF : Be it remembered that on this 26th
 "HILLSBORO-QUEEN ANNE : day of June, A.D. 1939, at 9 o'clock A.M.
 COOPERATIVE CORPORATION" : the following Articles of Amendment or
 _____ : Instrument of writing was received to be re-
 corded and is accordingly enrolled as follows, to wit:

HILLSBORO-QUEEN ANNE COOPERATIVE CORPORATIONARTICLES OF AMENDMENT

THIS IS TO CERTIFY:-

FIRST:- That the Charter of Hillsboro-Queen Anne Cooperative Corporation, a Maryland Corporation, having its principal office in Queen Anne, Talbot County, Maryland (hereinafter called "the Corporation") is hereby amended by striking out Articles Sixth of the Certificate of Incorporation and inserting, in lieu thereof, the following:-

"SIXTH:- The total amount of the authorized capital stock of the corporation is Five Thousand (5,000) shares of the par value of Five Dollars (\$5.00) a share."

SECOND:- That the Board of Directors of the Corporation, at a meeting duly convened and held on December 16th, 1938, unanimously passed a resolution setting forth the full text of the proposed amendment, and also the full text of the Article to be repealed by such amendment.

THIRD:- That notice was thereupon mailed to each and every member, containing a copy of the Resolution so adopted, the full text of the proposed amendment, and also the full text of the Article to be repealed by such amendment. Such notice also designated the time and place of a meeting of stockholders at which such proposed amendment would be considered and voted upon.

FOURTH:- That at the meeting of the stockholders, held February 2, 1939, more than a quorum of the members was registered as being present or represented by mail votes, and more than a majority of the members so present or represented by mail votes, adopted the proposed amendment.

FIFTH:- (a) That the total number and par value of the shares of capital stock heretofore authorized, and the number and par value of the shares of each class, are as follows:-

One Thousand (1,000) shares of the par value of
 Five Dollars (\$5.00) a share.

(b) That the total number and par value of the shares of authorized capital stock, as increased, and the number and par value of the shares of each class, are set forth in Article First hereof.

(c) That the preferences, voting powers, restrictions and qualifications of each class of the authorized capital stock, as increased, are as set forth in the Charter.

IN WITNESS WHEREOF, Hillsboro-Queen Anne Cooperative Corporation 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 hereto

Examined

attached and attested by its Secretary or one of its Assistant Secretaries,
on February 13th, 1939.

HILLSBORO-QUEEN ANNE COOPERATIVE CORPORATION

Attest:
E. Zabriskie
Assistant Secretary
(E. Zabriskie)

By W. H. Woodward
Vice-President
(W. H. Woodward)

STATE OF MARYLAND)
CITY OF BALTIMORE) SS:

I HEREBY CERTIFY, that on this 13th day of February, 1939, before me, the subscriber, a Notary Public in and for the State and City aforesaid, personally appeared H. W. WOODWARD, Vice-President of Hillsboro-Queen Anne Cooperative Corporation, a Maryland Corporation, and in the name and on behalf of the said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation; and at the same time, personally appeared HOWARD H. CONAWAY, and made oath in due form of law that he was the Acting Secretary of the meeting of stockholders of the Corporation, at which the amendment of the Charter of the Corporation, set forth in said Articles of Amendment, was adopted, and that the matters and facts set forth in the said Articles of Amendment are true to the best of his knowledge, information and belief.

Ruth Van Evera
Notary Public
(Ruth Van Evera)

Articles of Amendment : of "HILLSBORO-QUEEN ANNE COOPERATIVE CORPORATION"
received for record February 14, 1939, at 10:15 o'clock A.M., and approved by the State Tax Commission of Maryland February 14, 1939, as in conformity with law and ordered recorded.

Harry O. Levin
(Harry O. Levin)
J. Hubert Wade
(J. Hubert Wade)
Commissioners

Recorded in Liber 151, folio 579, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the C I R C U I T Court for TALBOT 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.

Albert W. Ward
(Albert W. Ward)
Secretary.

Increase of Capital - 4,000 shares par value \$5.00 each.
Bonus tax paid \$None Recording fee paid \$10.00.
(Exempt from bonus tax)

ARTICLES OF DISSOLUTION

ARTICLES OF DISSOLUTION OF : Be it remembered that on this 26th
 AVON REALTY COMPANY OF : day of June, A.D. 1939, at 9 o'clock A.M.
 TALBOT COUNTY : the following Articles of Dissolution or
 _____ : Instrument of writing was received to be
 recorded, and is accordingly enrolled as follows, to wit:

"AVON REALTY COMPANY OF TALBOT COUNTY"

ARTICLES OF DISSOLUTION.

THIS IS TO CERTIFY:

(a) That the postoffice address of the place at which the principal office of "Avon Realty Company of Talbot County" (hereinafter called the "Corporation") is located at Easton, Talbot County, Maryland.

(b) That the name and postoffice address of each of the directors of the Corporation are as follows:

Grace R. Hopkins Schuyler, Easton, Maryland
 Clara B. Russell, 338 W. Maple St., Hazelton, Pa.
 Mildred S. Kemp, Easton, Maryland.

(c) That the name, title and postoffice address of each of the officers is as follows:

Grace R. Hopkins Schuyler, President, Easton, Maryland
 Clara B. Russell, Vice-President, 338 W. Maple St., Hazelton, Pa.
 Mildred S. Kemp, Secretary-Treasurer, Easton, Maryland.

(d) That dissolution of the corporation has been duly advised by unanimous vote of the Board of Directors on Dec. 27, 1938 and authorized by unanimous vote of all of the stockholders at a meeting called for the purpose on Dec. 27, 1938.

(e) That notice that dissolution of the Corporation had been authorized pursuant to the provisions of Section 91 of Article 23 of the Annotated Code of Maryland (Edition of 1924), as repealed and reenacted by Chapter 551 of the Laws of 1935, was mailed to all known creditors of the Corporation at their addresses according to the records of the Corporation on or before the 7th day of February, 1939.

(f) That notice that dissolution of the Corporation had been authorized pursuant to the provisions of said Section 91 was mailed by registered mail to the Comptroller of the Treasury of the State of Maryland on Feb. 7, 1938.

IN WITNESS WHEREOF, THE Avon Realty Company of Talbot County has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereto attached and attested by its Secretary on the 31st day of March, 1939.



AVON REALTY COMPANY OF TALBOT COUNTY
 (Grace R. Hopkins Schuyler)
 By: Grace R. Hopkins Schuyler
 President.
 (Mildred S. Kemp)
 Mildred S. Kemp
 Secretary.

Excluded

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I hereby certify, that on this 18 day of April, 1939, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared Grace R. Hopkins Schuyler, President and Mildred S. Kemp, Secretary-Treasurer of Avon Realty Company of Talbot County, a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Dissolution to be the corporate act of said corporation; and at the same time personally appeared Grace R. Hopkins Schuyler and made oath in due form of law that she was Chairman of the meeting of stockholders at which the dissolution of the corporation was authorized, and that the matters and facts set forth in said Articles of Dissolution are true to the best of her knowledge, information and belief.

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



Meta T. Wallace
Notary Public.
(Meta T. Wallace)

CERTIFIED COPY OF ARTICLES OF DISSOLUTION OF AVON REALTY COMPANY OF TALBOT COUNTY

Approved as in conformity with law and received for record this 19th day of April, 1939, and publication of notice, required by Section 91, Article 23 of the Code, ordered by

STATE TAX COMMISSION OF MARYLAND

Harry O. Levin
J. Hubert Wade
Commissioners - -

Recorded in Liber 150, folio 462, one of the Record Books of the State Tax Commission of Maryland.

\$15.00 fee for recording and advertising - paid

TRUE COPY

TEST:

Albert W. Ward
Secretary
(Albert W. Ward)

CERTIFICATE OF INCORPORATION

CERTIFICATE OF INCORPORATION OF : Be it remembered that on
 "CHESAPEAKE GAS EQUIPMENT CORPORATION" : this 26th day of June, A.D. 1939
 _____ : at 9 o'clock A.M., the follow-
 ing Certificate of Incorporation or Instrument of writing was received to be
 recorded, and is accordingly enrolled as follows, to wit:

CHESAPEAKE GAS EQUIPMENT CORPORATION

CERTIFICATE OF INCORPORATION

THIS IS TO CERTIFY:

Enrolled

FIRST: That we, the subscribers, Robert Carreau, whose postoffice address is Easton, Maryland, Julian M. VanBuren, whose post-office address is Easton, Maryland, and T. Hughlett Henry, Jr., whose postoffice address is Easton, Maryland, all being of full legal age, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is Chesapeake Gas Equipment Corporation.

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:

To make, manufacture, purchase, own, hold, buy, sell, lease and otherwise deal in, as manufacturer, wholesaler, distributor, retailer or in any capacity, gas, oil, coal and all other fuels for heating, lighting, cooking or any other purpose, tanks, stoves, pipes, fittings, containers, burners, wires, appliances, fixtures, parts, tools, and every other sort or kind of equipment or accessory in any manner connected or necessary to any of the purposes herein set forth, or otherwise.

To purchase, build, own, hold, buy, sell, lease, use, equip and operate, plants, factories, sales rooms, offices and all equipment necessary or desirable for manufacturing, buying, selling, leasing, distributing, advertising, displaying, transporting and storing, gas, oil, coal or other fuels, tanks, stoves, appliances, equipment and accessories of every nature, connected or necessary to any of the purposes herein set forth, or otherwise.

To acquire by purchase, lease or otherwise, hold, own, sell, convey and otherwise deal in real estate, property rights, stock, business, good will, franchises and assets of every kind of any corporation, association, firm or individual carrying on in whole or in part the aforesaid business or any other business in whole or in part that the Corporation may be authorized to carry on; and to pay for the same in cash, stock or bonds of the Corporation, or otherwise in the manner provided by the Statutes of Maryland.

To carry on any other business which may seem to the Corporation to be calculated directly or indirectly to effecuate the aforesaid objects or purposes, to enhance the value of its property or rights, or to facilitate the transaction of its aforesaid business, in whole or in part.

To exercise all and any of the powers and rights conferred on corporations generally by the laws of the United States of America, the State of Maryland and all other states and countries in which the Corporation may do business; to conduct its business in the State of Maryland, and elsewhere, including states and territories of the United States and any foreign countries, provided that, in the transaction of its business, the Corporation shall be subject to the laws and statutes of each State or foreign country in which the same may be transacted or its property may be located.

FOURTH: The post-office address of the place at which the principal office of the Corporation in this State will be located is Easton, Maryland. The resident agent of the Corporation is Robert Carreau, whose post-office address is Easton, Maryland. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: The Corporation shall have three directors and Charles S. Todd, Robert Carreau and Julian M. VanBuren shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total amount of authorized capital stock of the Corporation is One Hundred Thousand (\$100,000.00) Dollars par value, divided into one hundred thousand (100,000) shares of the par value of One (\$1.00) Dollar each.

SEVENTH: The following provision is 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, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, 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 Corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed this Certificate of Incorporation on February 27th., 1939.

WITNESS:

Elizabeth Flynn
(Elizabeth Flynn)

Robert Carreau
(Robert Carreau)

Julian M. VanBuren
(Julian M. VanBuren)

T. Hughlett Henry, Jr.
(T. Hughlett Henry, Jr.)

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 27th day of February, in the year nineteen hundred and thirty-nine, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared Robert Carreau, Julian M. VanBuren and T. Hughlett Henry, Jr., and severally acknowledged the foregoing Certificate of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.

My commission expires May, 1939

Elizabeth Flynn
(Notary Public
(Elizabeth Flynn)



CERTIFICATE OF INCORPORATION : of "CHESAPEAKE GAS EQUIPMENT CORPORATION"
 received for record February 28, 1939, at 9:00 o'clock A.M., and approved by
 the State Tax Commission of Maryland February 28, 1939, as in conformity with la
 law and ordered recorded.

Harry O. Levin
 (Harry O. Levin)

J. Hubert Wade
 (J. Hubert Wade)

Commissioners .

Recorded in Liber 152, folio 254, one of the Charter Records
 of the State Tax Commission of Maryland.

To the Clerk of the C I R C U I T Court for TALBOT COUNTY:

IT IS HEREBY CERTIFIED, that the within instrument, together
 with all endorsements thereon, is a true copy, as received, approved and re-
 corded by the State Tax Commission of Maryland.

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

Albert W. Ward
 (Albert W. Ward,)

Secretary

Capital - 100,000 shares par value \$1.00 each.

Bonus tax paid \$20.00 Recording fee paid \$10.00.

CERTIFICATE OF INCORPORATION

CERTIFICATE OF INCORPORATION OF : Be it remembered that
 THE EASTERN SHORE MARINE CONSTRUCTION CO. : on this 26th day of June,
 _____ : A.D. 1939, at 9 o'clock A.M.

the following Certificate of Incorporation or Instrument of writing was re-
 ceived to be recorded, and is accordingly enrolled as follows, to wit:

THIS IS TO CERTIFY:

Examined
 FIRST: That we, the subscribers, John K. Todd, whose post-
 office address is Easton, Maryland, T. Hughlett Henry, whose post-office
 address is Easton, Maryland, and T. Hughlett Henry, Jr., whose post-office
 address is Easton, Maryland, all being of full legal age, do, under and by
 virtue of the General Laws of the State of Maryland authorizing the formation
 of Corporations, associate ourselves with the intention of forming a Corpor-
 ation.

SECOND: The name of the Corporation (which is hereinafter
 called the Corporation) is The Eastern Shore Marine Construction Company.

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:

To purchase, own, maintain, equip, use and operate ship-
 yards, shops, drawing rooms, offices, docks, dry docks, wharves, marine rail-

ways, tramways, cranes and other equipment used in any way in the construction, building, altering, repairing or conditioning of boats, vessels, ships, yachts and water-craft of all kinds and descriptions.

To design, build, construct, repair, over-haul, operate, equip, own, use, buy, sell, charter, lease and deal in boats, barges, floats, ships, vessels and water-craft of every type and construction, for any and every purpose, together with all equipment, engines, machinery, spars, rigging, parts, fittings, accessories, appurtenances, tools, appliances, materials and all other articles suitable or convenient for the construction, equipment, use and operation thereof.

To purchase, own, maintain, equip, use and operate plants, factories, machine shops, foundries, sales rooms and all other equipment necessary or desirable for the designing, building, manufacturing, advertising and selling of all kinds of metal work, wood work, machinery, implements, furniture, rolling stock and hardware of all kinds.

To design, build, manufacture, buy, sell, and otherwise deal in all kinds of metal work, wood work, machinery, implements, furniture, rolling stock and hardware; to buy, sell or otherwise deal in wood, metal, raw materials, finished products or by-products in any way connected with the above business or purposes.

To acquire by purchase, lease or otherwise, hold, own, sell, convey and otherwise deal in real estate, property rights, business, good will, franchises and assets of every kind of any corporation, association, firm or individual carrying on in whole or in part the aforesaid business or any other business in whole or in part that the Corporation may be authorized to carry on; and to pay for the same in cash, stock or bonds of the Corporation, or otherwise in the manner provided by the Statutes of Maryland.

To act as purchasing or selling agent for any person, firm or corporation; to act as agents for the sale of marine insurance for any person, firm or corporation.

To carry on any other business which may seem to the Corporation to be calculated directly or indirectly to effectuate the aforesaid objects and purposes, to enhance the value of its property and rights, or to facilitate the transaction of its aforesaid business, in whole or in part.

To conduct its business in the State of Maryland and elsewhere, including states and territories of the United States and any foreign countries, provided that, in the transaction of its business, the Corporation, shall be subject to the laws and statutes of each State or foreign country in which the same may be transacted or its property may be located.

FOURTH: The post-office address of the place at which the principal office of the Corporation in this State will be located is Oxford, Maryland. The resident agent of the Corporation is John K. Todd, whose post-office address is Easton, Maryland. Said resident agent is a citizen of the State of Maryland, and actually resides therein.

FIFTH: The Corporation shall have three directors and Charles S. Todd, John K. Todd and John S. Smith shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total amount of the authorized capital stock of the Corporation is One Hundred Thousand (\$100,000.00) Dollars par value, divided into two thousand (2,000) shares of the par value of Fifty (\$50.00) Dollars each.

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, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, 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 Corporation

(2) The Board of Directors of the Corporation is hereby empowered to authorize the issuance of Two Hundred (200) fully paid and non-assessable shares of the par value of Fifty (\$50.00) Dollars each, of the common stock of th Corporation for the following consideration:

One 80 H. P. Steam Boiler; One Steel Steam Box; Blacksmith Shop Equipment; One 30" Drill Press; One 20" Machinist Lathe and Lathe Tools; Machine Shop Tools including Drills, Dies, Taps, Reamers, etc; One 15 H. P. Electric Motor; One 5 H. P. Electric Motor; Electric Equipment including wire, pipes, switches, starters, etc; One lot of Belting; One Combination Rip Saw; One Electric Rip Saw with Motor; One 6" Electric Joiner; One 8" Heavy Joiner with Counter Shaft; Two Electric Sandpaper Machines; One 16" Electric Band Saw with Motor; One Electric Driven Emery Wheel; One Electric Drill Stand; Electric Drills; One Electric Screw Drive Machine; One small Marine Railway with Heavy Railroad Tracks; Boat Builders Clamps; Jack Screws; Two Chain Hoists; Ship Augers and Miscellaneous Tools; One 26' Special Boat Mold; One 30' Special Boat Mold; Miscellaneous Boat Molds and Wood Patterns; Office Equipment; One Lot of White Oak, White Cedar and Miscellaneous Lumber; One lot of Standing Timber; One lot of Marine Hardware, including Brass Pipe Fittings, Galvanized Pipe Fittings, Brass and Galvanized Screws, etc; One Electric Mortising Machine and One Detachable Boat Shop Building 28' x 72'.

The actual value of said consideration hereby fixed by the incorporators is not less than Ten Thousand (\$10,000.00) Dollars.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed this Certificate of Incorporation on March 11th, 1939.

WITNESS:

Elizabeth Flynn
(Elizabeth Flynn)

John K. Todd (SEAL)
(John K. Todd)

T. Hughlett Henry (SEAL)
(T. Hughlett Henry)

T. Hughlett Henry, Jr. (SEAL)
(T. Hughlett Henry, Jr.)

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 11th day of March, in the year nineteen hundred and thirty-nine, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared John K. Todd, T. Hughlett Henry and T. Hughlett Henry, Jr., and they severally acknowledged the foregoing Certificate of Incorporation to be their Act.

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



Elizabeth Flynn
Notary Public

My commission expires May, 1939. (Elizabeth Flynn)

Certificate of Incorporation : of "THE EASTERN SHORE MARINE CONSTRUCTION COMPANY"

received for record March 14, 1939 at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland March 14, 1939 as in conformity with law and ordered recorded.



Harry O. Levin
(Harry O. Levin)

Fred P. Adkins
(Fred P. Adkins)

Commissioners

Recorded in Liber 151, folio 593, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the C I R C U I T Court for TALBOT 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.

Albert W. Ward
(Albert W. Ward)

Secretary.

Capital 2,000 shares of stock \$50.00 par value.

Bonus tax paid \$20.00. Recording fee paid \$10.00.

ARTICLES OF INCORPORATION.-

ARTICLES OF INCORPORATION OF : Be it remembered that on this 18th day
 THE COUNTRY SCHOOL, INC. of September, A.D. 1939, at 9 o'clock A.M.,
 _____: the following Articles of Incorporation, or
 Instrument of writing was received to be recorded, and is accordingly enrolled
 as follows, to wit:

THIS IS TO CERTIFY,

FIRST: That we the subscribers, Lewis H. Renshaw whose
 Post Office address in Easton, Talbot County, Maryland, James W. England, Jr.
 whose Post Office address is Oxford, Talbot County Maryland and Gardner Hazen
 whose Post Office address is Easton, Talbot County, Maryland, all being of full
 legal age, do, under and by virtue of the General Laws of the State of Maryland
 authorizing the formation of corporations, associate ourselves for the purpose of
 forming a corporation.

SECOND: The name of the Corporation shall be "The Country
 School, Inc."

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

A: To provide an education for the children of its
 members.

B: To purchase or lease such materials and property both
 real and personal as may be necessary to accomplish this purpose.

C: To hire and engage such employees as may be necessary
 for this purpose.

D: To do such other things as may be necessary to give
 effect to the powers herein granted.

FOURTH: The Post Office address of the place at which the
 principal office of the Corporation in this State shall be located is Easton,
 Talbot County, Maryland.

FIFTH: The Resident Agent of the Company is Gardner Hazen whose
 Post Office address is Easton, Talbot County, Maryland and said Resident Agent is
 a citizen of the State of Maryland and actually resides therein.

SIXTH: A: The Corporation shall have no capital stock.

B: The property rights of the members of the Corpor-
 ation shall be unequal that is to say the property rights of the members shall be
 fixed or determined to the amount of their contribution to the Corporation.

SEVENTH: The annual meeting of the Corporation shall be held
 in the principal offices of the Corporation on the second Tuesday of January
 in each year and special meetings may be held at any time on the call of the
 President.

EIGHTH: The Corporation shall have a Board of Directors consist-
 ing of six (6) members elected for three (3) years by the members at the annual
 meeting thereof and shall hold office for the period for which they are elected
 or until their successors are elected and qualified, except that the original

Examined

Board of Directors shall consist of two (2) members elected for one (1) year, two (2) members elected for two (2) years and two (2) members elected for three (3) years . The following named members Lewis H. Renshaw whose address is Easton, Talbot County, Maryland, Margaret Shipherd whose address is Easton, Talbot County, Maryland, Gardner Hazen whose address is Easton, Talbot County, Maryland, Clara Williams whose address is Easton, Talbot County, Maryland, James W. England, Jr. whose address is Oxford, Talbot County, Maryland, Anne A. Allen whose address is Oxford, Talbot County, Maryland, all who are citizens of the State of Maryland and reside therein shall constitute the Board of Directors until the first (1st) annual meeting or until their successors are duly elected and qualified. The Board of Directors shall choose among their own number President, Vice President, Secretary and Treasurer.

NINTH: The powers of the Corporation and the duties of the Officers shall be further defined, limited and regulated by By-Laws which shall be passed and adopted from time to time by the members. The Members of the Corporation and the rights of membership shall be determined by the Board of Directors from time to time. The Board of Directors shall have power to exercise all the powers hereby conferred upon said Corporation, or which are, or may be, conferred by the Laws of this state, the above granted powers of the Corporation and to the Board of Directors thereof being intended in furtherance and not in limitation of the general powers conferred by law upon the Directors and the Corporation.

TENTH: This Corporation is to have perpetual existence.

IN TESTIMONY WHEREOF, we, the subscribers, have signed this certificate of Incorporation on this 12th day of April in the year of 1939.

WITNESS:

Eleanor McN. Daffin as to
(Eleanor McN. Daffin)

Gardner Hazen
(Gardner Hazen)

Eleanor McN. Daffin as to
(Eleanor McN. Daffin)

Lewis H. Renshaw
(Lewis H. Renshaw)

Eleanor McN. Daffin as to
(Eleanor McN. Daffin)

James W. England, Jr.
(James W. England, Jr.)

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I hereby certify that on this 12th day of April before me, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Lewis H. Renshaw, Gardner Hazen and James W. England, Jr., and they did severally acknowledge the foregoing Certificate of Incorporation to be their respective act.

Witness my hand and Notarial Seal.

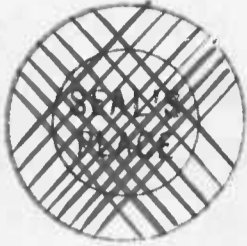


Eleanor McN. Daffin

NOTARY PUBLIC

(Eleanor McN. Daffin)

Certificate of Incorporation : of "THE COUNTRY SCHOOL, INC."
received for record May 3, 1939, at 9:00 o'clock A.M., and approved by the State
Tax Commission of Maryland May 3, 1939, as in conformity with law and ordered
recorded.



Harry O. Levin
(Harry O. Levin)

J. Hubert Wade
(J. Hubert Wade)

Commissioners

Recorded in Liber 153, folio 305, one of the Charter Records of the
State Tax Commission of Maryland.

To the Clerk of the C I R C U I T Court for TALBOT 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.



Albert W. Ward
(Albert W. Ward)
Secretary

Capital - None

Bonus tax paid \$ None, Recording fee paid \$10.00.

ARTICLES OF DISSOLUTION

ARTICLES OF DISSOLUTION OF : Be it remembered that on this 18th
THE BLACKWATER REALTY COMPANY : day of September, A. D. 1939, at 9 o'clock
_____ : A.M., the following Articles of Dissolution
or Instrument of writing was received to be recorded, and is accordingly enrolled
as follows, to wit:

THIS IS TO CERTIFY:

(a) That the post-office address of the place at which the principal
office of The Blackwater Realty Company (hereinafter called the Corporation) is
located is the Stewart Building, Easton, Maryland.

(b) That the name and post-office address of each of the Directors
of the Corporation are as follows:

- David Gregg, Jr. Easton, Maryland
- T. Hughlett Henry Easton, Maryland
- T. Hughlett Henry, Jr. Easton, Maryland

(c) That the name and post-office address of each of the Officers
of the Corporation are as follows:

- David Gregg, Jr., Vice-President Easton, Maryland
- T. Hughlett Henry, Secretary and
Treasurer Easton, Maryland

Milton Campbell, 4401 Pine Street, Philadelphia, Pennsylvania, former

President resigned April 20th., 1939, and no President has been elected to succeed him.

(d) That a majority of the whole Board of Directors of the Corporation, by Resolution adopted at a meeting of the Board of Directors, duly convened and held on April 20th., 1939, duly advised the dissolution of the Corporation and called a meeting of the Stockholders to take action thereon.

That the meeting of the Stockholders of the Corporation called by the Board of Directors as aforesaid was held at the office of the Corporation in the Stewart Building, Easton, Maryland, on April 20th., 1939, pursuant to waiver of notice duly executed by all Stockholders of said Corporation and filed with the records of the meeting, and at said meeting the Stockholders by the affirmative vote of the holders of two-thirds of the shares of Common Stock outstanding and entitled to vote thereon, said common stock being the only issue of stock outstanding, duly authorized the dissolution of the Corporation.

(e) That on or before May 4th., 1939, notice that dissolution of the Corporation had been authorized pursuant to the provisions of Section 91 of Article 23 of the Annotated Code of Maryland (1935 Supplement), was mailed to all known creditors of the Corporation at their addresses according to the records of the Corporation.

(f) That notice that dissolution of the Corporation had been authorized, pursuant to the provisions of said Section 91, was mailed by registered mail to the Comptroller of the Treasury of the State of Maryland on June 3rd., 1939.

IN WITNESS WHEREOF, THE BLACKWATER REALTY COMPANY has caused these presents to be signed in its name and on its behalf by its Vice-President and its corporate seal to be hereto attached and attested by its Secretary, on July 1st., 1939.



THE BLACKWATER REALTY COMPANY,

By: David Gregg, Jr.

(David Gregg, Jr.)

President

ATTEST:

T. Hughlett Henry

Secretary

(T. Hughlett Henry)

STATE OF MARYLAND)
) ss:
COUNTY OF TALBOT)

I HEREBY CERTIFY, That on this first day of July, A.D. 1939, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared David Gregg, Jr., Vice-President of The Blackwater Realty Company, a Maryland Corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Dissolution to be the corporate act of said Corporation; and at the same time personally appeared T. Hughlett Henry, and made oath in due form of law that he was Secretary of the meeting of Stockholders of the Corporation at which the dissolution of the Corporation was authorized, and that the matters and facts set forth in said Articles of

Dissolution are true to the best of his knowledge, information and belief.

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



Elizabeth Flynn
(Elizabeth Flynn)

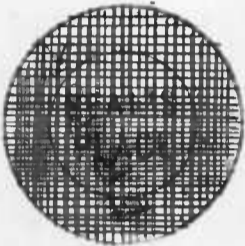
Notary Public

My commission expires May, 1941.

CERTIFIED COPY OF ARTICLES OF DISSOLUTION
OF THE BLACKWATER REALTY COMPANY

Approved as in conformity with law and received for record this 12th day of July, 1939, and publication of notice, required by Section 91, Article 23 of the Code, ordered by

STATE TAX COMMISSION OF MARYLAND



Harry O. Levin

Fred P. Adkins

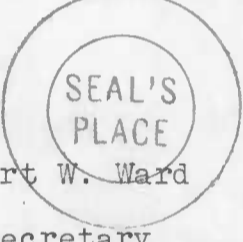
Commissioners - - -

Recorded in Liber 150, folio 512, one of the Record Books of the State Tax Commission of Maryland.

\$15.00 fee for recording and advertising - paid

TRUE COPY

TEST:



Albert W. Ward

Secretary

(Albert W. Ward)

CERTIFICATE OF INCORPORATION

CERTIFICATE OF INCORPORATION OF : ✓ Be it remembered that on this 30th
"CHARLES PAGE COMEGYS COMPANY, : day of September, A.D. 1939, at 9 o'clock
INCORPORATED" : A.M., the following Certificate of In-
: corporation or Instrument of writing was
received to be recorded, and is accordingly enrolled as follows, to wit:

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Mabel R. Comegys, whose postoffice address is Easton, Maryland, J. Fletcher Fairbank, whose post-office address is St. Michaels, Maryland, and Floyd T. Morton, whose post-office address is Easton, Maryland, all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

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

CHARLES PAGE COMEGYS COMPANY, INCORPORATED.

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:

Examined

(a) To carry on and conduct a general contracting business, including the designing, constructing, enlarging, repairing, remodeling or otherwise engaging in any work upon buildings, roads, side walks, highways, bridges, or manufacturing plants; and to engage in iron, steel, wood, brick, concrete, stone, cement, masonry and earth construction, and to execute contracts or to receive assignments of contracts therefor, or relating thereto; also, to manufacture and furnish the building materials and supplies connected herewith.

(b) To purchase, sell, mortgage, lease, improve, invest and deal in real estate, wheresoever situated, and to construct, equip, operate, lease, rent, wire and manage buildings of every kind and description.

(c) To acquire by purchase, lease, or otherwise, the property, rights, business, good will, franchises and assets of every kind of any Corporation, Association, Firm or Individual carrying on in whole, or in part, the aforesaid business, or any other business in whole, or in part, that the Corporation may be authorized to carry on, and to pay for any property rights, business, good will, franchises and assets so acquired in cash, stock, bonds, or other securities of the Corporation, or otherwise in the manner provided by the Statutes of Maryland.

(d) To carry on any other business which may seem to the Corporation to be calculated directly or indirectly to effectuate the aforesaid objects or purposes, to enhance the value of its property or rights, or to facilitate the transaction of its aforesaid business, in whole or in part.

(e) To exercise all and every the powers and rights conferred on corporations generally by the laws of the United States of America, the State of Maryland and ^{all} other states and countries in which the Corporation may do business; to conduct its business in the State of Maryland, and elsewhere, including states and territories of the United States and any foreign countries, provided that, in the transaction of its business, the Corporation shall be subject to the laws and statutes of each State or foreign country in which the same may be transacted or its property may be located.

FOURTH: The post-office address of the place at which the principal office of the Corporation in this State will be located is the Leonard Building, Easton, Maryland. The resident agent of the Corporation is Mabel R. Comegys, whose post-office address is Easton, Maryland. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: The Corporation shall have five directors and Mabel R. Comegys, J. Fletcher Fairbank, Norman T. Matthews, J. Lewis Fitzpatrick and Floyd T. Morton shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total amount of authorized capital stock of the Corporation is Twenty-five Thousand (\$25,000.00) Dollars par value, divided into Twenty-five Hundred (2,500) shares of the par value of Ten (\$10.00) Dollars each.

SEVENTH: The following provision is 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, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, 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 Corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed this Certificate of Incorporation on June 21st, 1939.

WITNESS:

T. Hughlett Henry
(T. Hughlett Henry)

Mabel R. Comegys
(Mabel R. Comegys)

J. Fletcher Fairbank
(J. Fletcher Fairbank)

Floyd T. Morton
(Floyd T. Morton)

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 21st day of June, in the year nineteen hundred and thirty-nine, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared Mabel R. Comegys, J. Fletcher Fairbank and Floyd T. Morton, and severally acknowledged the foregoing Certificate of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.



Elizabeth Flynn
Notary Public
(Elizabeth Flynn)

My commission expires May, 1941.

Certificate of Incorporation : of "CHARLES PAGE COMEGYS COMPANY, INCORPORATED" received for record June 22, 1939, at 3:00 o'clock P.M., and approved by the State Tax Commission of Maryland June 22, 1939, as in conformity with law and ordered recorded.

Harry O. Levin
(Harry O. Levin)

Fred P. Adkins
(Fred P. Adkins)

Commissioners

Recorded in Liber 154, folio 271, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the Circuit Court for TALBOT 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.



Albert W. Ward

(Albert W. Ward)

Secretary

Capital - 2,500 shares par value \$10.00 each.

Bonus tax paid \$20.00 Recording fee paid \$10.00

CERTIFICATE OF INCORPORATION

Certificate of Incorporation of : Be it remembered that on this
 Del-Mar-Va Funeral Directors, Inc. : 30th day of September, A.D. 1939 at
 _____ : 9:00 o'clock A.M., the following

Certificate of Incorporation or Instrument of writing was received to be recorded
 is accordingly enrolled as follows, to wit:

THIS IS TO CERTIFY:

FIRST: That, we the subscribers, John D. Williams, whose post ~~office~~
 office address is 108 S. Harrison Street, Easton, Maryland, G. S. LeCompte, whose
 post office address is 118 High Street, Cambridge, Maryland, John O. Mitchell,
 whose post office address is 1900 Eutaw Place, Baltimore, Maryland, and Albert
 J. McCrery, whose post office address is Washington Street, Wilmington, Delaware,
 all being of full legal age, do, under and by virtue of the 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

DEL-MAR-VA FUNERAL DIRECTORS, INC.

THIRD: That the purposes for which the corporation is formed and the
 business or objects to be carried on and promoted by it are as follows:

(a) To provide educational facilities for its members, to elevate
 the standards of their profession and to protect the members in their business
 dealings with the public.

(b) To protect the public in its business relationship with funeral
 directors and to promote generally the public health.

(c) To take, own, hold, deal in, mortgage or otherwise lien, and lease,
 sell, exchange, transfer, or in any manner whatsoever dispose of real estate within
 and without the State of Maryland, wheresoever situated.

(d) To build, own, operate, lease, sell and rent cottages, dwellings
 and other buildings of every kind and description, within and without the State
 of Maryland.

(e) To enter into, make and perform contracts of every kind with any
 person, firm, association, corporation, municipality, body politic, county,

Examined

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

(f) To maintain offices and conduct business within or without the State of Maryland, District of Columbia, territories and colonies of the United States and in foreign countries.

(g) To do any or all of the things herein set forth to the same extent as natural persons might or could do, in any part of the world, as principals, agents, contractors, trustees or otherwise, or any or either of them could do alone or together with others.

(h) And in general to carry on any other business in connection therewith, not forbidden by the laws of the State of Maryland, and with all the powers conferred upon corporations by the Laws of the State of Maryland.

FOURTH: The post office address of the place at which the principal office of the corporation in this State will be located in No. 108 South Harrison Street, Easton, Maryland; the resident agent of the corporation is John D. Williams whose post office address is No. 108 South Harrison Street, Easton, Maryland, and said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The corporation hereby formed is a voluntary association of individuals solely for the pursuit and accomplishment of the purposes and objects hereinbefore set forth and not with a view to any pecuniary gain or profit to the members thereof, who shall be all persons, of good repute, engaged in the preparation for burial and the burial of bodies of the dead.

SIXTH: The Corporation shall have three directors, G. S. LeCompte, John D. Williams and John O. Mitchell, who shall act as such until the first annual meeting of the stockholders or until their successors are duly chosen and qualified.

SEVENTH: The total authorized capital stock of the corporation is five thousand shares of the par value of One Dollar (\$1.00) each, all of which shall be common stock.

EIGHTH: The Board of Directors of the corporation is hereby empowered to authorize the issuance of five shares of the common stock of the corporation to each of John D. Williams, G. S. LeCompte, John O. Mitchell and Albert J. McCrery for and in consideration of their services rendered to the corporation in the organizing and forming of said corporation, said services of each of the incorporators being valued at the agreed value of Five Dollars (\$5.00).

IN WITNESS WHEREOF, we, the above named incorporators, have to this Certificate of Incorporation severally subscribed our names this 13th day of June, Nineteen Hundred and Thirty-nine.

WITNESS:

Emma B. Hopkins (Emma B. Hopkins)	AS TO	John D. Williams (John D. Williams)
B. S. Insley (B. S. Insley)	AS TO	G. S. LeCompte (G. S. LeCompte)
George Benton (George Benton)	AS TO	John O. Mitchell (John O. Mitchell)
G. Edward Casper (G. Edward Casper)	AS TO	Albert J. McCreery (Albert J. McCreery)

STATE OF MARYLAND, TALBOT COUNTY, to wit:

I HEREBY CERTIFY, That on this 8th day of June, 1939, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared John D. Williams, one of the above named incorporators, and acknowledged the foregoing certificate of incorporation to be his act.

AS WITNESS my hand and Notarial Seal.



Alfred L. Smith
Notary Public
(Alfred L. Smith)

STATE OF MARYLAND, DORCHESTER COUNTY, to wit:

I HEREBY CERTIFY, That on this 12th day of June, 1939, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared G. S. LeCompte, one of the above named incorporators, and acknowledged the foregoing certificate of incorporation to be his act.

AS WITNESS my hand and Notarial Seal.



Benj. S. Insley
Notary Public
(Benj. S. Insley)

STATE OF MARYLAND, BALTIMORE CITY, to wit:

I HEREBY CERTIFY, That on this 13th day of June, 1939, before me, the subscriber, a Notary Public of the State of Maryland, in and for Baltimore City aforesaid, personally appeared John O. Mitchell, one of the above named incorporators, and acknowledged the foregoing certificate of incorporation to be his act.

AS WITNESS my hand and Notarial Seal.



Wilbur B. Stahl
Notary Public
(Wilbur B. Stahl)

Certificate of Incorporation : of "DEL-MAR-VA FUNERAL DIRECTORS, INC." received for record June 20, 1939, at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland June 20, 1939, as in conformity with law and ordered recorded.

Harry O. Levin
(Harry O. Levin)

Fred P. Adkins
(Fred P. Adkins)

Commissioners

Recorded in Liber 154, folio 242, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the C I R C U I T Court for TALBOT 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.



Albert W. Ward
(Albert W. Ward)

Secretary

Capital - 5,000 shares common stock par value \$1.00 each.

Bonus tax paid \$20.00 Recording fee paid \$10.00 -

CERTIFICATE OF INCORPORATION

CERTIFICATE OF INCORPORATION : ✓ Be it remembered that on this
OF THE TILGHMAN PACKING COMPANY : ✓ 23rd day of October, A.D. 1939, at
_____ : 9 o'clock A.M., the following

Certificate of Incorporation or Instrument of writing was received to be recorded, and is accordingly enrolled as follows, to wit:

THIS IS TO CERTIFY:

FIRST: That the subscribers, George T. Harrison, Oswald N. Harrison and Kenneth E. Harrison, all being citizens of the State of Maryland and all residents in Tilghman's Island, Talbot County, in the State of Maryland, and whose post office addresses are Tilghman's Island, Maryland, and R. George Heller and Victor H. Heller, both of 644 Greenwich Street, New York City, New York, all being of full legal age, do hereby associate ourselves, with the intention of forming a Corporation under and by virtue of the General Laws of the State of Maryland, authorizing the formation of Corporations.

SECOND: That the name of the said Corporation is "The Tilghman

Examined and delivered J.C. North 10-28-39

Packing Company."

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

To operate and conduct packing and canning factories for all kinds of seafood and fruits, vegetables, meats and farm products of every kind and to purchase, sell, transport, and otherwise deal in canned goods and foods of all kinds and the raw materials for the same; to grow, catch, process, manufacture, purchase, sell, and otherwise deal in all kinds of seed, plants and raw materials and supplies used in the manufacture thereof; to lease, purchase, sell, build and otherwise deal in all machinery, vehicles, boats and supplies, tools, implements, apparatus, equipment and appliances used or useful in connection with the manufacturing, packing and canning business carried on by the Corporation or with the selling and transportation of the finished and other products manufactured, sold, owned or used by it; to manufacture and distribute any and all kinds of shell lime, grits, fertilizers and poultry feed; to purchase, sell and otherwise deal in wood, lumber, coal and all other fuels, including gasoline, oil and petroleum products.

To purchase, lease or otherwise acquire property, real, personal and mixed, including patents, copyrights and trade marks, to own, hold, sell, convey, exchange, encumber, by mortgage or other instruments in writing, or in any manner, and to otherwise deal in, or dispose of said property, real, personal or mixed, including patents, copyrights and trademarks, or any rights, interests, equities, mortgages and options in, upon or affecting any property so acquired; to construct, improve, build, own, operate, maintain, lease or sell, any warehouses, farms, dwelling houses, offices, storerooms, storage plants, fertilizer plants or other facilities for the storing, canning, processing, preserving and packing of all kinds of seafood, fruits, vegetables and products of every kind.

To acquire by purchase, lease or otherwise, the property, rights, business, good will, patents, franchises, and assets of every kind of corporation, association, firm or individual, carrying on in whole, or in part, the aforesaid businesses, or either of them, or any other business, in whole or in part, the Corporation may be authorized to carry on; and to undertake, guarantee, assume and pay the indebtedness and the liabilities thereof and to do any other acts or things and engage in any other business or enterprise in aid, or in the enlargement of any of the powers and objects hereinbefore mentioned and to do any other lawful acts or engage in any other lawful business authorized, or not prohibited, by the Laws of Maryland, or of the United States, to corporations of this character.

FOURTH: That the principal office of said Corporation is located at Tilghman's Island, Talbot County, Maryland, and the name and address of the Resident Agent in the State of Maryland, is George T. Harrison, whose address is Tilghman's Island, Maryland, and the said Resident Agent is a citizen of the State of Maryland and resides entirely in Tilghman's Island, Talbot County, Maryland.

FIFTH: That the total amount of capital stock of said Corporation will be One Hundred Thousand (\$100,00.00) Dollars, divided into One Thousand (1,000) Shares of the par value of One Hundred (\$100.00) Dollars each.

SIXTH: That the said Corporation shall have not less than three nor more than seven directors, and George T. Harrison, Oswald N. Harrison and Kenneth E. Harrison, all of Tilghman's Island, Talbot County, State of Maryland, all being citizens of the State of Maryland and actually residing therein, and R. George Heller and Victor H. Heller, of 644 Greenwich Street, New York City, New York, shall serve until the first annual meeting of the said Corporation or until their successors are duly chosen and qualified, and the Board of Directors may at any time, increase the number of Directors, provided, however, that in this manner the Board of Directors shall not be increased to more than seven members.

SEVENTH: The management of the business, property and affairs of the said Corporation shall be vested in the Board of Directors, who shall dictate its general business policies and, subject to any provision or statute or to the vote of the stockholders, shall determine all matters and questions pertaining to its business, affairs and property, and shall have the authority to do any and all things to perfect the organization of said Corporation, to fix and to vary the amount of assets to be reserved as working capital, to direct and determine the use and disposition of any surplus of any net profits over and above the capital stock paid in; to determine whether any, and if any, what part of the surplus or net profits shall be declared in dividends and when to be paid to its stockholders, and from time to time to sell, assign, lease, mortgage, pledge or otherwise transfer or dispose of any or all of the property and assets of the Corporation; but no lease or sale of all the property, assets, franchises and rights of the Corporation as an entirety, shall be made, except after first obtaining, at a duly called meeting of stockholders, the affirmative vote of two-thirds of the issued and outstanding capital stock of said Corporation; and the Board of Directors shall have the power to borrow money in such sums and upon such terms and conditions and upon such security, by way of a pledge or mortgage of the said Corporation assets and property, or other manner of giving security, for the use of said Corporation, as they may deem to be to the best interests thereof, and to exercise all the powers hereby conferred upon said Corporation, or which are or may be conferred by the Laws of this State. The above granted powers of this Corporation to the Board of Directors thereof, being intended in furtherance and not in limitation of the general powers conferred by law upon the Directors and the Corporation.

IN TESTIMONY WHEREOF, We, the Subscribers, have hereunto set our hands and seals, this 1st day of April, in the year one thousand nine hundred and thirty-nine.

Test:

Irma H. McQuay
(Irma H. McQuay)

George T. Harrison (Seal)
(George T. Harrison)

Oswald N. Harrison (Seal)
(Oswald N. Harrison)

Kenneth E. Harrison (Seal)
(Kenneth E. Harrison)

Test:

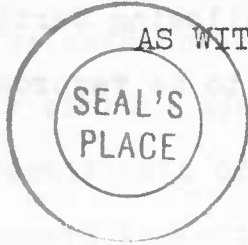
Anthony H. Mutke
(Anthony H. Mutke)

R. G. Heller (Seal)
(R. George Heller)
Victor H. Heller (Seal)
(Victor H. Heller)

STATE OF MARYLAND, TALBOT COUNTY, to wit;

I HEREBY CERTIFY that on this 22nd day of June, A.D. 1939, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared George T. Harrison, Oswald N. Harrison and Kenneth E. Harrison, and they each acknowledged the foregoing Certificate of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.



Irma H. McQuay
(Irma H. McQuay)
Notary Public

STATE OF NEW YORK, COUNTY OF NEW YORK:

I HEREBY CERTIFY that on this 23rd day of June, A.D. 1939, before me, the subscriber, a Notary Public of the State of New York, in and for the County of New York, personally appeared R. George Heller and Victor H. Heller, and they each acknowledged the foregoing Certificate of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.



Anthony H. Mutke
(Anthony H. Mutke)
Notary Public.

Queens County Clerk's No. 1383
Kings County Clerk's No. 31
New York County Clerk's No. 271
Commission Expires March 30, 1941.

Certificate of Incorporation) of "THE TILGHMAN PACKING COMPANY"
received for record July 8, 1939, at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland July 8, 1939, as in conformity with law and ordered recorded.

Harry O. Levin
(Harry O. Levin)

Thos. W. Koon
(Thos. W. Koon)

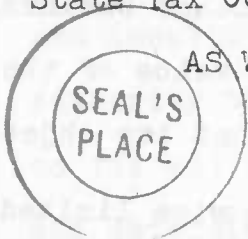
Commissioners

Recorded in Liber 154, folio 412, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the Circuit Court for TALBOT 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.



Albert W. Ward
(Albert W. Ward)

Secretary

Capital - 1,000 shares par value \$100.00 each.

Bonus tax paid \$20.00 - Recording fee paid \$10.00

CERTIFICATE OF INCORPORATION

CERTIFICATE OF INCORPORATION OF : Be it remembered that on this
 TALBOT ENGINEERING COMPANY, INC. : 17th day of November, A.D. 1939, at
 _____ : 9 o'clock A.M., the following Certifi-
 cate of Incorporation or Instrument of writing was received to be recorded,
 and is accordingly enrolled as follows, to wit:

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Lewis H. Renshaw, whose post Office address is Easton, Talbot County, Maryland, and Ray Brooks, whose Post Office address is Easton, Talbot County, Maryland, and Madeline Farmer, whose Post Office address is St. Michaels, Talbot County, Maryland, all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation is TALBOT ENGINEERING COMPANY, INCORPORATED.

THIRD: The purposes for which the corporation is formed and the objects to be promoted by it are as follows:

(1) To engage in the construction, alteration and repair of roads, wharfs, docks, piers, boats, bulkheads, sea walls, building, and constructions of any kind whatever.

(2) To purchase, sell, mortgage, lease, improve, invest and deal in real estate, wheresoever situate, and to construct, equip, operate, lease, rent, hire and manage buildings of every kind and description.

(3) To acquire by purchase, lease or otherwise, the property, rights, business, good will, franchises and assets of every kind of any corporation, association, firm or individual carrying on in whole or in part 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 property, rights, business, good will, franchises and assets so acquired in the stock, bonds or other securities of the corporation or otherwise.

(4) To carry on any other business which may be to the corporation calculated to directly or indirectly effectuate the aforesaid objects, or either of them, to facilitate it in the transaction of any other business, that may be calculated, directly or indirectly, to enhance the value of the property and rights of the corporation. It is the intention that the objects, purposes and powers in this paragraph expressed shall be in no wise limited

Examined.

or restricted by references to or in inference from the clauses of any other paragraph of this certificate, but that the objects, purposes and powers specified in this paragraph and each of the clauses and paragraphs of this certificate of incorporation shall be independent objects, purposes and powers, and that the business which the Corporation is to carry on is from time to time to do any one or more of the objects or things hereinbefore set forth and generally to do and carry on any business which may be deemed to effectuate directly or indirectly the said objects and purposes, or any of them, provided that in the transaction of its business the Corporation shall be subject to the laws and statutes of each State, district or territory in which the same may be transacted. The said Corporation shall enjoy and exercise all the powers or rights conferred by statute upon corporations and the enumeration of specific powers in this certificate of incorporation is made in furtherance and not in limitation of the powers conferred by law and no restriction upon any power is intended to be implied in such specification or from any expression contained herein.

FOURTH: The Post Office address of the place at which the principal office of the Corporation in this State will be located is Easton, Talbot County, Maryland.

FIFTH: The Resident Agent of the Corporation is Madeline Farmer, whose Post Office address is St. Michaels, Talbot County, Maryland, and said Resident Agent is a citizen of the State of Maryland, and actually resides therein.

SIXTH: Corporation shall have not less than three nor more than six directors, and Lewis H. Renshaw, Ray Brooke, and Madeline Farmer, shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SEVENTH: The total amount of the authorized capital stock of the corporation is 2000 shares of common stock, at a par value of \$25 per share, aggregating \$50,000.

(1) It is not intended that the entire amount of the capital stock herein authorized shall be required to be immediately subscribed, issued and taken.

(2) The Board of Directors of this Corporation is hereby expressly empowered, pursuant to Section 43 of Article 23, Annotated Code of the Public General Laws of Maryland, (Bagby 1924), as amended, or pursuant to any law of Maryland, as now or hereafter effective in the premises, to authorize the issuance of any number of the shares of said capital stock, from time to time, for such considerations as said Board of Directors may deem advisable.

EIGHTH: The management of the business, property and affairs of the said Corporation shall be vested in the Board of Directors, who shall dictate its general business policies, and, subject to any statute or provision of law, or to the vote of the stockholders, if required by law, shall determine all matters and questions pertaining to its business, affairs, and property, and shall have authority to do any and all things to perfect the organization of said Corporation, to fix and to vary the amount of assets to be reserved as working capital, to direct and determine the use and disposition of any surplus of any net profits over and

above the capital stock paid in, to determine, (subject to the limitations hereinbefore set forth, and as provided by law) whether any, and if any, what part of the surplus or net profits shall be declared in dividends, and when to be paid to its stockholders, and from time to time to sell, assign, lease, mortgage, pledge or otherwise transfer or dispose of any or all of the property and assets of the Corporation; but no lease or sale of all the property, assets, franchises and rights of the Corporation as an entirety shall be made except after first obtaining, at a duly called meeting of stockholders, the affirmative vote of the holders of not less than two-thirds of all the issue and outstanding capital stock of said Corporation; and the Board of Directors shall have power to borrow money in such sums and upon such terms and conditions and upon such security, by way of pledge or mortgage of the corporate assets, and property, or other manner of giving security, for the use of said Corporation, as they may deem to be to the best interest thereof, and to exercise all the powers hereby conferred upon said Corporation, or which are, or may be, conferred by the Laws of this State, the above granted powers of this Corporation and to the Board of Directors thereof, being intended in furtherance and not in limitation of the general powers conferred by law upon the Directors and the Corporation.

NINTH: This Corporation is to have perpetual existence.

IN TESTIMONY WHEREOF, we, the subscribers, have signed this Certificate of Incorporation on this 22nd day of July in the year 1939.

WITNESS:

D. H. LeCompte (D. H. LeCompte)	as to	Lewis H. Renshaw (Lewis H. Renshaw)
D. H. LeCompte (D. H. LeCompte)	as to	Ray Brooke (Ray Brooke)
D. H. LeCompte (D. H. LeCompte)	as to	Madeline Farmer (Madeline Farmer)

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 22nd day of July, A. D. 1939, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Lewis H. Renshaw, Ray Brooke and Madeline Farmer, and they severally acknowledged the foregoing Certificate of Incorporation to be their act.

Witness my hand and Notarial Seal.

D. H. LeCompte
Notary Public
D. H. LeCompte



Certificate of Incorporation) of "TALBOT ENGINEERING COMPANY, INCORPORATED"
received for record July 24, 1939 at 9:00 o'clock A. M., and approved by the
State Tax Commission of Maryland July 24, 1939 as in conformity with law and
ordered recorded.

Harry O. Levin

Harry O. Levin

Fred P. Adkins

Fred P. Adkins

Commissioners

Recorded in Liber 154, folio 529, one of the Charter Records of the
State Tax Commission of Maryland.

To the Clerk of the Circuit Court for Talbot County:

IT IS HEREBY CERTIFY, 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.

Albert W. Ward

Secretary

Albert W. Ward



Capital 2000 shares of Common Stock \$25.00 par value.
Bonus tax paid \$20.00 Recording fee paid \$10.00.

CERTIFICATE OF INCORPORATION

CERTIFICATE OF INCORPORATION OF : Be it remembered that on
THE TRED AVON YACHT CLUB, INC. : this 17th day of November, A. D. 1939,
: at 9 o'clock A. M., the following Cer-
tificate of Incorporation or Instrument of writing was received to be recorded,
and is accordingly enrolled as follows, to-wit:

CERTIFICATE OF INCORPORATION
OF
THE TRED AVON YACHT CLUB, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, William T. Hammond,
whose Post Office address is Easton, Talbot County, Maryland, Philemon A.
Willis whose Post Office address is Oxford, Talbot County, Maryland, and
Sigurd N. Hersloff, whose Post Office address is Easton, Talbot County,

Hammond

Maryland, all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves for the purpose of forming a corporation.

SECOND: The name of the Corporation is The Tred Avon Yacht Club, 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:

(1) To manage, conduct and operate a Yacht Club and promote yachting and yacht races on the Chesapeake Bay and its tributaries and other waters of the United States of America.

(2) To purchase, sell, mortgage, lease, improve and deal in real estate necessary for the use, comfort and convenience of the Yacht Club and erect or cause to be erected and maintained, wharfs, landing places and floats for the use and benefit of a Club House.

(3) In general to carry on every business in connection with the management of a Yacht Club which may be deemed to be necessary to effectuate directly or indirectly the said objects and purchases and the corporation shall enjoy and exercise all powers and rights conferred by statute upon corporations and the enumeration of specific powers in this certificate of incorporation is made in furtherance, not in limitation of powers conferred by Law.

FOURTH: The Post Office Address of the place at which the principal office of the Corporation in this State will be located is Oxford, Talbot County, Maryland.

FIFTH: The Resident Agent of the Corporation is Philemon A. Willis whose Post Office address is Oxford, Talbot County, Maryland and said Resident Agent is an adult citizen of the State of Maryland and actually resides therein;

SIXTH: There is no capital stock of said Corporation and there are no shares of stock issued by said Corporation.

SEVENTH: The Corporation shall have power to provide and create a Constitution and shall have power to pass By-Laws pursuant to the said Constitution and until the first annual meeting of said Corporation the three incorporators herein named shall be its Directors herein named shall be its Directors and shall assume the active control of the business and management of the Corporation.

EIGHTH: This Corporation is to have perpetual existence.

IN TESTIMONY WHEREOF, we, the subscriber, have signed this Certificate of Incorporation on this 18th day of July in the year 1939.

WITNESS:

Edna S. Hammond
Edna S. Hammond

William T. Hammond
William T. Hammond

Philemon A. Willis
Philemon A. Willis

Sigurd N. Hersloff
Sigurd N. Hersloff

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY that on this 18th day of July, 1939, before me, a Notary Public of the State of Maryland, in and for Talbot County aforesaid personally appeared William T. Hammond, Philemon A. Willis and Sigurd N. Hersloff and did severally acknowledge the foregoing Certificate of Incorporation to be their respective act.

Witness my hand and Notarial Seal.



Wilsie S. Gibson
Notary Public
Wilsie S. Gibson

Certificate of Incorporation) of "THE TRED AVON YACHT CLUB, INC."
received for record July 20, 1939, at 9:00 o'clock A. M., and approved by the State Tax Commission of Maryland July 20, 1939, as in conformity with law and ordered recorded.

Harry O. Levin
Harry O. Levin
Fred P. Adkins
Fred A. Adkins
Commissioners

Recorded in Liber 154, folio 487, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the Circuit Court for Talbot 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.



Albert W. Ward
Secretary
Albert W. Ward.

Capital None
Bonus tax paid None Recording fee paid \$10.00

ARTICLES OF DISSOLUTION

ARTICLES OF DISSOLUTION OF : Be it remembered that on this
 THE EASTERN SHORE MARINE : 13th day of June, A. D. 1940 at 9 o'clock A.M.
 CONSTRUCTION COMPANY : the following Articles of Dissolution or
 _____ : Instrument of writing was received to be re-
 corded, and is accordingly enrolled as follows, to-wit:

THIS IS TO CERTIFY:

(a) That the post-office address of the place at which the principal office of The Eastern Shore Marine Construction Company (hereinafter called the Corporation) is located is the Stewart Building, Easton, Maryland.

(b) That the name and post office address of each of the Directors of the Corporation are as follows:

John K. Todd Easton, Maryland
 Charles S. Todd , Easton, Maryland
 John S. Smith Seaford, Delaware

(c) That the name and post-office address of each of the officers of the Corporation are as follows:

John K. Todd - President and Assistant Treasurer -
 Easton, Maryland

John S. Smith - Vice-President and Treasurer -
 Seaford, Delaware

Charles S. Todd - Secretary - Easton, Maryland.

Oland Phillips - Assistant-Secretary, Seaford, Delaware

(d) That a majority of the whole Board of Directors of the Corporation, by Resolution adopted at a meeting of the Board of Directors, duly convened and held on September 25th., 1939, duly advised the dissolution of the Corporation and called a meeting of the Stockholders to take action thereon.

That the meeting of the Stockholders of the Corporation called by the Board of Directors, as aforesaid, was held at the Stewart Building, Easton, Maryland, on September 25th., 1939, at which was present, in person, all of the stock outstanding and entitled to vote, and at said meeting the Stockholders by the affirmative vote of all the shares of common stock and entitled to vote thereon, said common stock being the only issue of stock outstanding, duly authorized the dissolution of the Corporation.

(e) That on or before October 5th., 1939, notice that dissolution of the Corporation had been authorized pursuant to the provisions of Section 91 of Article 23 of the Annotated Code of Maryland (1935 Supplement), was mailed to all known creditors of the Corporation at their addresses according to the records of the Corporation.

(f) That notice that dissolution of the Corporation had been authorized, pursuant to the provisions of said Section 91, was mailed by registered mail to the Comptroller of the Treasury of the State of Maryland on October 5th., 1939.

Examined

IN WITNESS WHEREOF, THE EASTERN SHORE MARINE CONSTRUCTION COMPANY has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereto attached and attested by its Secretary, on October 30th., 1939.

ATTEST:

THE EASTERN SHORE MARINE CONSTRUCTION COMPANY,

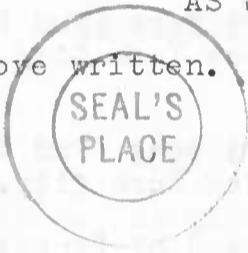
Charles S. Todd
(Charles S. Todd) Secretary

By John K. Todd
(John K. Todd) President

STATE OF MARYLAND, COUNTY OF TALBOT, SS:

I HEREBY CERTIFY, That on this 30th day of October, A. D., 1939, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared John K. Todd, President of The Eastern Shore Marine Construction Company, a Maryland Corporation, and in the name and on behalf of said Corporation, acknowledged the foregoing Articles of Dissolution to be the corporate act of said Corporation; and at the same time made oath in due form of law that he was Chairman of the Meeting of Stockholders of the Corporation at which the dissolution of the Corporation was authorized, and that the matter and facts set forth in said Articles of Dissolution are true to the best of his knowledge, information and belief.

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



(Elizabeth Flynn)
Elizabeth Flynn
Notary Public

My commission expires May, 1941.

CERTIFIED COPY OF ARTICLES OF DISSOLUTION OF THE EASTERN SHORE MARINE CONSTRUCTION COMPANY

Approved as in conformity with law and received for record this 6th day of November, 1939, and publication of notice, required by Section 91, Article 23 of the Code, ordered by

STATE TAX COMMISSION OF MARYLAND

Harry O. Levin

Thos. W. Koon

Commissioners

Recorded in Liber 150, folio 579, one of the Record Books of the State Tax Commission of Maryland.

\$15.00 fee for recording and advertising - paid

TRUE COPY

TEST:
SEAL'S
PLACE

Albert W. Ward
Secretary
(Albert W. Ward)

ARTICLES OF DISSOLUTION

ARTICLES OF DISSOLUTION OF : Be it remembered that on this
 J. C. THOMAS, INC. : 13th day of June, A. D. 1940 at 9 o'clock A.M.,
 _____ : the following Articles of Dissolution or Instru-
 ment or writing was received to be recorded, and is accordingly enrolled as
 follows, to-wit:

THIS IS TO CERTIFY:

(a) That the post office address of the place at which the principal office of J. C. Thomas, Inc. (hereinafter called the Corporation) is located is at Easton, Maryland.

(b) That the name and post office address of each of the Directors of the Corporation is as follows:

John Charles Thomas	21 East 52nd Street, New York City.
Dorothy K. Thomas	21 East 52nd Street, New York City.
Dora Thomas	Cedar Avenue Towson, Maryland.
Elaine Kramer	21 East 52nd Street, New York City.

(c) That the name, title and post office address of each of the officers of the Corporation is as follows:

President and Treasurer John Charles Thomas	21 East 52nd Street, New York City.
Vice-President and Secretary Dorothy K. Thomas	21 East 52nd Street, New York City.

(d) That a majority of the whole Board of Directors of the Corporation, by resolution adopted at a meeting of the Board of Directors duly convened and held on November 13th, 1939, duly advised the dissolution of the Corporation and called a meeting of the Stockholders to take action thereon.

That thereafter and on or before November 13th, 1939, all the Stockholders of the Corporation consented in writing to such dissolution.

(e) That the Corporation has no known creditors.

(f) That notice that dissolution of the Corporation had been authorized pursuant to the provisions of Section 91 of the Maryland Code, Article 23 was mailed by registered mail to the Comptroller of the Treasury of the State of Maryland on December 2nd, 1939.

IN WITNESS WHEREOF, J. C. Thomas, Inc., has caused these presents to be signed in its name and on its behalf by its President, and its corporate seal to be hereto attached and attested by its Secretary on the 2nd day of December, 1939.

ATTEST:

Dorothy K. Thomas
 Secretary
 (Dorothy K. Thomas)

J. C. Thomas, Inc.

By J. Charles Thomas
 (J. Charles Thomas) President

Examined

STATE OF NEW YORK, COUNTY OF NEW YORK, SS:

I HEREBY CERTIFY that on the 2nd day of December, 1939, before me, the subscriber, a notary public of the State of New York, in and for the County of New York, personally appeared John Charles Thomas, President of J. C. Thomas, Inc., a Maryland Corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Dissolution to be the corporate act of said Corporation and at the same time personally appeared Dorothy K. Thomas and made oath in due form of law that she was Secretary of the meeting of Stockholders of the Corporation at which the dissolution of the Corporation was authorized, and that the matters and facts set forth in said Articles of Dissolution are true to the best of her knowledge, information and belief.

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



Elaine Kramer
(Elaine Kramer)
Notary - - - - - York County
New Yo- - - - - No. 168
Term - - - - - , 1940

CERTIFIED COPY OF ARTICLES OF DISSOLUTION OF J. C. THOMAS, INC.

Approved as in conformity with law and received for record this 12th day of December, 1939, and publication of notice, required by Section 91, Article 23 of the Code, ordered by

STATE TAX COMMISSION OF MARYLAND

Harry O. Levin
Thos. W. Koon
Commissioners

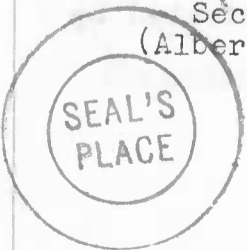
Recorded in Liber 158, folio 16, one of the Record Books of the State Tax Commission of Maryland.

\$15.00 fee for recording and advertising - paid

TRUE COPY

TEST:

Albert W. Ward
Secretary
(Albert W. Ward)



STOCK ISSUANCE STATEMENT

STOCK ISSUANCE STATEMENT OF THE : Be it remembered that on
 CHARLES PAGE COMEGYS COMPANY, INC. : this 13th day of June, A.D. 1940, at
 _____ : 9 o'clock A. M., the following Stock
 Issuance Statement or Instrument of writing was received to be recorded, and
 is accordingly enrolled as follows, to-wit:

THIS IS TO CERTIFY:

FIRST: That the Board of Directors of Charles Page Comegys Company, Incorporated, a Maryland Corporation having its principal office in the Leonard Building, Washington Street, Easton, Maryland, (hereinafter called the Corporation) at a meeting duly convened and held on July 6th., 1939, by resolution, duly authorized the issuance of Two Hundred (200) fully paid and non-assessable Shares of the par value of Ten (\$10.00) Dollars each of the Common Stock of the Corporation for the following consideration:

1 double desk, 1 desk chair, 5 office chairs, drop leaf table, 2 office tables, 1 dresser, 1 drafting board, 1 wall bench table, 5 metal filing cabinets, 1 Hercules safe, 1 Burroughs adding machine and stand, 1 Electric clock, 1 mantel clock, 2 Remington typewriters, 1 typewriter chair, 1 check protector, 1 small office desk, 1 tripod and level, 1 transit and tripod, 2 office rugs, 1 lot of technical books, 1 lot of drafting instruments, and lot of tables, chairs and other office equipment and fixtures; also a lot of tools and machinery used in said business consisting of 1 gas engine and pump, 1 concrete mixer, 8 wheel-barrows, 2 scoops, floor sander, drills, post hole digger, hoisting wheels, picks, shovels, spades, rakes, table-saw, and other small tools used in said contracting business; and also a lot of material and supplies consisting of two portable office buildings, lot of flooring, scaffolding, and other lumber, window frames, old mantels, screens and doors, a lot of bricks and other supplies and materials used in said contracting business and stated that, in its opinion, the actual value of said consideration is not less than Two Thousand (\$2,000.00) Dollars.

SECOND: That at the time of the authorization of the issuance of such stock as aforesaid, there were no shares of stock of the Corporation outstanding and entitled to vote thereon.

IN WITNESS WHEREOF, Charles Page Comegys Company, Incorporated, has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereto affixed and attested by its Secretary on December 11, 1939.

ATTEST:

Floyd T. Morton
 Secretary
 (Floyd T. Morton)

CHARLES PAGE COMEGYS COMPANY,
 INCORPORATED,

By: Mabel R. Comegys
 President
 (Mabel R. Comegys)

Examined

STATE OF MARYLAND, COUNTY OF TALBOT, SS:

I HEREBY CERTIFY, That on this 11th day of December, in the year nineteen hundred and thirty-nine, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Talbot, personally appeared Mabel R. Comegys, President of Charles Page Comegys Company, Incorporated, a Maryland Corporation, and in the name and on behalf of said Corporation acknowledged the foregoing statement to be the corporate act of said corporation; and at the same time personally appeared Floyd T. Morton and made oath in due form of law that he was Secretary of the meeting of the Board of Directors of the corporation at which the issuance of the stock therein mentioned was authorized, and that the matters and facts set forth in said statement are true to the best of his knowledge, information and belief.

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



Elizabeth Flynn
Notary Public

My commission expires May, 1941.

(Elizabeth Flynn)

STOCK ISSUANCE STATEMENT OF "CHARLES PAGE COMEGYS COMPANY, INCORPORATED" received for record December 12, 1939 at 9:00 o'clock A. M., and approved by the State Tax Commission of Maryland December 12, 1939, as in conformity with law and ordered recorded.

Harry O. Levin
(Harry O. Levin)

Fred P. Adkins
(Fred P. Adkins)

Commissioners

Recorded in Liber 155, folio 519, one of the Charter Records of the State Tax Commission of Maryland.

TO THE CLERK OF THE CIRCUIT COURT FOR TALBOT 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.

Albert W. Ward
Secretary
(Albert W. Ward)

Recording fee paid \$5.00

CERTIFICATE OF AMENDMENT

THE ELLIOTT AND McDANIEL COMPANY : Be it remembered that on this 7th
 ARTICLES OF AMENDMENT : day of August, A.D. 1940, at 9 o'clock
 _____ : A.M., the following Certificate of
 Amendment or Instrument of writing was received to be recorded, and is accord-
 ingly enrolled as follows, to wit:

THIS IS TO CERTIFY: First: That the charter of The Elliott and
 McDaniel Company, a Maryland corporation having its principal office in the
 town of Easton, Talbot County, Maryland (hereinafter called the Corporation),
 is hereby amended as follows:

(a) by changing the name of said Corporation from "The Elliott and
 McDaniel Company" to "The Elliott and McDaniel Company, Incorporated",

(b) by striking out paragraph five of the Certificate of Incorporation
 and inserting in lieu thereof the following:

(5) The said Corporation shall have not less than three (3) nor
 more than seven (7) Directors, who shall be elected at the annual meeting of
 the Corporation, and shall hold office for one year and until their successors
 are duly chosen and qualified. In the event of the death, resignation or dis-
 qualification of any Director, the remaining Directors shall fill the vacancy
 thereby caused. The said Directors shall have authority to elect a President,
 a Vice-President, a Secretary and a Treasurer of said Corporation, and such other
 Officers as they may deem necessary for the proper management and regulation of
 the
 /business of said Corporation.

Second: That the board of directors of the Corporation, at a meet-
 ing duly convened and held on the 30th day of December, A.D. 1939, duly advised
 the amendment of the charter of the Corporation as hereinabove set forth by
 passing a resolution declaring that said amendments are advisable and calling a
 meeting of stockholders to take action thereon.

Third: That the meeting of stockholders of the Corporation, called
 by the board of directors as aforesaid and duly warned in the manner provided
 by law, was held at the principal office of the Corporation in the town of
 Easton, Talbot County, Maryland, at two o'clock P.M., on January 29th., 1940,
 and at said meeting the stockholders, by the affirmative vote of the holders of
 two-thirds of the shares of stock outstanding and entitled to vote, said Corpor-
 ation having only one class of stock issued and outstanding, duly adopted the
 amendments of the charter of the Corporation hereinabove set forth.

IN WITNESS WHEREOF, The Elliott and McDaniel 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 hereto attached and
 attested by its Secretary or one of its Assistant Secretaries, on February 12th,
 1940.

ATTEST:

Edward T. Miller
 Secretary

THE ELLIOTT AND McDANIEL COMPANY,

By: Howard N. German President
 (Howard N. German)

E. German

STATE OF MARYLAND,
COUNTY OF TALBOT, ss:

I HEREBY CERTIFY, That on February 12th., 1940, before me, the subscriber, a notary public of the State of Maryland, in and for the County of Talbot, personally appeared Howard N. German, President of The Elliott and McDaniel Company, a Maryland landland 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 Edward T. Miller and made oath in due form of law that he was Chairman of the meeting of stockholders of the corporation at which the amendments of the charter of the corporation set forth in said Articles of Amendment were adopted, 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 day and year last above written.
My Commission Expires May, 1941.

Elizabeth Flynn
Notary Public

(Elizabeth Flynn)

Articles of Amendment) of "THE ELLIOTT AND McDANIEL COMPANY" Changing its name to: "THE ELLIOTT AND McDANIEL COMPANY, INCORPORATED"

received for record February 13, 1940 at 10:00 o'clock A.M., and approved by the State Tax Commission of Maryland February 13, 1940 as in conformity with law and ordered recorded.

Harry O. Levin
(Harry O. Levin)

J. DeWeese Carter
(J. DeWeese Carter)

Commissioners

Recorded in Liber 159, folio 104, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the CIRCUIT COURT for TALBOT COUNTY:

IT IS HEREBY CERTIFY, 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.

Albert W. Ward

Secretary

(Albert W. Ward)

Increase of Capital - None

Bonus tax paid \$None Recording fee paid \$10.00

ARTICLES OF AMENDMENT

ARTICLES OF AMENDMENT OF : Be it remembered that on this 7th day
HOME FOR AGED WOMEN OF TALBOT : of August, A.D. 1940, at 9 o'clock A.M., the
AND CAROLINE COUNTIES, STATE : following Articles of Amendment or Instru-
OF MARYLAND : ment of writing was received to be recorded
_____ : and is accordingly enrolled as follows, to
wit:

THIS IS TO CERTIFY:

1. That the charter of the Home for Aged Women of Talbot and Caroline Counties, State of Maryland, a Maryland corporation, having its principal office in Easton, Maryland, is hereby amended by changing the name of the corporation to "The Home for Aged Women at Easton, Maryland, Inc."

2. That the Board of Managers of the Corporation, at a meeting duly convened and held on October 3rd., 1939, duly advised the amendment of the charter as hereinabove set forth by declaring the same advisable and calling a meeting of members to take action thereon.

3. That the meeting of the members of the Corporation, called by the Board of Managers as aforesaid, and duly warned in the manner provided by law, was held on November 7th., 1939, at Easton, Maryland, and at said meeting the members, by the affirmative vote of two-thirds of the membership, duly adopted the amendment of the Charter of the Corporation, as hereinabove set forth.

IN WITNESS WHEREOF, the Home for Aged Women of Talbot and Caroline Counties, State of Maryland, has caused these presents to be signed in its name by its President, and its corporate seal to be hereto attached, and attested by its Secretary on the 21st day of March, A.D. 1940.

ATTEST:
Constance S. Skillin
Secretary
(Constance S. Skillin)

HOME FOR AGED WOMEN OF TALBOT AND
CAROLINE COUNTIES, STATE OF MARY-
LAND,

By: Elizabeth T. W. Dixon
Elizabeth T. W. Dixon - President

STATE OF MARYLAND)
) ss:
COUNTY OF TALBOT)

I HEREBY CERTIFY, That on this 21st day of March, A.D. 1940, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared Elizabeth T. W. Dixon, President of the Home for Aged Women of Talbot and Caroline Counties, State of Maryland, a Maryland Corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared Constance S. Skillin, and made oath in due form of law that she was Secretary of the meeting of members of the corporation at which the amendment of the charter of the corporation set forth in said Articles of Amendment was adopted, and that the matters and facts set forth in said Articles of Amendment are true to the best of her knowledge, information and belief.

Examined

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

Elizabeth Flynn

Notary Public

MY COMMISSION EXPIRES May, 1940

(Elizabeth Flynn)

ARTICLES OF AMDENDMENT

OF

HOME FOR AGED WOMEN OF TALBOT AND CAROLINE COUNTIES,

STATE OF MARYLAND

changing its name to:

THE HOME FOR AGED WOMEN AT EASTON, MARYLAND, INC.

received for record March 23, 1940, at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland March 23, 1940, as in conformity with law and ordered recorded.

Harry O. Levin
(Harry O. Levin)

Thos. W. Koon
(Thos. W. Koon)

Commissioners

Recorded in Liber 159, folio 459, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the CIRCUIT Court for TALBOT 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.

Albert W. Ward

Albert W. Ward - Secretary

Increase of Capital - None

Bonus tax paid \$ None Recording fee paid \$10.00

ARTICLES OF REDUCTION OF ISSUED CAPITAL STOCK OF ROBERT B. DIXON AND COMPANY, INCORPORATED

ARTICLES OF REDUCTION OF ISSUED CAPITAL STOCK OF ROBERT B. DIXON AND COMPANY, INCORPORATED : Be it remembered that on this 7th day of August, A.D. 1940, at 9 o'clock A.M., the following Articles of Reduction or Instrument of writing was received to be recorded, and is accordingly enrolled as follows, to wit:

This Is To Certify:

1. That the amount of the issued capital stock of Robert B. Dixon and Company, Incorporated, a Maryland Corporation, having its principal office in Easton, Talbot County, State of Maryland, is hereby reduced from Forty Thousand

Examined

(\$40,000.00) Dollars to Thirty-two Thousand Five Hundred (\$32,500.00) Dollars.

2. That the Board of Directors of said Corporation at a meeting duly convened and held on January 16, 1940, duly advised and authorized the reduction of the amount of issued capital stock of the Corporation herein set forth by passing a Resolution declaring that said reduction is advisable.

3. (a) That the method of effecting the reduction is by retiring seventy-five (75) shares of common stock of said Corporation of the par value of One Hundred (\$100.00) Dollars; said stock having been purchased by the Corporation on May 27, 1939 and having been carried on its books since the date of purchase as an asset under the heading of "Treasury Stock".

(b) That the amount of issued capital stock prior to the reduction was Forty Thousand (\$40,000.00) Dollars represented by four hundred (400) shares of common stock of the par value of One Hundred (\$100.00) Dollars.

(c) That the amount of the reduction of the issued capital stock is Seven Thousand Five Hundred (\$7,500 00) Dollars consisting of seventy-five (75) shares of common stock of the Corporation of the par value of One Hundred (\$100.00) Dollars.

(d) That the amount of issued capital stock as reduced is Thirty-two Thousand Five Hundred (\$32,500.00) Dollars represented by three hundred and twenty-five (325) shares of common stock of the par value of One Hundred (\$100.00) Dollars.

IN WITNESS WHEREOF, Robert B. Dixon and Company, Incorporated, has caused these presents to be signed in its name and on its behalf by its President, and its corporate seal to be hereto attached and attested by its Secretary, on the 23rd day of January, 1940.

ATTEST:

Robert B. Dixon
Secretary
(Robert B. Dixon)

ROBERT B. DIXON AND COMPANY
INCORPORATED.

By James Dixon
President
(James Dixon)

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 23rd day of January, in the year one thousand nine hundred and forty, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared James Dixon, President of Robert B. Dixon and Company, Incorporated, a Maryland Corporation, and in the name and on behalf of the Corporation acknowledged the foregoing Articles of Reduction to be the corporate act of said Corporation; and at the same time also personally appeared Robert B. Dixon and made oath in due form of law that he was the Secretary of the Meeting of Directors of said Corporation at which the reduction of the issued stock of the Corporation held by said Corporation and set forth in said Articles of Reduction was duly advised and authorized and that the matters and facts set forth in said Articles of Reduction are true to the best of his knowledge, information and belief.

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



Richard B. Willson
Notary Public
(Richard B. Willson)

Articles of Reduction) of "ROBERT B. DIXON AND COMPANY, INCORPORATED" received for record January 25, 1940 at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland January 25, 1940 as in conformity with law and ordered recorded.

Harry O. Levin
(Harry O. Levin)

Thos. W. Koon
(Thos. W. Koon)

Commissioners

Recorded in Liber 157, folio 333, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the CIRCUIT Court for TALBOT 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.



Albert W. Ward
Secretary
(Albert W. Ward)

Increase of Capital - None
Bonus tax paid \$ None Recording fee paid \$10.00

ARTICLES OF AMENDMENT

ARTICLES OF AMENDMENT OF : Be it remembered that on this 10th day
MID-CITY GARAGE OF EASTON, MD., : of May, A.D. 1941, at 9 o'clock A.M., the
INCORPORATED : following Articles of Amendment or Instru-
_____ : ment of writing was received to be recorded
and is accordingly enrolled as follows, to wit:

MID-CITY GARAGE OF EASTON, MD., INCORPORATED

ARTICLES OF AMENDMENT

THIS IS TO CERTIFY:

First: That the charter of MID-CITY GARAGE OF EASTON, MD., INCORPORATED, a Maryland corporation having its principal office in Easton, Talbot County, Maryland (hereinafter called the Corporation), is hereby amended by striking out paragraph five of the certificate of incorporation and inserting lieu thereof the following:

"5. The total amount of the capital stock of said corporation shall consist of one thousand shares of common stock of the par value of One Hundred (\$100.00) Dollars per share, aggregating the sum of One Hundred Thousand (\$100,000.00) Dollars."

Examined

Second: That the board of Directors of the Corporation, at a meeting duly convened and held at the office of the Corporation in Easton, Maryland on August 14th, 1940, duly advised the amendment of the Charter of the Corporation hereinabove set forth by passing a resolution declaring that said amendment is advisable and calling a meeting of the stockholders to take action thereon.

Third: That the meeting of stockholders of the Corporation, called by the board of directors of the Corporation as aforesaid, was held at the office of the Corporation in Easton, Talbot County, Maryland, on August 14th, 1940, pursuant to a waiver of notice duly executed by all stockholders of said Corporation and filed with the records of the meeting; and at said meeting the stockholders, by the affirmative vote of the holders of all of the common stock outstanding and entitled to vote, (said common stock being the only class of stock outstanding and entitled to vote, and said vote being in excess of the two-thirds required by law), duly adopted the amendment of the charter of the Corporation hereinabove set forth.

Fourth: (a) That the total number and par value of the shares of the capital stock heretofore authorized and the number and par value of the shares of each class are as follows:

250 shares of common stock of the par value of One Hundred (\$100.00) Dollars each.

(b) That the total number and par value of the shares of the authorized capital stock as increased and the number and par value of the shares of each class are set forth in Article First hereof.

(c) That the preferences, voting powers, restrictions and qualifications of each class of the authorized capital stock as increased are as set forth in the charter.

IN WITNESS WHEREOF, MID-CITY GARAGE OF EASTON, MD., INCORPORATED, has caused these presents to be signed in its name and on its behalf by its President, and its corporate seal to be hereto attached and attested by its Secretary on August 19th., 1940.



Attest:

Lola M. Blades

Secretary

Lola M. Blades

MID-CITY GARAGE OF EASTON, MD.,
INCORPORATED,

By: Herbert T. Austin

President

Herbert T. Austin

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 19th day of August, A.D. 1940, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared Herbert T. Austin, President of MID-CITY GARAGE OF EASTON, MD., INCORPORATED, a Maryland Corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation; and at the same time personally

appeared T. Hughlett Henry, and made oath in due form of law that he was Secretary of the meeting of stockholders of the Corporation at which the amendment of the charter of the Corporation set forth in said Articles of Amendment was adopted, 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 day and year last above written.



Elizabeth Flynn
(Notary Public)
Elizabeth Flynn

ARTICLES OF AMENDMENT
OF

MID-CITY GARAGE OF EASTON, MD., INCORPORATED - - - - -

received for record August 23, 1940 at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland August 23, 1940, as in conformity with law and ordered recorded.

Harry O. Levin
(Harry O. Levin)
Thos. W. Koon
(Thos. W. Koon)
Commissioners

Recorded in Liber 163, folio 51, one of the Charter Records of the State Tax Commission of Maryland.

- - - - -

To the Clerk of the CIRCUIT Court for TALBOT 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.



Albert W. Ward - Secretary
ALBERT W. WARD

Increase of Capital - \$75,000.00

Bonus tax paid \$20.00 Recording fee paid \$10.00

ARTICLES OF DISSOLUTION

ARTICLES OF DISSOLUTION : Be it remembered that on this
 OF : 10th day of May, A.D. 1941, at 10 o'clock
 OXFORD SHIP YARDS, INCORPORATED : A.M., the following Articles of Dissolution
 _____ : or Instrument of writing was received to
 be recorded and is accordingly enrolled as follows, to wit:

OXFORD SHIP YARDS, INCORPORATED.

ARTICLES OF DISSOLUTION

THIS IS TO CERTIFY:

(a) That the Post Office address of the place at which the principal office of Oxford Ship Yards, Incorporated, (hereinafter called the Corporation), is located is Oxford, Talbot County, Maryland.

(b) The name and address of each of the Directors of the Corporation is as follows:

J. Ramsey Speer, Trappe, Maryland.
 J. Ramsey Speer, Jr., Trappe, Maryland.
 J. McKenny Willis, Jr., Easton, Maryland.

(c) That the name, title and Post Office address of each of the Officers of the Corporation is as follows:

J. Ramsey Speer, President, Trappe, Maryland.
 J. McKenny Willis, Jr., Vice-President, Easton,
 Maryland.
 J. Ramsey Speer, Jr., Secretary and Treasurer,
 Trappe, Maryland.

(d) That dissolution of the Corporation was duly advised by the Board of Directors of the Corporation by Resolution adopted at a meeting of said Board of Directors called for that purpose and convened and held on the sixth day of November, 1940.

That all of the Stockholders of the Corporation, on the sixth day of November, 1940, consented in writing to a dissolution of the Corporation as recommended and advised by the aforesaid Resolution of the Board of Directors.

That pursuant to such consent of the Stockholders the dissolution of the Corporation under Section 91 of Article 23 of the Code of Public General Laws of Maryland was duly authorized by a Resolution of the Board of Directors convened and held on the sixth day of November, 1940.

(e) That notice that dissolution of the Corporation has been authorized pursuant to the provisions of Section 91 of Article 23 of the Code of Public General Laws of Maryland was mailed to all known creditors of the Corporation at their addresses according to the records of the Corporation on November 6, 1940.

(f) That pursuant to the provisions of Section 93 (b) of Article 23 of the Code of Public General Laws of Maryland, there is attached hereto a certificate of the Comptroller of the Treasury that all taxes assessed by the State Tax Commission and certified to the Comptroller for collection (including taxes for the year 1940) have been paid.

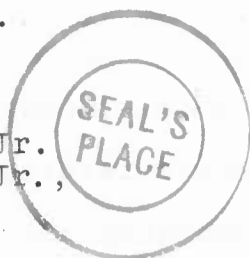
IN WITNESS WHEREOF, Oxford Ship Yards, Incorporated, has caused these presents to be signed in its name and on its behalf by its President,

Examined

attested by its Secretary and its corporate seal to be hereto affixed this 27th day of November, 1940.

ATTEST:

J. Ramsey Speer, Jr.
J. Ramsey Speer, Jr.,
Secretary.



OXFORD SHIP YARDS, INCORPORATED

By J. Ramsey Speer
J. Ramsey Speer,
President.

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 27th day of November, in the year one thousand nine hundred and forty, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared J. Ramsey Speer, President of Oxford Ship Yards, Incorporated, a Maryland Corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Dissolution to be the corporate act of said Corporation. And at the same time personally appeared J. Ramsey Speer, Jr., and made oath in due form of law that he was Secretary of the meeting at which the dissolution of the Corporation was authorized and that the matters and facts set forth in the foregoing Articles of Dissolution are true to the best of his knowledge, information and belief.

AS WITNESS my hand and Notarial Seal.



Eleanor McN. Daffin
Eleanor McN. Daffin,
Notary Public.

OFFICE OF COMPTROLLER
TREASURY DEPARTMENT
ANNAPOLIS, MARYLAND

J. Millard Tawes,
Comptroller
Joseph O'C. McCusker
Chief Deputy

THIS IS TO CERTIFY, That the books of this office show that all taxes due to the State of Maryland by the OXFORD SHIP YARDS, INCORPORATED, or chargeable by the State and payable directly to the State Treasury, have been fully paid and adjusted, up to and including the year 1940.

WITNESS my hand and official seal this sixth day of November, A.D. 1940.



J. Millard Tawes
Comptroller

CERTIFIED COPY OF
ARTICLES OF DISSOLUTION
OF

OXFORD SHIP YARDS, INCORPORATED

Approved as in conformity with law and received for record this 28th day of November, 1940, and publication of notice, required by Section 91, Art. 23 of the Code, ordered by

STATE TAX COMMISSION OF MARYLAND

Harry O. Levin

J. DeWeese Carter

Commissioners

Recorded in Liber No. 158, Folio 247 one of the Record Books of the State Tax Commission of Maryland.

\$15.00 Fee for Recording and Advertising - Paid.

TRUE COPY.

TEST:

Albert W. Ward

Secretary

ALBERT W. WARD



CERTIFICATE OF INCORPORATION

CERTIFICATE OF INCORPORATION : Be it remembered that on this 24th
 OF : day of May, A.D. 1941, at 9 o'clock A.M.
 THE OXFORD BOATYARD COMPANY : the following Certificate of Incorporation
 _____ : or Instrument of writing was received to
 be recorded and is accordingly enrolled as follows, to wit:

THIS IS TO CERTIFY: FIRST: That we, the subscribers, Arthur J. Grymes, Jr., whose post-office address is Staten Island, New York, Sigurd N. Hersloff, whose post-office address is Easton, Maryland, and T. Hughlett Henry, Jr., whose post-office address is Easton, Maryland, all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of Corporations, associate ourselves with the intention of forming a Corporation.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is The Oxford Boatyard Company.

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:

To purchase, own, maintain, equip, use and operate ship-yards, shops, drawing rooms, offices, docks, dry docks, wharves, marine railways, tramways, cranes and other equipment used in any way in the construction, building, altering, repairing or conditioning of boats, vessels, ships, yachts and water-craft of all kinds and descriptions.

To design, build, construct, repair, over-haul, operate, equip, own, use, buy, sell, charter, lease and deal in boats, barges, floats, ships, vessels and water-craft of every type and construction, for any and every purpose, together with all equipment, engines, machinery, spars, rigging, parts, fittings, accessories, appurtenances, tools, appliances, materials and all other articles suitable or convenient for the construction, equipment, use and operation thereof.

To purchase, own, maintain, equip, use and operate plants, factories, machine shops, foundries, sales rooms and all other equipment necessary or desirable for the designing, building, manufacturing, advertising and selling of all kinds of metal work, wood work, machinery, implements, furniture, rolling stock and hardware of all kinds.

To design, build, manufacture, buy, sell, and otherwise deal in all kinds of metal work, wood work, machinery, implements, furniture, rolling stock

Examined

and hardware; to buy, sell or otherwise deal in wood, metal, raw materials, finished products or by-products in any way connected with the above business or purposes.

To acquire by purchase, lease or otherwise, hold, own, sell, convey and otherwise deal in real estate, property rights, business, good will, franchises and assets of every kind of any corporation, association, firm or individual carrying on in whole or in part the aforesaid business or any other business in whole or in part that the Corporation may be authorized to carry on; and to pay for the same in cash, stock or bonds of the Corporation, or otherwise in the manner provided by the Statutes of Maryland.

To act as purchasing or selling agents for any person, firm or corporation; to act as agents for the sale of marine insurance for any person, firm or corporation.

To carry on any other business which may seem to the Corporation to be calculated directly or indirectly to effectuate the aforesaid objects and purposes, to enhance the value of its property and rights, or to facilitate the transaction of its aforesaid business, in whole or in part.

To conduct its business in the State of Maryland and elsewhere, including states and territories of the United States and any foreign countries, provided that, in the transaction of its business, the Corporation, shall be subject to the laws and statutes of each State or foreign country in which the same may be transacted or its property may be located.

FOURTH: The post-office address of the place at which the principal office of the Corporation in this State will be located is Oxford, Maryland. The resident agent of the Corporation is Sigurd N. Hersloff, whose post-office address is Easton, Maryland. Said resident agent is a citizen of the State of Maryland, and actually resides therein.

FIFTH: The Corporation shall have not less than three nor more than five directors and Arthur J. Grymes, Jr., Sigurd N. Hersloff and Robert G. Henry, Jr., shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total amount of the authorized capital stock of the Corporation is One Hundred Thousand (\$100,000.00) Dollars par value, divided into one thousand (1,000) shares of the par value of One Hundred (\$100.00) Dollars each.

SEVENTH: The following provision is 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, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, 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 Corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed this Certificate of Incorporation on October 12th, 1940.

WITNESS:

Elizabeth Flynn
(Elizabeth Flynn)

Arthur J. Grymes, Jr. (SEAL)
(Arthur J. Grymes, Jr.)

Sigurd N. Hersloff (SEAL)
(Sigurd N. Hersloff)

T. Hughlett Henry, Jr. (SEAL)
(T. Hughlett Henry, Jr.)

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 12th day of October, in the year nineteen hundred and forty, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared Arthur J. Grymes, Jr., Sigurd N. Hersloff and T. Hughlett Henry, Jr., and they severally acknowledged the foregoing certificate of Incorporation to be their Act.

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



Elizabeth Flynn
Notary Public
Elizabeth Flynn

My Commission Expires May 5, 1941.

CERTIFICATE OF INCORPORATION OF THE OXFORD BOATYARD COMPANY:--- received for record October 15, 1940 at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland October 15, 1940 as in conformity with law and ordered recorded.

Harry O. Levin
(Harry O. Levin)

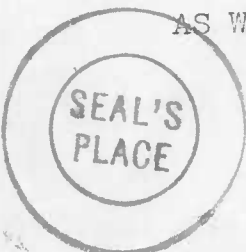
Thos. W. Koon
(Thos. W. Koon)

Commissioners

Recorded in Liber 163, folio 250, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the Circuit Court for Talbot 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.

Albert W. Ward
Secretary
ALBERT W. WARD

Capital - \$100,000.00.

Bonus tax paid \$20.00 - - Recording fee paid \$10.00.

CERTIFICATE OF INCORPORATION

CERTIFICATE OF INCORPORATION : Be it remembered that on this 24th day of May,
 OF : A.D., 1941, at 9 o'clock A.M., the following
 MACK FARM CORPORATION : Certificate of Incorporation or Instrument of
 _____ : writing was received to be recorded, and is
 accordingly enrolled as follows, to wit:

THIS IS TO CERTIFY: FIRST: That we, the subscribers John W. McCabe, whose post-office address is in care of Atlantic Basin Iron Works, 168 VanBrunt Street, Brooklyn, New York, T. Hughlett Henry, whose post-office address is Easton, Maryland, and T. Hughlett Henry, Jr., whose post-office address is Easton, Maryland, all being of full legal age, do, under and by virtue of the general laws of the State of Maryland authorizing the formation of Corporations, associate ourselves with the intention of forming a Corporation.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is Mack Farm Corporation.

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:

To acquire by purchase, lease, or otherwise, hold, own, sell, convey and otherwise deal in real estate and property rights, and to pay for the same in cash, stock or bonds of the Corporation, or otherwise in the manner provided by the Statutes of the State of Maryland; to cultivate, farm, either as Landlord or Tenant, to lease, or rent for the purpose of farming or cultivating, or otherwise, any real estate in the State of Maryland or elsewhere; to act as purchasing or selling agents for any person, firm or corporation, to sub-divide and sell property of the Corporation, and to otherwise deal in any manner with real estate.

To acquire by purchase, lease or otherwise, hold, own, sell and otherwise deal in live stock, farming implements and other personal property, crops, produce, emblems, or any other thing grown or produced on the real estate of the Corporation, or any other real estate; to enter into any production agreements or contracts in connection with the growing of crops, or other produce, and generally to do any act necessary, or desirable for the conduct of farming operations.

To carry on any other business which may seem to the Corporation to be calculated directly or indirectly to effectuate the aforesaid objects and purposes, to enhance the value of its property and rights, or to facilitate the transaction of its aforesaid business, in whole or in part.

To conduct its business in the State of Maryland and elsewhere, including States and Territories of the United States and any foreign countries, provided that, in the transaction of its business, the Corporation, shall be subject to the laws and statutes of each State or foreign country in which the same may be transacted or its property may be located.

FOURTH: The post-office address of the place at which the principal office of the Corporation in this State will be located is Bozman, Maryland. The resident agent of the Corporation is T. Hughlett Henry, whose post-office address is Easton, Maryland. Said resident agent is a citizen of the State of Maryland, and actually resides therein.

Examined

FIFTH: The Corporation shall have three directors and John W. McCabe, T. Hughlett Henry and T. Hughlett Henry, Jr., shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total amount of the authorized capital stock of the Corporation is Fifty Thousand (\$50,000.00) Dollars par value, divided into five thousand (5,000) shares of the par value of Ten (\$10.00) Dollars each.

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, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such considerations as said Board of Directors may deem it 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 the Corporation is hereby empowered to authorize the issuance of Fourteen Hundred and Fifty (1,450), fully paid and non-assessable, shares of the par value of Ten (\$10.00) Dollars each, of the capital stock of the Corporation, for the following consideration:

All that farm or tract of land, situate, lying and being in Broad Creek Neck, St. Michaels District, Talbot County, Maryland, on the waters of Broad Creek, adjoining the property of Ralph S. Martin, and others, and containing the quantity of twenty-one and three hundred nineteen thousandths (21.319) acres of land, more or less.

The actual value of said consideration hereby fixed by the incorporators is not less than Fourteen Thousand and Five Hundred (\$14,500.00) Dollars.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed this Certificate of Incorporation on September 17th, 1940.

WITNESS:

Elizabeth Flynn
(Elizabeth Flynn)

John W. McCabe (SEAL)
(John W. McCabe)

T. Hughlett Henry (SEAL)
(T. Hughlett Henry)

T. Hughlett Henry, Jr. (SEAL)
(T. Hughlett Henry, Jr.)

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 17th day of September, in the year nineteen hundred and forty, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared John W. McCabe, T. Hughlett Henry and T. Hughlett Henry, Jr., and they severally acknowledged the foregoing Certificate of Incorporation to be their Act.

AS WITNESS my hand and Notarial seal the day and year first above written.



Elizabeth Flynn
Notary Public

MY COMMISSION EXPIRES May, 1941.

(Elizabeth Flynn)

CERTIFICATE OF INCORPORATION OF MACK FARM CORPORATION

received for record September 19, 1940 at 10:00 o'clock A.M., and approved by the State Tax Commission of Maryland September 19, 1940 as in conformity with law and ordered recorded.

Harry O. Levin
(Harry O. Levin)

Thos. W. Koon
(Thos. W. Koon)

Commissioners

Recorded in Liber 162, folio 167, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the CIRCUIT Court for TALBOT 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.

Albert W. Ward

Secretary

(ALBERT W. WARD)



Capital - \$50,00.00 - Bonus tax paid \$20.00 - - Recording fee paid \$10.00. - - -

ARTICLES OF AMENDMENT

ARTICLES OF AMENDMENT OF : Be it remembered that on this 24th day of
THE PLA ROLA CORPORATION : May, A.D. 1941, at 9 o'clock A.M., the following
: Articles of Amendment or Instrument of writing
was received to be recorded, and is accordingly enrolled as follows, to wit:

ARTICLES OF AMENDMENT OF THE PLA ROLA CORPORATION

The Paragraph of the Certificate of Incorporation of The Pla Rola Corporation, which reads:

"The amount of the total authorized capital stock of the corporation shall consist of Fifty Thousand shares of common stock of the par value of One Dollar per share",

shall be changed to read:

"The amount of the total authorized capital stock of the corporation shall consist of Ninety-five Thousand shares of common stock of the par value of One Dollar per share."

We hereby certify that the foregoing Articles of Amendment were duly advised by the Board of Directors of the Pla Rola Corporation at a special meeting held on the 27th day of August, 1940, and called for that purpose, notice of which meeting was waived by all directors in writing, executed and filed with the records of the meeting before the holding of same.

We further certify that said Articles of Amendment were unanimously adopted by the stockholders of this corporation at a special meeting called for that

Examined

purpose on the 27th day of August, 1940, notice of which meeting was waived by all stockholders in writing, executed and filed with the records of the meeting before the holding of same.

Executed this 31st day of August, 1940, on behalf of

THE PLA ROLA CORPORATION

By Robt. E. L. Campbell

President.

Test: Mary L. North
(Mary L. North)

(Robert E. L. Campbell)

Attest:

John C. North

Secretary

(John C. North)

STATE OF MARYLAND, TALBOT COUNTY, to wit:

I HEREBY CERTIFY, That on this 30th day of August, A.D. 1940, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared Dr. Robert E. Lee Campbell, President of The Pla Rola Corporation, a Maryland corporation, and on behalf of the said corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared John C. North, and made oath in due form of law that he was Secretary of the special meeting of the stockholders of The Pla Rola Corporation, held on the 27th day of August, 1940, at Easton, Maryland; that the foregoing is a true and correct copy of the Articles of Amendment passed by the unanimous vote of all of the stockholders and all of the stock of said corporation issued and outstanding and entitled to vote; and that the matters and facts set forth in the said Articles of Amendment are true to the best of his knowledge, information and belief.

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

Mary L. North

Mary L. North, Notary Public.

ARTICLES OF AMENDMENT OF
THE PLA ROLA CORPORATION

received for record September 18, 1940 at 1:35 o'clock P.M., and approved by the State Tax Commission of Maryland September 18, 1940 as in conformity with law and ordered recorded.

Harry O. Levin
(Harry O. Levin)

Thos.W. Koon
(Thos.W. Koon)

Commissioners

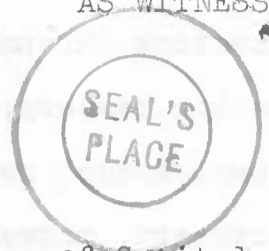
Recorded in Liber 162, folio 165, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the CIRCUIT Court for TALBOT 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.



Albert W. Ward
Secretary
ALBERT W. WARD

Increase of Capital - \$45,000.00
Bonus tax paid \$20.00 Recording fee paid \$10.00

CERTIFICATE OF INCORPORATION

CERTIFICATE OF INCORPORATION OF : Be it remembered that on this 3rd
AMERICAN ASSOCIATION OF INDEPENDENT : day of June, A.D. 1941, at 9 o'clock A.M.
SMALL BUSINESS, INCORPORATED : the following Certificate of Incorporation
: or Instrument of writing was received to be
recorded, and is accordingly enrolled as follows, to wit:

AMERICAN ASSOCIATION OF INDEPENDENT SMALL BUSINESS,
INCORPORATED

CERTIFICATE OF INCORPORATION

THIS IS TO CERTIFY:

First: That we, the subscribers, NEY EVANS, whose postoffice address is
Marlyn Apartments, 39th & Cathedral Ave., N.W., Washington, D.C., ALBERT E. CONRADIS,
whose postoffice address is No. 7516 Custer Road, Bethesda, Maryland, and HEBER HENRY,
whose postoffice address is 211 Woodland Terrace, Alexandria, Virginia, all being of
full legal age, do under and by virtue of the General Laws of the State of Maryland,
authorizing the formation of corporations, associate ourselves with the intention of
forming a corporation.

Second: The name of the corporation (hereinafter called the "corporation") is
AMERICAN ASSOCIATION OF INDEPENDENT SMALL BUSINESS, INCORPORATED

Third: The nature of the business or objects or purposes to be transacted,
promoted or carried on are:

- (1) To foster and promote, through cooperative effort, the legitimate interests and economic welfare of independent, small business and free enterprise;
- (2) To promote, through cooperative effort, high standards of commercial honor and integrity and fair and just relations between capital and labor and between government and business;
- (3) To provide an instrumentality and a method through which its members may seek a common approach to their problems, and, through their representatives, be enabled to confer, consult, and cooperate with governmental or other agencies or groups for the solution of problems affecting independent small business or the public;
- (4) To secure a proper representation of independent small business men on all Federal Governmental Boards and Commissions.

Examined

(5) To provide an orderly process for ascertaining and presenting the individual and collective views of its members to governmental and other agencies;

(6) To provide a means for collecting and disseminating information, and for making studies of and reports on subjects of interest to its members;

(7) To transact business and to purchase, hold, own, lease, mortgage, sell and convey any and all property, real and personal, necessary, convenient, or useful for the purposes of the corporation in any part of the United States of America;

(8) To borrow money and to issue its obligations therefor; to enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof;

(9) To do all other things desirable to foster the lawful interests of independent private enterprise and those related to it in common business interests; provided, that no object or purpose of the corporation shall be inconsistent with the public interest;

(10) In general, to carry on any other operation of business in connection with the foregoing and to have and exercise all the powers conferred by the laws of Maryland upon corporations formed under the act hereinbefore referred to, and to do any and all of the things hereinbefore set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clauses shall be in no wise limited or restricted by reference to, or inference from the terms of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

Fourth: The corporation is not organized and shall not be conducted for profit and shall have no capital stock. The conditions, methods of admission, qualifications and classifications of membership, the limitations, rights, powers and duties of members, the dues, assessments, and contributions of members, the method of expulsion from the termination of membership, limitations upon or qualifications of voting power, and all other matters pertaining to the membership and the conduct, management and control of the business, property and affairs of the corporation, including the method of selecting members of the Governing Board, shall be as provided from time to time in the by-laws of the corporation.

Fifth: The postoffice address of the place at which the principal office of the corporation in this state will be located is Easton, Maryland. The resident agent of the corporation is John P. Stafford, whose postoffice address is 37 N. Washington Street, Talbot County, Easton, Maryland. Said resident agent is a citizen and an actual resident of the State of Maryland.

Sixth: The corporation shall have perpetual existence.

Seventh: The private property of the members shall not be subject to the payment of the corporate debts to any extent whatever.

Eighth: The corporation shall be managed and directed by a Governing

Board of such number, not less than three, nor more than forty-eight, and having such qualifications, powers and duties as shall be provided for from time to time in the by-laws of the corporation; provided, that the Governing Board shall cause a complete audit to be made of the books of the corporation at least once in each calendar year and such audit shall be available for inspection by members of the corporation. Mr. M. R. Bernhardt, Alfred C. Gaunt, Jesse T. Smith, George Olmstead and John P. Stafford, shall act as the Governing Board until the first annual meeting or until their successors are chosen and qualified. The by-laws may provide for mail voting by the Governing Board.

In furtherance and not in limitation of the powers granted by statute, the Governing Board is expressly authorized:

To make, alter or repeal the by-laws of the corporation;

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation;

By resolution or resolutions, passed by a majority of the Governing Board, to designate one or more standing committees, each committee to consist of such membership and to have such powers and duties and have such name or names as may be provided in the by-laws or the resolution or resolutions. The by-laws may provide for an executive committee with all the powers of the Governing Board, and for such other committees, including a national and other advisory committees, as may from time to time appear advisable and such committees shall be elected in such manner and shall have such membership, powers and duties as shall be from time to time provided by resolution of the Governing Board or in the by-laws of the corporation.

The corporation may, in its by-laws, confer powers upon its Governing Board in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by statute.

Ninth: Both members and governing Board shall have power, if the by-laws so provide, to hold their meetings and to have one or more offices within or without the State of Maryland and to keep the books of this corporation (subject to the provisions of the statutes), outside the State of Maryland at such places as may be from time to time designated by the Governing Board.

Tenth: The corporation reserves the right to amend, alter, change, or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon members herein are granted subject to this reservation.

In Witness Whereof, we have signed this certificate of incorporation on December 9th, 1940.

Witness:

Frances K. Spooner
(Frances K. Spooner)

as to

Heber Henry
(Heber Henry)

Frances K. Spooner
(Frances K. Spooner)

as to

Ney Evans
(Ney Evans)

Frances K. Spooner
(Frances K. Spooner)

as to

Albert E. Conradis
(Albert E. Conradis)

DISTRICT OF COLUMBIA) ss:

I HEREBY CERTIFY, that on December 9, 1940, before me, the subscriber, a notary public of the District of Columbia, in and for the District of Columbia, personally appeared NEY EVANS, HEBER HENRY, and ALBERT E. CONRADIS and severally acknowledged the foregoing certificate of incorporation to be their act.



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

(NOTARIAL SEAL)

Frances K. Spooner
Notary Public, Dist. of Col.
(Frances K. Spooner)

CERTIFICATE OF INCORPORATION OF
AMERICAN ASSOCIATION OF INDEPENDENT SMALL BUSINESS, INCORPORATED
received for record December 9, 1940 at 2:55 o'clock P.M., and approved by the
State Tax Commission of Maryland December 9, 1940 as in conformity with law
and ordered recorded.

Harry O. Levin
(Harry O. Levin)

J. DeWeese Carter
(J. DeWeese Carter)

Commissioners

Recorded in Liber 162, folio 318, one of the Charter Records of the State Tax
Commission of Maryland

To the Clerk of the CIRCUIT Court for TALBOT 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.

Albert W. Ward
Secretary
(Albert W. Ward)

Capital - NONE - Bonus tax paid \$NONE . . Recording fee paid \$10.00

CERTIFICATE OF INCORPORATION

CERTIFICATE OF INCORPORATION : Be it remembered that on this 30th
 OF EASTON FULL FASHIONED : day of June, A.D. 1941, at 9 o'clock A.M.
 HOSIERY MILLS, INCORPORATED : the following Certificate of Incorporation
 _____ : or Instrument of writing was received to be
 recorded, and is accordingly enrolled as follows, to wit:

CERTIFICATE OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, John Czaja, Henryka P. Czaja and William Wesley Poluck, all of Easton, Talbot County, Maryland, all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation is EASTON FULL FASHIONED HOSIERY MILLS, INCORPORATED.

THIRD: The purposes for which the corporation is formed and the objects to be promoted by it are as follows:

(1) To manufacture, purchase, sell and otherwise deal in hosiery, wearing apparel and garmets and stock , wares, merchandise and materials of all kinds and description and any and all parts thereof; to manufacture, purchase, sell and otherwise deal in all supplies, and raw materials and other materials used in the manufacture thereof; to lease, purchase, sell and otherwise deal in all machinery, tools and equipment of every kind used in connection with the manufacturing carried on by the corporation or with the selling and transportation of the finished and other products manufactured, sold, owned or used by it; and to purchase, own, hold, lease, convey, mortgage, pledge, transfer or otherwise dipose of or acquire lands, water rights, mills, factories, buildings, and other structures and all other proerty both real and personal of every class and description, or any interest therein, necessary or desirable for the carrying on of the aforesaid business or either of them.

(2) To purchase, sell, mortgage, lease, improve, invest and deal in real estate, wheresoever situate, and to construct, equip, operate, lease, rent, hire and manage buildings, of every kind and description.

(3) To acquire by purchase, lease or otherwise, the property, rights, business, good will, franchises and assets of every kind of any corporation, association, firm or individual carrying on in whole or in part the aforesaid businesses, or either of them, of any other business in whole or in part 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 property, rights, business, good will, franchises and assets so acquired in the stock, bonds or other securities of the corporation or otherwise.

(4) To apply for, acquire, purchase, hold, use, sell, mortgage, license, assign or otherwise dispose of letters patent of the United States or any foreign country and any and all patent rights, licenses, privileges, inventions, improvements, processes and trade-marks relating to or useful in connection with

*Examined & returned Charles C. Hays 5/6/46.
 Box 774 - Easton, Md.*

any business carried on by the corporation.

(5) To carry on any other business which may be to the corporation calculated to directly or indirectly effectuate the aforesaid objects, or either of them, to facilitate it in the transaction of its aforesaid business, or any part thereof, or in the transaction of any other business, that may be calculated, directly or indirectly, to enhance the value of the property and rights of the corporation.

FOURTH: The Post Office address of the place at which the principal office of the Corporation in this State will be located is Davis Avenue, Easton, Talbot County, Maryland.

FIFTH: The Resident Agent of the Corporation is John Czaja, whose Post Office address is 516 Davis Avenue, Easton, Talbot County, Maryland, and said Resident Agent is a citizen of the State of Maryland, and actually resides therein.

SIXTH: The Corporation shall have not less than three nor more than six directors, and John Czaja, Henryka P. Czaja and William Wesley Poluck, shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SEVENTH: The total amount of the authorized capital stock of the corporation is Five Thousand Dollars (\$5,000), consisting of 500 shares of common stock, with a par value of \$10 per share.

(1) It is not intended that the entire amount of the capital stock herein authorized shall be required to be immediately subscribed, issued and taken.

(2) The Board of Directors of this Corporation is hereby expressly empowered, pursuant to Section 47 of Article 23, Annotated Code of the Public General Laws of Maryland, (Flack 1939), as amended, or pursuant to any law of Maryland, as now or hereafter effective in the premises, to authorize the issuance of any number of the shares of said capital stock, from time to time, for such considerations as said Board of Directors may deem advisable.

EIGHTH: The management of the business, property and affairs of the said Corporation shall be vested in the Board of Directors, who shall dictate its general business policies, and, subject to any statute or provision of law, or to the vote of the stockholders, if required by law, shall determine all matters and questions pertaining to its business, affairs, and property, and shall have authority to do any and all things to perfect the organization of said Corporation, to fix and to vary the amount of assets to be reserved as working capital, to direct and determine the use and disposition of any surplus of any net profits over and above the capital stock paid in, to determine, (subject to the limitations hereinbefore set forth, and as provided by law) whether any, and if any, what part of the surplus or net profits shall be declared in dividends, and when to be paid to its stockholders, and from time to time to sell, assign, lease, mortgage, pledge or otherwise transfer or dispose of any or all of the property and assets of the Corporation; but no lease or sale of all the property, assets, franchises and

rights of the Corporation as an entirety shall be made except after first obtaining, at a duly called meeting of stockholders, the affirmative vote of the holders of not less than two-thirds of all the issued and outstanding capital stock of said Corporation; and the Board of Directors shall have power to borrow money in such sums and upon such terms and conditions and upon such security, by way of pledge or mortgage of the corporate assets, and property, or other manner of giving security, for the use of said Corporation, as they may deem to be to the best interest thereof, and to exercise all the powers hereby conferred upon said Corporation, or which are, or may be, conferred by the Laws of this State, the above granted powers of this Corporation and to the Board of Directors thereof, being intended in furtherance and not in limitation of the general powers conferred by law upon the Directors and the Corporation.

NINTH: This Corporation is to have perpetual existence.

IN TESTIMONY WHEREOF, we, the subscribers, have signed this Certificate of Incorporation on this 15th day of January, in the year Nineteen Hundred and Forty-one.

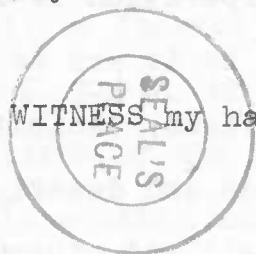
WITNESS:

Esther M. Simpson	as to	John Czaja
Esther M. Simpson		John Czaja
Esther M. Simpson	as to	Henryka P. Czaja
Esther M. Simpson		Henryka P. Czaja
Esther M. Simpson	as to	William Wesley Poluck
Esther M. Simpson		William Wesley Poluck

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 15th day of January, A.D. 1941, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared John Czaja, Henryka P. Czaja and William Wesley Poluck and they severally acknowledged the foregoing Certificate of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.



Esther M. Simpson
Notary Public
Esther M. Simpson

CERTIFICATE OF INCORPORATION OF EASTON FULL FASHIONED HOSIERY MILLS, INCORPORATED received for record January 16, 1941 at 10:00 o'clock A.M., and approved by the State Tax Commission of Maryland January 16, 1941 as in conformity with law and ordered recorded.

Harry O. Levin
Harry O. Levin

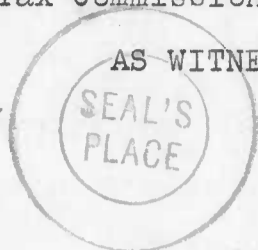
Thos. W. Koon
Thos. W. Koon

Commissioners

Recorded in Liber 164, folio 44, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the CIRCUIT Court for TALBOT COUNTY :

IT IS HEREBY CERTIFIED, that the withinⁱⁿstrument, 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.

Albert W. Ward
Secretary
Albert W. Ward

Capital - \$5,000.00

Bonus tax paid \$20.00 Recording fee paid \$10.00.

CERTIFICATE OF INCORPORATION

CERTIFICATE OF INCORPORATION : Be it remembered that on this 30th
OF THE MAGIC DUPLEX SIGN : day of June, 1941, at 9 o'clock A.M.
COMPANY : the following Certificate of Incorporation or Instrument of writing was received to be recorded, and is accordingly enrolled as follows, to wit:

CERTIFICATE OF INCORPORATION OF THE MAGIC DUPLEX SIGN COMPANY

This is to Certify, That the subscribers, Harry E. Pullen, Lulu May Pullen and John C. North, whose post office addresses are Easton, Maryland, being of full legal age, do hereby associate themselves with the intention of forming a corporation under and by virtue of the general laws of the State of Maryland authorizing the formation of corporations.

The name of said corporation is The Magic Duplex Sign Company. The purposes for which and for any of which the corporation is formed and the business and objects to be carried on and promoted by it are as follows: To manufacture, purchase, sell and otherwise deal in signs, exhibitors and display pieces and stock, wares and merchandise of all kinds and descriptions and any and all parts thereof; to manufacture, purchase, sell and otherwise deal in all supplies and raw and other materials used in the manufacture thereof, to lease, purchase, sell and otherwise deal in all machinery, tools, implements, apparatus, equipment and appliances of every kind used in connection with the manufacturing carried on by the corporation or with the selling and transportation of the finished and other products manufactured, sold, owned, leased or used by it; and to purchase, own, hold, lease, convey, sell, mortgage, pledge, transfer or otherwise deal in or acquire or dispose of all such products, merchandise or equipment manufactured by said corporation, or of lands, water rights, mills, factories, buildings and other structures, and all other property, both real and personal, of every class and description, or any interest therein, necessary or desirable for the carrying on of the aforesaid businesses or either of them.

Examined

To purchase, sell, mortgage, lease, improve, invest and deal in real and personal property wheresoever situated, and to construct, equip,

operate, lease, rent, hire and manage buildings of every kind and description.

To acquire by purchase, lease or otherwise, the property, rights, business, good will, franchises and assets of every kind of any corporation, association, firm or individual carrying on in whole or in part the aforesaid businesses, or any of them, or any other business in whole or in part 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 property, rights, business, good will, franchises and assets so acquired in the stock, bonds or other securities of the corporation or otherwise.

To apply for, acquire, purchase, hold, use, sell, mortgage, license, assign or otherwise dispose of letters patent of the United States or any foreign country, and any and all patent rights, licenses, privileges, inventions, improvements, processes and trade marks relating to or useful in connection with any business carried on by the corporation.

To carry on any other business (whether manufacturing or otherwise) which may seem to the corporation to be calculated directly or indirectly to effectuate the aforesaid objects, or either of them, to facilitate it in the transaction of its aforesaid business, or any part thereof, or in the transaction of any other business that may be calculated, directly or indirectly to enhance the value of its property and rights.

The business which the corporation is to carry on is from time to time to do any one or more of the acts and things hereinbefore set forth, provided that, in the transaction of its business, the corporation shall be subject to the laws and statutes of each State or foreign country in which the same may be transacted or its property may be located.

The Post Office address at which the principal office of said corporation in this State will be located is Easton, Maryland. The Resident Agent of the corporation is John C. North, whose Post Office address is Easton, Maryland. Said Resident Agent is a citizen of the State of Maryland, actually residing therein. The corporate stock shall consist and be of Fifty Thousand (50,000) shares of common stock of the par value of one dollar per share. The Board of Directors of the corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with the par value thereof of one dollar per share as aforesaid, for such consideration as the 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.

At all elections of directors of the corporation each stockholder shall be entitled to as many votes as shall be equal to the number of his shares multiplied by the number of directors for whom he shall vote.

The said corporation shall have not less than three nor more than seven directors, and Harry Pullen, Lulu May Pullen and John C. North all of whom actually reside in Talbot County and State of Maryland, shall act as such until the first annual meeting or until their successors are duly chosen and qualified. The manage-

ment of the property, business and affairs of the corporation shall be vested in the board of directors, who shall dictate its general business policy, and, subject to any provisions of statute or to vote of its stockholders, determine all matters and questions pertaining to its business and affairs. In addition to the aforesaid general powers, and to the powers conferred by Statute, the board of directors shall have power to open stock books, to fix and to vary the amount to be reserved as working capital, to direct and determine the use and disposition of any surplus and net profits over and above the capital stock paid in, to determine (subject to the limitations hereinbefore set forth) whether any, and, if any, what part of any surplus or net profits shall be declared in dividends and when paid to its stockholders, and from time to time to sell, assigns, transfer and lease or otherwise dispose of any or all of the property and assets of the corporation, but no lease, or sale of all the property, assets and franchises of the corporation as an entirety shall be made except after first obtaining the affirmative vote at a duly called meeting, of the holders of not less than sixty percentum of all the issued and outstanding capital stock of the corporation, nor shall any such sale be made for other than a cash consideration except after first obtaining the affirmative vote at a duly called meeting, of the holders of not less than seventy-five percentum of all the issued and outstanding capital stock of the corporation.

The above granted powers to the corporation and to the board of directors thereof are in furtherance and not in limitation of the general powers conferred by law upon the directors and the corporation.

IN WITNESS WHEREOF, We have hereunto set our hands this 21st day of January, in the year nineteen hundred and forty-one.

Test:

Mary L. North
Mary L. North

Harry Pullen
Harry Pullen

Lulu May Pullen
Lulu May Pullen

John C. North
John C. North

STATE OF MARYLAND, TALBOT COUNTY, to wit:

I HEREBY CERTIFY that on this 21st day of January, A.D. 1941, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County, personally appeared Harry Pullen, Lulu May Pullen and John C. North, the above named Incorporators, and each severally acknowledged the foregoing Certificate of Incorporation to be their act.

As witness my hand and Notarial Seal the day and year above written.

Mary L. North

Mary L. North - Notary Public.

CERTIFICATE OF INCORPORATION OF THE MAGIC DUPLEX SIGN COMPANY

received for record January 23, 1941 at 10:00 o'clock A.M., and approved by the State Tax Commission of Maryland January 23, 1941 as in conformity with law and ordered recorded.

Harry O. Levin
Harry O. Levin

Thos W. Koon
Thos W. Koon

Commissioners

Recorded in Liber 164, folio 88, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the CIRCUIT Court for TALBOT COUNTY:

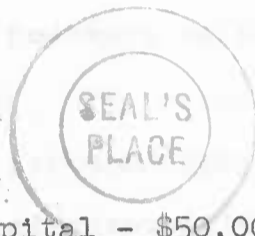
IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, is a true copy, as received, approved and recorded by the State Tax Commission of Maryland.

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

Albert W. Ward

Secretary

ALBERT W. WARD



Capital - \$50,000.00

Bonus tax paid \$20.00 Recording fee paid \$10.00.

CERTIFICATE OF INCORPORATION

CERTIFICATE OF INCORPORATION : Be it remembered that on this
OF : 20th day of August, A. D. 1941 at 9 o'clock
TALBOT COUNTY ATHLETIC ASSO- : A. M., the following Certificate of Incor-
CIATION, INCORPORATED : poration or Instrument of writing was re-
: ceived to be recorded, and is accordingly

enrolled as follows, to-wit:

CERTIFICATE OF INCORPORATION

OF

TALBOT COUNTY ATHLETIC ASSOCIATION, INCORPORATED

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Joseph W. Barnes, Morris C. Jones and Harry N. Wilson, all adults, the post office address of each said subscriber being Easton, Talbot County, Maryland, do under and by virtue of the General Laws of the State of Maryland, authorizing the formation of Corporations, associate ourselves for the purpose of forming a Corporation.

SECOND That the name of the Corporation (which is hereinafter called the Corporation) is TALBOT COUNTY ATHLETIC ASSOCIATION, INCORPORATED.

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

A. To organize, operate, maintain and promote a team or teams of persons for the playing of the game of baseball.

B. To retain, employ, engage, hire or otherwise obtain by contract or in any other manner the services of persons skilled or unskilled as players

Examined

in the game of baseball to play upon such aforesaid baseball team during the annual seasons for the playing of the said game or for any other length of time.

C. To, by contract or otherwise, annually arrange a schedule for the baseball team or teams of this Corporation to engage in competitive games of baseball with other baseball teams.

D. To organize, maintain and operate an Athletic Club for pleasure, recreation, charitable, and other non-profitable purposes, as well as for profit, and particularly to promote baseball and other athletic sports, and in connection therewith, or otherwise to have and exercise and enjoy all or any of the powers, rights and privileges as are now or as may hereafter be (except where special provisions of said law relating to any particular classes of Corporation are inconsistent herewith) granted to, or conferred upon, Corporations formed under and subject to the provisions of the General Laws of Maryland, and included among the purposes for which said Corporation is formed and the objects to be promoted by it are the following enumerated powers, viz:

(a) To purchase, lease, or otherwise acquire, develop and improve, in whole or in part, such tracts of land and other real estate and interests in real estate as said Corporation may from time to time determine; and to sell, lease, mortgage or otherwise dispose of all or any part thereof.

(b) To purchase, lease or otherwise acquire and to develop and improve, or otherwise deal in and with any property, real, personal or mixed, reasonably necessary or convenient for the purposes of said Corporation, and to sell, lease mortgage or otherwise dispose of, all or any part thereof.

(c) To invest in or otherwise acquire and to hold and dispose of stocks, bonds, debentures, mortgages, deeds of trust or other obligations and the securities of any Corporation formed for or then, or hereafter engaged in or pursuing any one or more of the kinds of business operations, objects, enterprises or activities set forth in this Charter, and to do any other act or thing and engage in any other business or enterprise in aid or in enlargement of the powers and objects set forth in this Charter and to do any other lawful act or engage in any other lawful business authorized, or not prohibited by the laws of the State of Maryland, or of the United States to Corporations of this character.

(d) To purchase or acquire any charter, franchise or contract recognized by organized professional baseball and to sell or otherwise dispose of the same.

(e) To act as broker, agent, trustee, or otherwise in dealing in or with any of the aforementioned property, activities or enterprises.

(f) To finance or to aid, assist by loans, advances of money, credits, guarantees or otherwise, any and all of the aforesaid enterprises and activities.

(g) To borrow or raise money for any of the purposes of said Corporation and to issue bonds, debentures, notes or other obligations and in any manner permitted by law for money so borrowed or raised, or to pay for property purchased, leased, or mortgaged, or otherwise acquired, 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 said Corporation, real, personal or mixed, tangible or intangible, including contract rights whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of any such obligations so authorized above.

It is the intention that none of the powers defined in any of the foregoing clauses of this Article "THIRD" shall be in any wise limited or restricted by reference to, or inference from, the terms of any other clause but that the powers defined in each such clause shall be regarded as independent powers, or as powers defined in each such clause shall be regarded as independent powers, or as powers in aid of other powers of said Corporation, whether herein enumerated or as conferred by law.

FOURTH The post office address of the place at which the principal office of the Corporation in this State will be located is Easton, Talbot County, Maryland. The Resident Agent of the Corporation is Emory W. Slaughter, whose post office address is Easton, Talbot County, Maryland; and said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH

1. The Corporation shall have not less than seven or more than nine directors, and J. Franklin Baker, Joseph S. Parnes, Peyton N. Horne, Philip J. Hopkins, Morris C. Jones, Frank M. Shook and Harry N. Wilson shall act as such Directors until the first annual meeting or until their successors are duly chosen and qualified.

2. The Board of Directors by a vote of a majority of the entire Board may at any time increase the number of Directors; provided, however, that in this manner the Board of Directors shall not be increased to more than nine members; and the Board of Directors may also by a vote of a majority of the entire Board fill the vacancies created by any such increased in the number of Directors as well as all vacancies created or arising in any other manner.

SIXTH

1. The total amount of the authorized capital stock of the Corporation is Ten Thousand Dollars (\$10,000.00), par value, divided into one thousand (1000) shares of the par value of Ten Dollars (\$10.00) each.

2. The Board of Directors of the Corporation may from time to time by resolution authorize the issuance of any number of shares of the capital stock of the Corporation for such considerations as said Board of Directors may deem advisable.

3. The Board of Directors of the Corporation may from time to time by resolution authorize the issuance of any amount of convertible securities of the Corporation for such considerations as said Board of Directors may deem advisable.

4. The Board of Directors of the Corporation shall by resolution state its opinion of the actual value of any consideration other than money for which it authorizes any stock or any convertible securities to be issued.

5. To constitute a quorum at any meeting of the stockholders of the Corporation, the presence, in person or by proxy, of stockholders entitled to cast a majority in number of votes shall not be necessary.

It is intended by this Charter to confer upon the Corporation the right to provide by its By-Laws, as hereafter adopted and as from time to time amended, what shall constitute a quorum of the stockholders for the transaction of business.

Until such time as otherwise provided in the By-Laws of the Corporation, the presence in person or by proxy of stockholders entitled to vote at least thirty-five per centum in number of the outstanding shares of the capital stock shall constitute a quorum.

SEVENTH The management of the business, property and affairs of the said Corporation shall be vested in the Board of Directors, who shall dictate its general policies and direct its business and subject to any statute or provisions of law, or to the vote of the Stockholders, if required by law, shall determine all matters and questions pertaining to the corporate enterprise, activities, affairs, business and property, and shall have authority to do any and all things to perfect the organization of said Corporation, to fix and to vary the amount of assets to be reserved as working capital, to direct and determine the use and disposition of any surplus of any net profits over and above the capital stock paid in, to determine (subject to the limitations hereinbefore set forth and as provided by law) whether any, and if any, what part of the surplus of net profits shall be declared in dividends and when to be paid to its Stockholders and from time to time to sell, assign, lease, mortgage, pledge, or otherwise deal with, transfer or dispose of any and all of the property and assets of the corporation; but no lease or sale of all the property assets, franchise and rights of the Corporation as an entirety shall be made except after first obtaining, at a duly called meeting of the Stockholders, the affirmative vote of the holders of not less than two-thirds of all the issued and outstanding capital stock of said Corporation; and the Board of Directors shall have power to borrow money in such sums, and upon such terms and conditions, and upon such security by way of pledge or mortgage of the corporate assets and property or other manner of giving security for the use of said Corporation as they may deem to the best interest thereof, and to exercise all the powers hereby conferred upon said Corporation, or which are, or may be conferred by the laws of this State; the above granted powers of this Corporation and to the Board of Directors thereof, being intended in furtherance and not in limitation of the general powers conferred by law upon the Directors or upon the Corporation.

EIGHTH This Corporation is to have perpetual existence.

IN TESTIMONY WHEREOF, we, the subscribers, have signed this Certificate of Incorporation on this 18th day of February, in the year 1941.

Witness:

Elizabeth W. Lister
(Elizabeth W. Lister)

Joseph S. Barnes
(Joseph S. Barnes)

Morris C. Jones
(Morris C. Jones)

Harry N. Wilson
(Harry N. Wilson)

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I hereby certify that on this 18th day of February, A. D., 1941, before me, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared, Joseph S. Barnes, Morris C. Jones and Harry N. Wilson, and they did severally acknowledge the foregoing Certificate of Incorporation to be their respective act.

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



Elizabeth W. Lister
Notary Public
(Elizabeth W. Lister)

CERTIFICATE OF INCORPORATION

OF

TALBOT COUNTY ATHLETIC ASSOCIATION, INCORPORATED
received for record February 21, 1941 at 10:00 o'clock A. M., and approved by the State Tax Commission of Maryland February 21, 1941 as in conformity with law and ordered recorded.

Harry O. Levin
(Harry O. Levin)

Thos. W. Koon
(Thos. W. Koon)

Commissioners.

Recorded in Liber 165, folio 176, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the Circuit Court for Talbot 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,



Albert W. Ward
Secretary
(Albert W. Ward)

Capital - \$10,000.00

Bonus tax paid \$20.00

Recording fee paid \$10.00

ARTICLES OF DISSOLUTION
(Certified Copy)

ARTICLES OF DISSOLUTION : Be it remembered that on this 20th
OF : day of August, A. D. 1941 at 9 o'clock A. M., the
THE INGLETON COMPANY : following Articles of Dissolution or Instrument
_____ : of writing was received to be recorded, and is
accordingly enrolled as follows, to-wit:

The State Tax Commission,
Union Trust Building,
Baltimore, Maryland.

THE INGLETON COMPANY
ARTICLES OF DISSOLUTION.

THIS IS TO CERTIFY;-

(a) That the post-office address of the place at which the principal office of The Ingleton Company, (hereinafter called the Corporation) is located at Easton, Talbot County, Maryland.

(b) That the name and post-office address of each of the Directors of the Corporation are as follows:-

George A. Dobyne, Palm Beach, Florida.

Margaret M. Dobyne, Palm Beach, Florida.

John Charles Thomas, Palm Beach, Florida.

Dorothy May Thomas, Palm Beach, Florida.

James E. Ingram, Jr., Cambridge, Dorchester County, Maryland.

(c) That George A. Dobyne is President and Treasurer of the Company;

That Margaret A. Dobyne is Vice President of the Company;

That James E. Ingram, Jr., is Secretary and General Counsel of the Company;

That the Corporation has no other Officers.

(d) That a majority of the whole Board of Directors of the Corporation by resolution adopted at a Board of Directors meeting duly convened at Easton, Maryland, and held on the 7th day of June, 1941, duly advised the dissolution of the Corporation and called a meeting of the stockholders to take action thereon.

That all of the stockholders of the Corporation consented in writing on or before the 7th day of June 1941 to such dissolution.

(e) That notices that dissolution of the Corporation has been authorized pursuant to the provisions of Section 91, of Article 23 of the Annotated Code of Maryland (Edition of 1924) as repealed and reenacted by Chapter 551 of the Laws of 1935, was mailed to all known creditors of the Corporation at their known addresses on or before 7th day of June 1941.

(f) That the person on whom service may be made in connection with any matter appertaining to Dissolution for a period of one year after legal Dissolution, is James E. Ingram, Jr., Cambridge, Dorchester County, Maryland.

IN WITNESS WHEREOF, THE INGLETON COMPANY, has caused these presents to be signed in its name and on its behalf by its President (George A. Dobyne) and its Corporate Seal to be hereto attached, and attested by its Secretary (James E.

Examined

Ingram, Jr.) on the 30th day of June, 1941.

ATTEST:-

James E. Ingram, Jr.
Secretary
(James E. Ingram, Jr.)

THE INGLETON COMPANY.

By George A. Dobyne
(George A. Dobyne) President

STATE OF MARYLAND: COUNTY OF DORCHESTER:

I HEREBY CERTIFY, that on this 30th day of June, 1941, before me, the subscriber, a notary public of the State of Maryland, in and for the County of Dorchester, personally appeared George A. Dobyne, President of THE INGLETON COMPANY, a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Dissolution to be the corporate act of said corporation, and at the same time personally appeared Mr. James E. Ingram, Jr. and made oath in due form of law that he was Secretary of the meeting of stockholders of the corporation at which the dissolution of the corporation was authorized, and that the matters and facts set forth in said Articles of Dissolution are true to the best of his knowledge, information and belief.

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

Frances S. Bell
Notary Public
(Frances S. Bell)



CERTIFIED COPY OF
ARTICLES OF DISSOLUTION
OF
THE INGLETON COMPANY

Approved as in conformity with law and received for record this 18th day of July, 1941, and publication of notice, required by Section 91, Art. 23 of the Code, ordered by

STATE TAX COMMISSION OF MARYLAND

Harry U. Levin

Thos. W. Koon

Commissioners

Recorded in Liber No. 158, Folio 455, one of the Record Books of the State Tax Commission of Maryland.

\$15.00 Fee for Recording and Advertising - Paid.

True Copy.

Test:

Albert W. Ward
Secretary
(Albert W. Ward)

CERTIFICATE OF INCORPORATION

CERTIFICATE OF INCORPORATION : Be it remembered that on this 20th
 OF : day of August, A. D. 1941 at 9 o'clock A. M.,
 AVON CORPORATION : the following Certificate of Incorporation or
 _____ : Instrument of writing was received to be re-
 corded, and is accordingly enrolled as follows, to-wit:

AVON CORPORATION

CERTIFICATE OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Barclay H. Trippe, whose post-office address is Easton, Maryland, John D. Roulston, whose post-office address is Easton, Maryland, and George E. Holmes, whose post-office address is Easton, Maryland, all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of Corporations, associate ourselves with the intention of forming a Corporation.

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

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

(a) To conduct a general insurance brokerage business and to act as agent or broker for any person, firm, corporation or association insuring against fire, theft, transportation, conversion, liability, casualty, collision, or other insurance risks or hazards, subject, however, to the Laws of any State, District, Territory, Colony, or Country in which the Corporation may act as such agent or broker.

(b) To purchase, sell, mortgage, lease, improve, invest and deal in real estate, and personal property of every class and description, wheresoever situated, and to construct, equip, operate, lease, rent, hire and manage buildings of every kind and description.

Examined
 (c) To acquire by purchase, lease, or otherwise the property rights, business, good will, franchises and assets of every kind of any Corporation, association, firm, or individual, carrying on, in whole or in part, the aforesaid business, or any other business in whole or in part, that the Corporation may be authorized to carry on; and to pay for the same in cash, stock or bonds of the Corporation, or otherwise in the manner provided by the Laws of Maryland.

(d) To carry on any other business which may seem to the Corporation to be calculated, directly or indirectly, to effectuate the aforesaid objects and purposes, to enhance the value of its property and rights, or to facilitate the transaction of its aforesaid business, in whole or in part.

(e) To conduct its business in the State of Maryland and elsewhere including States and Territories of the United States and any foreign Countries provided that, in the transaction of its business, the Corporation shall be subject to the Laws and Statutes of each State or foreign Country in which the

same may be transacted or its property may be located.

FOURTH: The post-office address of the place at which the principal office of the Corporation in this State will be located is Easton, Maryland. The resident agent of the Corporation is George E. Holmes, whose post-office address is Easton, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have not less than three nor more than five directors and Barclay H. Trippe, John B. Roulston and George E. Holmes shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total amount of the authorized capital stock of the Corporation is Fifty Thousand (\$50,000.00) Dollars par value, divided into fifty thousand (50,000) shares of the par value of One (\$1.00) Dollar each.

SEVENTH: The following provision is 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 and securities convertible into shares of its stock of any class, whether now or hereafter authorized, 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 Corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed this Certificate of Incorporation on January 31st, 1941.

WITNESS:

Wm. T. Frederick
(Wm. T. Frederick)

Barclay H. Trippe (SEAL)
(Barclay H. Trippe)

John B. Roulston (SEAL)
(John B. Roulston)

George E. Holmes (SEAL)
(George E. Holmes)

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 31 day of Jan, in the year nineteen hundred and forty-one, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared Barclay H. Trippe, John B. Roulston and George E. Holmes, and they severally acknowledged the foregoing certificate of Incorporation to be their Act.

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

William I. Norris, Jr.
Notary Public
(William I. Norris, Jr.)

My Commission Expires 5/5/41

CERTIFICATE OF INCORPORATION
OF
AVON CORPORATION

received for record February 1, 1941 at 10:00 o'clock A. M., and approved by the State Tax Commission of Maryland February 1, 1941 as in conformity with law and ordered recorded.

Harry O. Levin
(Harry O. Levin)

Thos. W. Koon
(Thos. W. Koon)

Commissioners

Recorded in Liber 163, folio 583, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the Circuit Court for Talbot 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.

Albert W. Ward
Secretary
(Albert W. Ward)

Capital \$50,000.00

Bonus tax paid \$20.00

Recording fee paid \$10.00

AMENDED CERTIFICATE OF INCORPORATION

THE MAGIC DUPLEX SIGN COMPANY : Be it remembered that on this 28th day of October

: A. D. 1941, the following Amended Certificate of
 _____ Incorporation was received to be recorded, and is
 accordingly enrolled as follows, to wit:

THIS IS TO CERTIFY That the subscribers, Harry E. Pullen, Lula May Pullen and John C. North, whose post office addresses are Easton, Maryland, being of full legal age do hereby associate themselves with the intention of forming a corporation under and by virtue of the general laws of the State of Maryland authorizing the formation of corporations.

The name of said corporation is The Magic Duplex Sign Company.

The purposes for which and for any of which the corporation is formed and the business and objects to be carried on and promoted by it are as follows: To manufacture, purchase, sell, lease and otherwise deal in signs, exhibitors and display pieces and stock, wares and merchandise of all kinds and descriptions and any and all parts thereof; to manufacture, purchase, sell and otherwise deal in all supplies and raw and other materials used in the manufacture thereof, to lease, purchase, sell and otherwise deal in all machinery, tools, implements, apparatus, equipment and appliances of every kind used in connection with the manufacturing carried on by the corporation or with the selling and transportation of the finished and other products manufactured, sold, owned, leased or used by it; and to purchase, own, hold, lease, convey, sell, mortgage, pledge, transfer or otherwise deal in or acquire or dispose of all such products, merchandise or equipment manufactured by said corporation, or of lands, water rights, mills, factories, buildings and other structures, and all other property, both real and personal, of every class and description, or any interest therein, necessary or desirable for the carrying on of the aforesaid businesses or either of them.

To purchase, sell, mortgage, lease, improve, invest and deal in real and personal property wheresoever situated, and to construct, equip, operate, lease rent, hire and manage buildings of every kind and description.

To acquire by purchase, lease or otherwise, the property rights, business, good will, franchises and assets of every kind of any corporation, association, firm or individual carrying on in whole or in part the aforesaid businesses, or any of them, or any other business in whole or in part 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 property rights, business, good will, franchises and assets so acquired in the stock, bonds or other securities of the corporation or otherwise.

To apply for, acquire, purchase, hold, use, sell, mortgage, license, assign or otherwise dispose of letters patent of the United States or of any foreign country, and any and all patent rights, licenses, privileges, inventions, improvements, processes and trade marks relating to or useful in connection with any business carried on by the corporation.

Examined

To carry on any other business (whether manufacturing or otherwise), which may seem to the corporation to be calculated directly or indirectly to effectuate the aforesaid objects, or either of them, to facilitate it in the transaction of its aforesaid business, or any part thereof, or in the transaction of any other business that may be calculated, directly or indirectly to enhance the value of its property and rights.

The business which the corporation is to carry on is from time to time to do any one or more of the acts and things hereinbefore set forth, provided that, in the transaction of its business, the corporation shall be subject to the laws and statutes of each State or foreign country in which the same may be transacted or its property may be located.

The Post Office address at which the principal office of said corporation in this State will be located is Easton, Maryland, The Resident Agent of the corporation is John C. North, whose Post Office address is Easton, Maryland. Said Resident Agent is a citizen of the State of Maryland, actually residing therein.

The corporate stock shall consist and be of One Hundred thousand (100,000) shares of common stock of the par value of one dollar per share.

The Board of Directors of the corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with the par value thereof on one dollar per share as aforesaid, for such consideration as the Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

The said corporation shall have not less than three nor more than seven directors, and Harry E. Pullen, Lula May Pullen and John C. North, all of whom actually reside in Talbot County and State of Maryland, shall act as such until the first annual meeting or until their successors are duly chosen and qualified. The management of the property, business and affairs of the corporation shall be vested in the Board of Directors, who shall dictate its general business policy, and subject to any provisions of statute or to vote of its stockholders, determine all matters and questions pertaining to its business and affairs.

In addition to the aforesaid general powers, and to the powers conferred by Statute, the board of directors, shall have power to open stock books, to fix and to vary the amount to be reserved as working capital, to direct and determine the use and disposition of any surplus and net profits over and above the capital stock paid in, to determine (subject to the limitations hereinbefore set forth) whether any, and, if any, what part of any surplus or net profits shall be declared in dividends and when paid to its stockholders, from time to time to sell, assign, transfer and lease or otherwise dispose of any or all of the assets and property of the corporation, but no lease or sale of all the property, assets and franchises of the corporation as an entirety, shall be made except after first obtaining the affirmative vote at a duly called meeting, of the

holders of not less than sixty percentum of all the issued and outstanding capital stock of the corporation, nor shall any such sale be made for other than a cash consideration except after first obtaining the affirmative vote at a duly called meeting, of the holders of not less than seventy-five percentum of all the issued and outstanding capital stock of the corporation.

The above granted powers to the corporation and to the Board of Directors thereof are in furtherance and not in limitation of the general powers conferred by law upon the Directors and the Corporation.

IN WITNESS WHEREOF WE have hereunto set our hands this 1st day of March, 1941.

Harry Pullen
(Harry Pullen)

Lula May Pullen
(Lula May Pullen)

John C. North
(John C. North)
INCORPORATORS.

Test:

Mary L. North
(Mary L. North)

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY that on this 1st day of March, 1941, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County, personally appeared Harry Pullen, Lula May Pullen and John C. North, the above named Incorporators of The Magic Duplex Sign Company, and each made oath in due form of law that no subscriptions to stock of said corporation have been accepted by the Board of Directors, that they are all of the incorporators who signed the original Certificate of Incorporation, and they each severally acknowledged the foregoing Amended Certificate of Incorporation to be their act.

As witness my hand and Notarial Seal the day and year above written.

Mary L. North
(Mary L. North) Notary Public.

AMENDED CERTIFICATE OF INCORPORATION
OF
THE MAGIC DUPLEX SIGN COMPANY

received for record March 19, 1941 at 9:00 o'clock A. M., and approved by the State Tax Commission of Maryland March 19, 1941 as in conformity with law and ordered recorded.

J. DeWeese Carter
(J. DeWeese Carter)

Thos. W. Koon
(Thos. W. Koon) Commissioners

Recorded in Liber 164, folio 326, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the CIRCUIT Court for TALBOT 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.

Albert W. Ward
(Albert W. Ward) Secretary

Increase of Capital - \$50,000.00

Bonus tax paid \$20.00 Recording fee paid \$10.00

CERTIFICATE OF INCORPORATION

NAOMI COURT NO. 14 ORDER OF : Be it remembered that on this 28th day of
 CALANTHE THE KNIGHTS OF : October A. D. 1941 at 9 o'clock A. M. the
 PYTHIAS OF NORTH AMERICA, : following Certificate of Incorporation or
 SOUTH AMERICA, EUROPE, : Instrument of writing was received to be
 ASIA, AFRICA AND AUSTRALIA. : recorded and is accordingly enrolled as follows, to wit:

NAOMI COURT NO. 14 ORDER OF CALANTHE THE KNIGHTS OF PYTHIAS OF NORTH
 AMERICA, SOUTH AMERICA, EUROPE, ASIA, AFRICA AND AUSTRALIA,
 INCORPORATED

THIS IS TO CERTIFY:

That we, the subscribers,

ELIZABETH K. WHITE, Grand Worthy Counsellor,

whose post-office address is 1213 Myrtle Avenue, Baltimore, Maryland;

CARRIE DOBSON, Worthy Counsellor,

whose post-office address is Easton, Maryland;

FRANCES COPPER, Worthy Inspectrix,

whose post-office is Easton, Maryland;

SARAH WEBB JOHNSON, Worthy Inspector,

whose post-office address is Easton, Maryland;

LILLIE BAILEY, Worthy Senior Directress,

whose post-office address is Easton, Maryland;

HENRIETTA COOPER, Worthy Junior Directress,

whose post-office address is Easton, Maryland;

DOROTHY JENKINS, Worthy Orator,

whose post-office address is Easton, Maryland;

GRACE W. COULBOURNE, Worthy Register of Deeds,

whose post-office address is Easton, Maryland;

MARY DOUGLAS, Worthy Recorded of Accounts,

whose post-office address is Easton, Maryland;

LAURA COLLINS, Worthy Receiver of Deposits,

whose post-office address is Easton, Maryland;

CELESTE BANTUM, Worthy Escort,

whose post-office address is Easton, Maryland;

CLARA STANLEY, Worthy Assistant;

whose post-office address is Easton, Maryland;

EMMA DAVIDSON, Worthy Conductress,

whose post-office address is Easton, Maryland;

Examined

MINNIE BANKS, Worthy Herald,
whose post-office address is Easton, Maryland; and,

LEVIN JAMES CAMPER, Worthy Protector,
whose post-office address is Easton, Maryland, all being of full legal age, do
under and by virtue of the General Laws of the State of Maryland authorizing the
formation of corporations, associate ourselves with the intention of forming a
corporation.

SECOND: That the name of the Corporation is NAOMI COURT NO. 14 ORDER OF
CALANTHE THE KNIGHTS OF PYTHIAS OF NORTH AMERICA, SOUTH AMERICA, EUROPE, ASIA,
AFRICA AND AUSTRALIA, INCORPORATED.

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

-a- To unite fraternally all financial Knights, their mothers, wives,
widows, daughters, sisters and legally adopted children of sound health and good
moral character between the ages of 16 and 50 years, both inclusive.

-b- To unite all financial sisters of Calanthe, their mothers and all
others who are recommended by Knights of Pythias or Court of Calanthe, all how-
ever to be of good health and good moral character between the ages of 16 and
50 years, both inclusive.

-c- To give all possible moral and mental aid to its members and those
dependent upon them.

-d- To establish a fund for the relief of sick, distressed and deceased
members.

-e- To organize and advance a juvenile department.

-f- To promote and advance the moral and fraternal organization that
will permit the closer and more kindred relationship among them. It shall be
operated for such purposes as may inure to the benefit of the organization.

Its general powers shall be to carry on any lawful business of a
fraternal nature 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, 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 place at which the principal office of
the Corporation in this State will be located is 312 South Street, Easton, Talbot
County, Maryland. The resident agent of the Corporation is Carrie Dobson, whose
post-office address is 312 South Street, Easton, Talbot County, Maryland, said
resident agent is a citizen of Easton, Talbot County, Maryland, and actually
resides therein.

FIFTH: This Corporation shall have no Capital Stock, and shall be maintained and supported by the dues and assessments levied upon its members from time to time.

SIXTH: This Corporation shall have a Board of Seven Directors and Carrie Dobson, Frances Copper, Grace W. Coulbourne, Mary Douglas, Laura Collins, Mary Sherwood and Mary Johnson shall act as the Board of Directors 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.

IN WITNESS WHEREOF, we have signed this Certificate of Incorporation this 17th day of March, 1941.

Elizabeth K. White
(ELIZABETH K. WHITE) Grand Worthy Counsellor

Carrie Dobson
(CARRIE DOBSON) Worthy Counsellor

Frances Copper
(FRANCES COPPER) Worthy Inspectrix

Sarah Webb Johnson
(SARAH WEBB JOHNSON) Worthy Inspector

Lillie Bailey
(LILLIE BAILEY) Worthy Senior Directress

Henrietta Cooper
(HENRIETTA COOPER) Worthy Junior Directress

Dorothy Jenkins
(DOROTHY JENKINS) Worthy Orator

Grace W. Coulbourne
(GRACE W. COULBOURNE) Worthy Register of Deeds

Mary Douglas
(MARY DOUGLAS) Worthy Recorder of Accounts

Laura Collins
(LAURA COLLINS) Worthy Receiver of Deposits

Celeste Bantum
(CELESTE BANTUM) Worthy Escort

Clara Stanley
(CLARA STANLEY) Worthy Assistant Conductress

Emma Davidson
(EMMA DAVIDSON) Worthy Conductress

Minnie Banks
(MINNIE BANKS) Worthy Herald

Levin James Camper
(LEVIN JAMES CAMPER) Worthy Protector

WITNESS: as to all

Linwood Frazier
(Linwood Frazier)

WITNESS: as to all

Linwood Frazier
(Linwood Frazier)

STATE OF MARYLAND,
CITY OF BALTIMORE, TO WIT:

I HEREBY CERTIFY, That on this 17th day of March, 1941, before me, the subscriber, a Notary Public of the State of Maryland, in and for Baltimore City, aforesaid, personally appeared ELIZABETH K. WHITE, CARRIE DOBSON, FRANCES COPPER, SARAH WEBB JOHNSON, LILLIE BAILEY, HENRIETTA COOPER, DOROTHY JENKINS, GRACE W. COULBOURNE, MARY DOUGLAS, LAURA COLLINS, CELESTE BANTUM, CLARA STANLEY, EMMA DAVIDSON, MINNIE BANKS AND LEVIN JAMES CAMPER, and they severally acknowledged the foregoing Certificate of Incorporation to be their act.

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

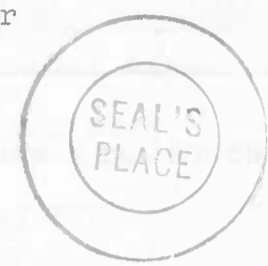


Linwood Frazier
(LINWOOD FRAZIER) Notary Public.

The above certificate of incorporation has been examined and found to be exempt from the insurance and fraternal laws of Maryland.

Baltimore, Md.
March 19th, 1941.

John B. Gontrum
Insurance Commissioner
(John B. Gontrum)



CERTIFICATE OF INCORPORATION

OF

NAOMI COURT NO. 14 ORDER OF CALANTHE THE KNIGHTS OF PYTHIAS OF NORTH AMERICA, SOUTH AMERICA, EUROPE, ASIA, AFRICA AND AUSTRALIA, INCORPORATED received for record March 19, 1941 at 10:50 o'clock A. M., and approved by the State Tax Commission of Maryland March 19, 1941 as in conformity with law and ordered recorded.

J. DeWeese Carter
(J. DeWeese Carter)

Thos. W. Koon
Commissioners
(Thos. W. Koon)

Recorded in Liber 164, folio 334, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the CIRCUIT Court for TALBOT 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.



Albert W. Ward
Secretary
(ALBERT W. WARD)

Capital - None

Bonus tax paid \$ None Recording fee paid \$10.00

CERTIFICATE OF INCORPORATION

CERTIFICATE OF INCORPORATION : Be it remembered that on this 24th day of March
 OF : A. D. 1942, at 9 o'clock A. M. the following
 LONGWOODS CANNING CORPORATION : Certificate of Incorporation or Instrument of
 _____ writing was received to be recorded, and is
 accordingly enrolled as follows, to wit:

THIS is to certify that the subscribers, Robert W. Holt, whose Post Office address is Federalsburg, Caroline County, State of Maryland, Calvin Smith, whose Post Office address is Chestertown, Kent County, State of Maryland, and Wilbert L. Merriken, whose Post Office address is Denton, Caroline County, Maryland, do hereby associate themselves with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations.

FIRST: That the name of the corporation is "Longwoods Canning Corporation".

SECOND: That the principal office of the corporation in the State of Maryland will be located in Longwoods, Talbot County, State of Maryland. That the resident agent of the corporation is Robert W. Holt, whose Post Office address is Federalsburg, Caroline County, Maryland. Said resident agent is a citizen of the United States of America and of the State of Maryland and actually resides therein.

THIRD: That the purposes for which the corporation is formed and the businesses or objects to be carried on and promoted by it are as follows:

To do and perform any lawful business including the canning, processing, packing, preserving and otherwise handling, buying, selling and storing farm produce and vegetables; to carry on, manage and operate commercial cannery or canneries of agricultural products; to own, carry on, manage and operate saw mills, planing mills, basket and box factories and to operate a commercial lumbering business including the purchase, preparation and creosoting of poles and piles and other lumbering materials; to acquire by purchase, gift, lease or other conveyance, in any lawful manner, title to real and personal property of any and every kind and description and to hold, improve, sell, transfer, assign, lease and convey or otherwise alienate or deal in the same so as to give full and complete effect to any of the businesses, objects and purposes to be carried on and promoted by the said corporation; the said corporation shall have power and authority to engage in any of the general businesses permitted to be done by corporations as fully and effectually as if each and every activity permitted by law were set out in full detail herein, including the making and performing of contracts of every kind and description including mortgages, notes, drafts, bills of exchange and all manner of choses in action as fully and effectually as a natural person might or could do; it being the intent that this corporation shall enjoy and exercise all the powers and rights conferred by statute upon corporations and that the enumeration of specific powers in this certificate of incorporation shall be in furtherance of and not in limitation of the powers conferred by law and that no restriction upon any power is intended

to be implied in such specifications or from any expression contained herein.

FOURTH: The total amount of authorized capital stock of the corporation shall be ten thousand dollars (\$10,000.00), consisting of one hundred shares of non-assessable common stock of the par value of one hundred dollars (\$100.00) per share.

(1) The said common stock may be issued as and when the Board of Directors shall determine and for cash except as hereinafter provided, at not less than par. The vote or assent of the stockholders shall not be necessary for such issuance.

(2) The Board of Directors may declare dividends on said stock out of the net proceeds or surplus of the said corporation; and upon any liquidation, dissolution or winding-up, all assets of the corporation, after the payment of all expenses, shall be divided and distributed to the holders of the common stock outstanding and not held in the treasury of said corporation, pro rata in the proportion which the number of shares held bears to the whole number of shares issued and outstanding. Each holder of common stock shall be entitled to one vote in stockholders meetings for every share outstanding in his name.

(3) The corporation shall have three directors, subject to increase or decrease as may be provided by the By-laws and the said Robert W. Holt, Calvin Smith and Wilbert L. Merriken shall act as directors until the first meeting of stockholders and until their successors are elected and qualified.

(4) The Board of Directors is hereby empowered to purchase the Longwoods Canning Company, owned by Robert W. Holt, and all the assets pertaining thereunto at a valuation or actual consideration of \$7500.00 and to issue therefor common stock of this corporation in payment therefor, said stock to be a portion of the said stock hereinbefore authorized.

IN WITNESS WHEREOF, we have signed this certificate of incorporation this 26th day of April, 1941.

Robert W. Holt (SEAL)
(Robert W. Holt)

Calvin Smith (SEAL)
(Calvin Smith)

Wilbert L. Merriken (SEAL)
(Wilbert L. Merriken)

TEST: Samuel G. Nuttle
(Samuel G. Nuttle)

STATE OF MARYLAND

CAROLINE COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 26th day of April, in the year one thousand nine hundred and forty-one, before me, the subscriber, a Notary Public of the State of Maryland, in and for Caroline County, aforesaid, personally appeared Robert W. Holt, Calvin Smith and Wilbert L. Merriken, subscribers of the aforesaid Certificate of Incorporation of "Longwoods Canning Corporation", and did each acknowledge the same to be his respective act and deed.

WITNESS my hand and Notarial Seal.

Samuel G. Nuttle
(Samuel G. Nuttle)
Notary Public

CERTIFICATE OF INCORPORATION : OF LONGWOODS CANNING CORPORATION
received for record April 29, 1941 at 9:00 o'clock A. M., and approved by the
State Tax Commission of Maryland April 29, 1941 as in conformity with law and
ordered recorded.

Harry O. Levin
(Harry O. Levin)

Thos. W. Koon
(Thos. W. Koon) Commissioners

Recorded in Liber 165, folio 498, one of the Charter Records of the State
Tax Commission of Maryland.

To the Clerk of the CIRCUIT Court for TALBOT 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.

Albert W. Ward
(Albert W. Ward) Secretary.

