

1947 A. Bowdler Higley, Inc.

Certificate of Incorporation

241

A

B

1944

Blue Channel Corporation

1945

Bay Country Foods, Inc.

Articles of Amendment & Reduction
Certificate of Incorporation

65

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1943 Oxford Methodist Church

Certificate of Incorporation

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1941 Peoples Chapel Association of Dilghman, DeWitt County, Ind.

1943 Parkway Apartments

articles of Amendment
Certificate of Incorporation

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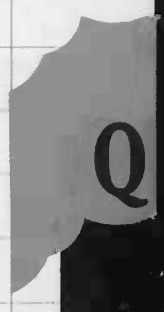
P

1947 *Queen Anne's - Hillsboro Volunteer Fire Company, Incorporated*

Certificate of Incorporation

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1945 Reid Motor Company Incorporated

Certificate of Incorporation

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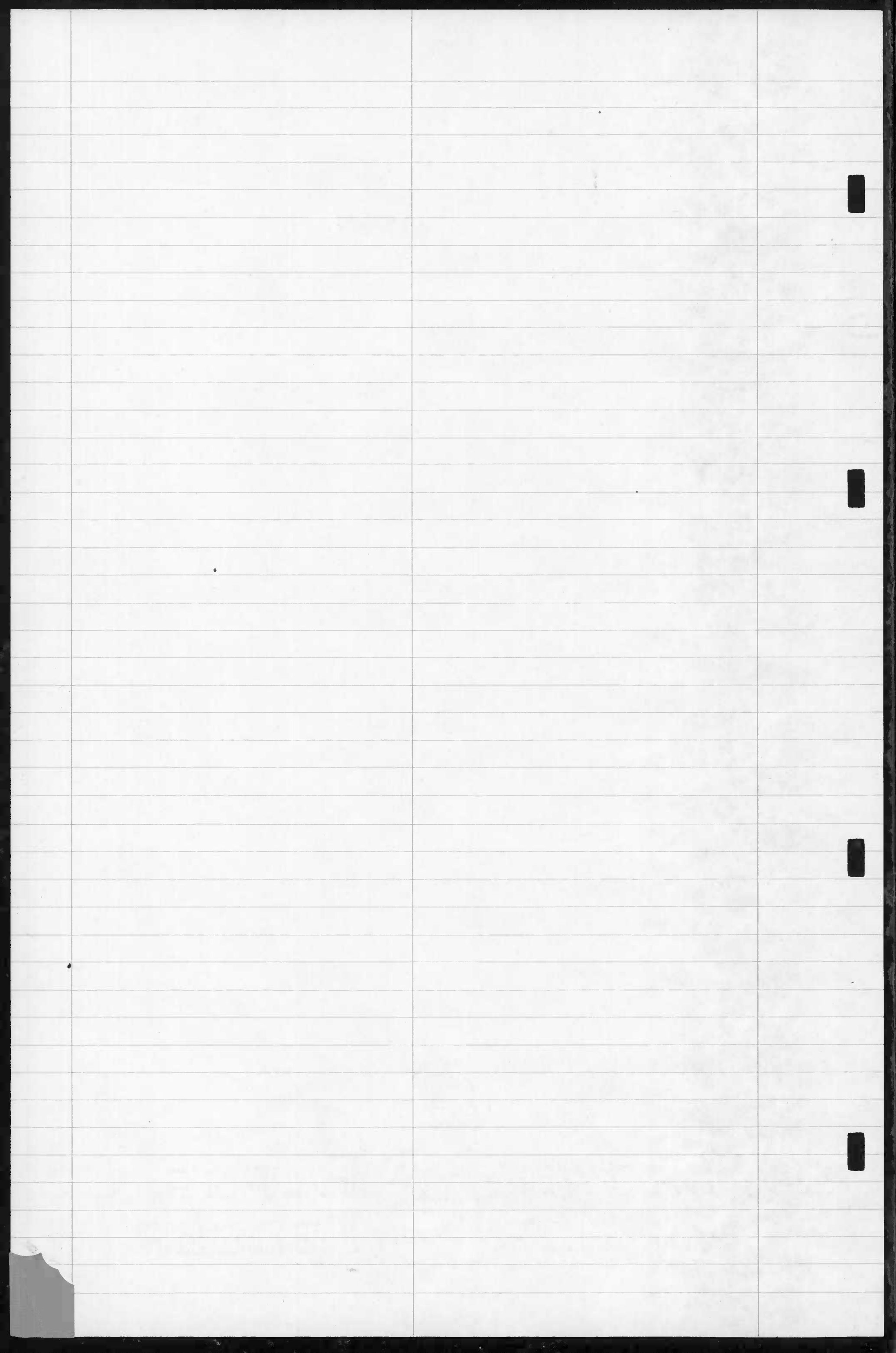


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ARTICLES OF AMENDMENT

THE PEOPLES' CHAPEL : Be it remembered that on this 15th day of Dec-
 ASSOCIATION OF TILGHMAN : ember, 1941, at 1 o'clock P. M. the following
 TALBOT COUNTY, MARYLAND :
 TO : Articles of Amendment or Instrument of writing
 THE PILGRIM HOLINESS CHURCH : was received to be recorded, and is accordingly
 _____ enrolled as follows, to wit:

We hereby certify that at a meeting of the members of The Peoples' Chapel Association of Tilghman, Talbot County, Maryland, called in conformity with the provisions of its plan, charter or certificate and of which meeting, the members had due notice by at least two announcements thereof from the pulpit of said chapel, -said announcements having been made and the said notice having been posted at least ten days prior to said meeting, the same being held at 9 o'clock P. M. on the 11th the day of December, 1941, the following Resolution was offered and unanimously passed:

"Be it Resolved by the Peoples' Chapel Association of Tilghman, Talbot County, Maryland, that the provisions of the plan, Charter or Certificate or plan and the rules and regulations of the corporation be repealed and/or amended as follows:

First: That the name of the corporation shall be changed from "The Peoples' Chapel Association of Tilghman, Talbot County, Maryland to "The Pilgrim Holiness Church" of Tilghman, Talbot County, Maryland.

Second: That Paragraph 'Third' of the certificate or plan be amended so as to read: "Third": That no one shall be eligible as a Trustee, except he or she be a citizen of the United States and a member of The Pilgrim Holiness Church of Tilghman, Maryland, in good standing, having attained the age of at least twenty-one years.

Third: That the word "members" where it appears in Paragraph "Fourth", shall be changed to read "Trustees".

Fourth: That wherever in the certificate or plan of the society the words "Peoples' Chapel Association" appears, they be stricken out and the words "Pilgrim Holiness Church" be inserted in lieu thereof.

Fifth: And Be it Further Resolved That a Paragraph be added to said certificate or plan to be numbered "Paragraph Eighth", the same to read as follows: "Eighth: That should there at any time appear any conflict between the certificate or plan and the rules and regulations and the Manual of the Pilgrim Holiness Church, then and in that event, the Manual of The Pilgrim Holiness Church, containing Articles of Faith, Form of Government, Ritual for Churches, etc, etc, shall in all things prevail.

Sixth: And Be it Further Resolved That if and when the certificate or plan has been adopted whereby the Association or society will thereafter be known as The Pilgrim Holiness Church, the Trustees of The Peoples' Chapel Association be and they are hereby authorized and directed to immediately convey by good, sufficient and lawful deed all properties owned by The Peoples' Chapel Association to and unto the Trustees of the said "The Pilgrim Holiness Church" of Tilghman, Talbot

*Examined and found correct
 J. B. Smith 1/12*

County, Maryland, their successors and assigns in fee simple, said Trustees at this time being: Etta Gibson Hoffman, Marion E. Lednum, Jessie Lednum, Edward Radcliff, David B. Crockett, Katie L. Crockett and William E. Lednum.

Seventh: And Be it Further Resolved That when adopted, the changes, amendments, modifications, etc., be recorded in the Circuit Court for Talbot County in conformity with the law.

In witness whereof we hereunto subscribe our names this 12th day of December, 1941.

Rev. Sewell D. Bafford
Chairman of the Meeting

Maude Sheckels
Secretary of the Meeting

CERTIFICATE OF INCORPORATION

CERTIFICATE OF INCORPORATION : Be it remembered that on this 30th day of September
 OF RAYMOND H. ELLIOTT, INC. : A. D. 1942, 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, Raymond H. Elliott, Bessie Pearl Elliott and Walter W. Claggett, whose post office addresses are Easton, Maryland, being of full legal age, do hereby associate themselves with the intention of forming a corporation under any by virtue of the general laws of the State of Maryland authorizing the formation of corporations.

The name of the Corporation is Raymond H. Elliott, Inc.

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 Purchase, lease or otherwise acquire property, real, personal and mixed, of every kind; and to own, hold, sell, convey, exchange, encumber by mortgage or other instrument in 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 warehouse, storagehouse, dwelling house, offices, store rooms or other facilities for the storage or warehousing of all kinds of vehicles, goods, wares, merchandise, canned products, fertilizers, grain or other farm products, vegetables or fruits or any other personal property, or freight of any and all kinds.

2. To carry on and conduct the business of buying, selling, trading, exchanging and to otherwise barter and deal in, motor, steam, hand or other power driven vehicles of all kinds, including automobiles, trucks, tractors, trailers and all other vehicles of every kind and nature; and including parts, accessories, supplies, appliances, tires, equipment of any and all kinds, electrical and otherwise, therefor; and gasoline, oil, lubricants and greases and any other fuel, product or material used or useful in connection with the operation of same; and to store, wash, grease, repair, rebuild and do any and all other things concerning any such vehicles as may be desirable or necessary or suitable and proper for carrying on or conducting a general garage, automobile sales, service and filling station business and a warehousing and storage business, and to exercise all the privileges and powers incidental thereto.

3. To act as dealer, broker, agent or factor for any person, firm or corporation in the sale, barter, exchange or trade of any and all vehicles or other real or personal property wherein the corporation is authorized to deal in any manner.

4. 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 any business or businesses that this corporation may be authorized to carry one, and to pay for the same in cash, stock or bonds of the corporation, or otherwise in the manner provided by law.

Examined & Returned John. C. North 9/24/42

5. To amalgamate, unite, or cooperate either generally or to or for any limited extent or period of time, determinable, continuous or otherwise, with any corporation, company, firm or persons already or hereafter to be established for 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, stock 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.

6. 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 purposes of this corporation or any of them.

7. And generally to do anything or everything necessary, desirable or incidental to the proper functioning of the objects and purposes of this corporation subject always to the laws of the State of Maryland and the States, Districts or Territories of the United States in which said corporation shall do business.

The Post Office address at which the principal office of said corporation in this State shall be located will be in Easton, Maryland. The Resident Agent of the corporation is Raymond H. Elliott, 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 (100) shares without nominal or par value.

The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of the shares of its stock without nominal or par value thereof as aforesaid, for such consideration as the Board 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 then three nor more than five directors, and Raymond H. Elliott, Bessie Pearl Elliott and Walter W. Claggett all of whom actually reside in Talbot County, State of Maryland, shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

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 7th day of October, in the year nineteen hundred and forty-one.

Raymond H. Elliott
(Raymond H. Elliott)

Bessie Pearl Elliott
(Bessie Pearl Elliott)

Walter W. Claggett
(Walter W. Claggett)

Test:

Mary L. North
(Mary L. North)

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY that on this 7th day of October, A. D. 1941, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County, personally appeared Raymond H. Elliott, Bessie Pearl Elliott, and Walter W. Claggett, the above named incorporators and they each acknowledged the afore-going Certificate of Incorporation to be their act.

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

(Notarial Seal)

Mary L. North
(Mary L. North) Notary Public

Capital--100 shares no par.

Bonus tax--20.00

Recording fee --\$10.00

10/11/41
10:00 A. M

John C. North
Easton, Md.

CERTIFICATE OF INCORPORATION

OF

RAYMOND H. ELLIOTT, INC.

Received for record October 11, 1941, at 10:00 o'clock A. M. and approved by the State Tax Commission of Maryland October 11, 1941 as in conformity with law and ordered recorded.

(Signed) Wm. L. Henderson

(Signed) J. DeWeese Carter
Commissioners

Recorded in Liber 170, 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
(Albert W. Ward)



Capital- 100 shares no par value

Bonus tax paid \$20.00

Recording fee paid \$10.00

ARTICLES OF DISSOLUTION

ARTICLES OF DISSOLUTION : Be it remembered that on this 13th day of January A. D.
 OF : 1943, at 9 o'clock A. M. the following Articles of
 HARDCASTLE & FORNEY, : Dissolution or Instrument of writing was received to
 INCORPORATED : 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 Hardcastle & Forney, Incorporated, (hereinafter called the Corporation) is located is North Hanson Street, Easton, Maryland.

(b) That the name and Post Office address of each of the Directors of the Corporation are as follows: Charles D. Forney, Easton, Maryland. Mary E. Forney, Easton, Maryland. J. Orville Findley, Easton, Maryland.

(c) That the name, title and Post Office address of each of the Officers of the Corporation are as follows:

Charles D. Forney, President and Treasurer, Easton, Maryland.

J. Orville Findley, Vice-President, Easton, Maryland.

Mary E. Forney, Secretary, 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 February 25, 1942 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 principal office of the Corporation on North Hanson Street, Easton, Maryland, on February 25, 1942, at which meeting Charles D. Forney, the sole Stockholder of said Corporation was present, and at said meeting, by the affirmative vote of all of the shares of stock outstanding and entitled to vote, the dissolution of the Corporation was duly authorized.

(e) That on or before March 3, 1942, notice that dissolution of the Corporation had been authorized pursuant to the provisions of Section 96 of Article 23 of the Annotated Code of Maryland (1939 Edition), was mailed to all known creditors of the Corporation at their addresses according to the records of the Corporation.

(f) That there is attached hereto a certificate of the Comptroller of the Treasury of the State of Maryland that all taxes assessed to the Corporation by the State Tax Commission and certified to the Comptroller for collection (including taxes for the year 1941) have been paid.

IN WITNESS WHEREOF, Hardcastle & Forney, 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.

ATTEST:

HARDCASTLE & FORNEY, INCORPORATED

Mary E. Forney,
 (Mary E. Forney)
 Secretary

BY C. D. Forney
 Charles D. Forney
 President.

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 26th day of March, in the year one thousand nine hundred and forty-two, before, me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared Charles D. Forney, President of Hardcastle & Forney, 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. Orville Findley 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.

AS WITNESS my hand and Notarial Seal.

Eleanor McN. Daffin
(Eleanor McN. Daffin)
Notary Public.

J. Millard Tawes
Comptroller
Joseph O'C McCusker
Chief Deputy

OFFICE OF COMPTROLLER
TREASURY DEPARTMENT
ANNAPOLIS, MARYLAND.

THIS IS TO CERTIFY, That the books of this office show that all taxes due to the State of Maryland, by HARDCASTLE & FORNEY, 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 1941.

WITNESS my hand and official seal this third day of February, A. D. 1942.

J. Millard Tawes
Comptroller

(Seal)

March 27, 1942.

THIS IS TO CERTIFY that the 1942 franchise tax in the amount of \$10.00 has been paid by Hardcastle and Forney Incorporated.

STATE TAX COMMISSION OF MARYLAND
By Henri E. Reinhard
(Henri E. Reinhard)

AMO

CERTIFIED COPY OF
ARTICLES OF DISSOLUTION OF
HARDCASTLE & FORNEY, INCORPORATED

Approved as in conformity with law and received for record this 28th day of March, 1942, and publication of notice, required by Section 96, Article 23 of the Code, ordered by

STATE TAX COMMISSION OF MARYLAND

Wm. L. Henderson
Owen E. Hitchins
Commissioners

Recorded in Liber No. 167, folio 167 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)



ARTICLES OF DISSOLUTION

ARTICLES OF DISSOLUTION : Be it remembered that on this 13th day of January A. D.
OF : 1943, at 9 o'clock A. M. the following Articles of
THE EASTON FURNITURE : Dissolution or Instrument of writing was received to
MANUFACTURING COMPANY : 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 Easton Furniture Manufacturing Company (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:

Robert L. Kemp, Easton, Maryland. William H. Kemp, Easton, Maryland.
Josiah W. Hoshour, Easton, Maryland. John W. D. Jump, Easton, Maryland.
William H. Adkins, Easton, Maryland. James Dixon, Easton, Maryland.

(c) That the name, title and Post Office address of each of the Officers of the Corporation are as follows:

Robert L. Kemp, President, Easton, Maryland. William H. Kemp, Secretary
and 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 March 30, 1942, 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 Easton, Maryland, on April 23, 1942, and at said meeting the Stockholders, by the affirmative vote of the holders of two-thirds of all of the stock outstanding and entitled to vote thereon, duly authorized the dissolution of the Corporation.

Examined

(e) That the Corporation has no known creditors.

(f) That there is attached hereto a certificate of the Comptroller of the Treasury of the State of Maryland that all taxes assessed to the Corporation by the State Tax Commission and certified to the Comptroller for collection (including taxes for the year 1941) have been paid.

IN WITNESS WHEREOF, The Easton Furniture Manufacturing 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, this twenty-seventh day of April, in the year one thousand nine hundred and forty-two.

ATTEST:

THE EASTON FURNITURE MANUFACTURING COMPANY

W. H. Kemp.
(William H. Kemp)
Secretary.

By Robert L. Kemp
(Robert L. Kemp)
President.

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 30th day of April, in the year one thousand nine hundred and forty-two, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared Robert L. Kemp, President of The Easton Furniture Manufacturing 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 James Dixon 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.

AS WITNESS my hand and Notarial Seal.

Emory W. Slaughter
(Emory W. Slaughter)
Notary Public.

C
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P
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Office of Comptroller
Treasury Department
Annapolis, Maryland.



THIS IS TO CERTIFY, That the books of this office show that all taxes due to the State of Maryland, by THE EASTON FURNITURE MANUFACTURING COMPANY, or chargeable by the State and payable directly to the State Treasury, have been fully paid and adjusted, up to and including the year 1941.

WITNESS my hand and official seal this nineteenth day of March, A. D. 1942.

J. Millard Tawes
Comptroller

(SEAL)



May 12, 1942

THIS IS TO CERTIFY, That the 1942 franchise tax, in the amount of \$100.00, has been paid by "THE EASTON FURNITURE MANUFACTURING COMPANY".

STATE TAX COMMISSION OF MARYLAND.

Henri E. Reinhard
(Henri E. Reinhard)

amo

CERTIFIED COPY OF ARTICLES OF DISSOLUTION OF
THE EASTON FURNITURE MANUFACTURING COMPANY

Approved as in conformity with law and received for record this 12th day of May, 1942, and publication of notice, required by Section 96, Art. 23 of the Code, ordered by

STATE TAX COMMISSION OF MARYLAND

Wm. L. Henderson
Owen E. Hitchins
Commissioners

Recorded in Liber No. 167, Folio 215, one of the Record Books of the State Tax Commission of Maryland.

\$15. Fee for recording and advertising - Paid.

True copy

Test:

Albert W. Ward
(Albert W. Ward)
Secretary



CERTIFICATE OF INCORPORATION

CERTIFICATE OF INCORPORATION : Be it remembered that on this 13th day of
 OF : January A. D. 1943, at 9 o'clock A. M. the
 CLAIBORNE COMMUNITY CENTER, INC. : following Certificate of Incorporation or
 _____ 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, Louise Kinnamon Cockey, Ethel Harrison Sherman and Kathryn Carolton Price, all of whose post-office addresses are Claiborne, 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 CLAIBORNE COMMUNITY CENTER, 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 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, reasonable 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.

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, interference 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 Claiborne, Talbot County, Maryland. The resident agent of the corporation is Ethel Harrison Sherman, whose post-office address is Claiborne, Maryland, and 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 seven directors, and the following persons shall act as such until the first annual meeting or until their successors are duly chosen and qualified; Louise Kinnamon Cockey, Ethel Harrison Sherman, Kathryn Carolton Price, Bessie Tunis Genese, Olive Johnson Richards, Essie Self Jump and Olive Bryant Harris.

SIXTH: Members of the corporation may be elected from time to time and in such manner as may be prescribed 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 thisday of April, A. D. 1942.

WITNESS:

D. H. LeCompte	as to:	Louise Kinnamon Cockey Louise Kinnamon Cockey
D. H. LeCompte	as to:	Ethel Harrison Sherman Ethel Harrison Sherman
D. H. LeCompte	as to:	Kathryn Carolton Price Kathryn Carolton Price

STATE OF MARYLAND, COUNTY OF TALBOT, TO-WIT:

THIS IS TO CERTIFY, That on thisday of April, in the year Nineteen Hundred and Forty-Two, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Louise Kinnamon Cockey, Ethel Harrison Sherman and Kathryn Carolton Price, and severally acknowledged the foregoing Certificate of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.

SEAL'S
PLACE

D. H. LeCompte
Notary Public.



CERTIFICATE OF INCORPORATION

OF

CLAIBORNE COMMUNITY CENTER, INCORPORATED

received for record April 30, 1942 at 9:00 o'clock A. M., and approved by the State Tax Commission of Maryland April 30, 1942 as in conformity with law and ordered recorded.

(Signed) J. DeWeese Carter
(Signed) Owen E. Hitchins
Commissioners

Recorded in Liber 173, folio 21, 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 NONE

Bonus tax paid \$20.00 Recording fee paid \$10.00



CERTIFICATE OF INCORPORATION

CERTIFICATE OF INCORPORATION : Be it remembered that on this 13th day of
OF : January A. D. 1943, at 9 o'clock A. M.
THE WOMAN'S CLUB OF ST. MICHAELS : the following Certificate of Incorporation
MARYLAND, 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 subscriber, Elizabeth H. Fleming, whose Post Office address is St. Michaels, Maryland, Virginia L. Martin, whose Post Office address is St. Michaels, Maryland, and Thelma K. Seymour, whose Post Office address is St. Michaels, Maryland, all of whom are 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 WOMAN'S CLUB OF ST. MICHAELS, MARYLAND, INCORPORATED".

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

1. To organize, maintain and operate a club for the advancement of community interest and the promotion of education and philanthropic work along practical lines, and for pleasure, recreation and other none-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 and hold any property, real, personal or mixed which may be considered 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 raise or borrow 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 pro-

Examined

erty purchased, leased or mortgaged or otherwise acquired, or for any other lawful cause, and to secure the payment thereof and the interest thereon by a mortgage upon or pledge, 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.

The foregoing enumeration of the purposes, objects and powers 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 power, in any manner to limit or restrict the generality of any other purpose, object or power mentioned, or to limit or restrict any of the powers of the Corporation; it being intended 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 which are now or may hereafter be in force, except as are herein 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 St. Michaels, Talbot County, Maryland. The resident agent of the Corporation is Virginia L. Martin, whose Post Office address is St. Michaels, 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 or more than nine Directors and the following persons shall act as such until the first annual meeting, or until their successors are duly chosen and qualified; Elizabeth H. Fleming, Catherine W. Cremers, Mary L. Tull, Virginia L. Martin, Thelma K. Seymour and Edith B. Holstein.

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

SEVENTH: 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.

EIGHTH: The Corporation shall have no capital stock.

NINTH: Members may resign or be removed, vacancies may be filled and additional members elected, as provided in the By-Laws.

IN WITNESS WHEREOF, we have signed this Certificate of Incorporation this 27th day of February, in the year one thousand ninehundred and forty-two.

WITNESS:

Madeline G. Farmer (Madeline G. Farmer)	as to	Elizabeth H. Fleming (Elizabeth H. Fleming)	(SEAL)
Madeline G. Farmer (Madeline G. Farmer)	as to	Virginia L. Martin (Virginia L. Martin)	(SEAL)
Madeline G. Farmer (Madeline G. Farmer)	as to	Thelma K. Seymour (Thelma K. Seymour)	(SEAL)

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 27th day of February, in the year one thousand nine hundred and forty-two, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared Elizabeth H. Fleming, Virginia L. Martin and Thelma K. Seymour, and severally acknowledged the foregoing Certificate of Incorporation to be their respective act.

AS WITNESS my hand and Notarial Seal.

Madeline G. Farmer,
(Madeline G. Farmer)
Notary Public .

CERTIFICATE OF INCORPORATION OF

THE WOMAN'S CLUB OF ST. MICHAELS, MARYLAND, INCORPORATED

received for record March 7, 1942, at 9:00 o'clock A. M., and approved by the State Tax Commission of Maryland March 7, 1942 as in conformity with law and ordered recorded.

(Signed) J. DeWeese Carter
(Signed) Owen E. Hitchins
Commissioners

Recorded in Liber 172, folio 10, 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-None

Bonus tax paid \$20.00-----Recording fee paid \$10.00

CERTIFICATE OF INCORPORATION

Be it remembered, that on this 13th, day of January A.D., 1943, at 9:00 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:

CERTIFICATE OF INCORPORATION

OF

EASTON LODGE NO. 1622, BENEVOLENT AND PROTECTIVE ORDER OF ELKS OF THE UNITED STATE OF AMERICA, INCORPORATED

THIS IS TO CERTIFY:

FIRST That we, L. Roy Willis, Sr., Thomas J. Faulkner, Calvin G. Lomax, Harry N. Wilson and J. Elwood Smith, and all being adults, do hereby certify that we do, under and by virtue of the General Laws of the State of Maryland, authorizing 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 LODGE NO. 1622, BENEVOLENT AND PROTECTIVE ORDER OF ELKS OF THE UNITED STATES OF AMERICA, INCORPORATED.

THIRD The purposes for which the Corporation is formed and the objects to be promoted by it, are generally stated as benevolent and charitable and to inculcate the principles of Charity, Justice, Brotherly Love and Fidelity; to promote the welfare and enhance the happiness of its members; to quicken the spirit of American patriotism; to cultivate good fellowship to perpetuate itself as a subordinate fraternal organization, and to provide for its government; and for the general objects and purposes as above mentioned or described, to exercise any or all of the following powers.

1.. To aid in the financing, building, maintaining and use of a home for the subordiante Elks Lodge called and known as Easton Lodge No. 1622, and for its members, as well as for all other lawful activities, objects and purposes consistant with the aforementioned general principles, objects, purposes, aims and practices, and consistent with the Supreme Law of the Benevolent and Protective Order of Elks of the United States of America as now effective or as hereafter modified at any time by duly constituted authority, being at the same time according to the laws of the State of Maryland, and of the United States of America.

2. To take, hold, deal in, lease, pledge, mortgage, sell, exchange, transfer, trade in, or in any lawful mannerwhatever, acquire or dispose of real or personal property, within or without the State of Maryland, or wherever situated.

3. In furtherance of any of the objects or purposes of the Corporation, to take, receive, hold, invest, use, dispose of, and otherwise deal with, as Agent or Trustee, any property, real or personal, which the Corporation may, as Agent or Trustee, acquire by gift, deed, devise, bequest, or other manner.

4. To borrow money for its corporate purposes, and to make, accept, execute and issue bonds, notes, bills of exchange and other obligations, and to mortgage, pledge, hypothecate, any stocks, bonds, or other evidences of indebtedness on any other property held by it or in which it may be interested.

~~xxxx To borrow money for its corporate purposes, and to make, accept, execute and issue bonds, notes, bills of exchange and other obligations, and to mortgage, pledge, hypothecate, any stocks, bonds, or other evidences of indebtedness on any other property held by it or in which it may be interested.~~

Examined

5. To do any other matter or thing which may directly or indirectly affectuate the aforementioned objects or any of them.

6. 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 laws 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 Easton, Talbot County, Maryland.

The Resident Agent of said Corporation is Thomas J. Faulkner, 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 at least ten Trustees and the following named persons shall act as such Trustees of said Corporation until the first annual meeting after incorporation or until their successors are duly chosen and qualified, viz : J. Elwood Smith, Peyton N. Horne, E. Dale Adkins, Robert D. Cox. Bernard A. Block, L. Roy Willis, Sr., Harry N. Wilson, Hyman A. Firstman, Morris C. Jones, Van. R. Schwyler, Thomas J. Faulkner and Calvin G. Lomax.

2. The said Board of Trustees shall at all times be composed of all the elective Officers of the Lodge in which Board shall be vested all the powers conferred upon the Board of Trustees by the laws of the Order according to its Constitution and By-Laws.

SIXTH 1. Subject to the laws of the Order as provided in its Consitution and By-Laws the management of the business, property and affairs of said Corporation shall be vested in the Board of Trustees.

2. The chief or presiding Officer of said Corporation shall be the "Exalted Ruler" of the Lodge and all other Officers of the Corporation shall be the respective Officers of the Lodge and shall be known by the respective titles which they bear in the Lodge.

SEVENTH That said Corporation has no stock or shares and is not organized or operated for profit but solely for the pursuit and accomplishment of the objects and purposes hereinbefore set forth.

EIGHTH Conditions of membership of said Corporation shall be as follows, viz:

1. It is intended that the members of said Easton Lodge No. 1622, Benevolent and Protective Order of Elks of the United States of America, as said membership may be constituted from time to time, shall be the members of this Corporation.

2. All members in good standing of the voluntary association heretofore known as and conducted under the name of "Easton Lodge No. 1622, Benevolent and Protective Order of Elks" shall be, and are, hereby made charter members of this Corporation, subject to the Constitution and By-Laws of said Lodge as hereby incorporated.

3. Additional members of said Lodge as hereby incorporated shall be admitted, as provided by the laws of the Order, according to the provisions of the Constitution and By-Laws of said incorporated Lodge.

NINTH This Corporation is to have perpetual existence.

IN TESTIMONY WHEREOF, we, the subscribers, have hereunto set our hands this 13th day of March, in the year one thousand nine hundred and forty-two.

TEST:

Elizabeth W. Lister
(Elizabeth W. Lister)

L. Roy Willis, Sr.
(L. Roy Willis, Sr.)

Elizabeth W. Lister
(Elizabeth W. Lister)

Thomas J. Faulkner
(Thomas J. Faulkner)

Elizabeth W. Lister
(Elizabeth W. Lister)

Calvin G. Lomax
(Calvin G. Lomax)

Elizabeth W. Lister
(Elizabeth W. Lister)

Harry N. Wilson
(Harry N. Wilson)

Elizabeth W. Lister
(Elizabeth W. Lister)

J. Elwood Smith
(J. Elwood Smith)

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I hereby certify that on this 13th day of March, A. D. 1942, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared L. Roy Willis, Sr., Thomas J. Faulkner, Calvin G. Lomax, Harry N. Wilson and J. Elwood Smith, and they did severally acknowledge the foregoing Certificate of Incorporation to be their respective act.

Witness my hand and Notarial Seal.

Capital-None. Bonus tax- \$20.00
Recording fee- \$10.00

3/14/42--9:00 A. M.

G. Albert Marshall, Easton, Md.

Elizabeth W. Lister
Notary Public
(Elizabeth W. Lister)

CERTIFICATE OF INCORPORATION

EASTON LODGE NO. 1622, BENEVOLENT AND PROTECTIVE ORDER OF ELKS
OF THE UNITED STATES OF AMERICA, INCORPORATED.

received for record March 14, 1942 at 9:00 o'clock A. M., and approved by the State Tax Commission of Maryland March 14, 1942 as in conformity with law and ordered recorded.

(Signed) J. DeWeese Carter
(Signed) Owen E. Hitchins
Commissioners

Recorded in Liber 172, folio 46, 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 None

Bonus tax paid \$20.00....Recording fee paid \$10.00

ARTICLES OF DISSOLUTION

ARTICLES OF DISSOLUTION : Be it remembered that on this 10th day of
TALBOT FRUITS, INCORPORATED : February A. D. 1943, at 9 o'clock A. M. the
_____ following Articles of Dissolution or other
Instrument of writing was received to be recorded, and is accordingly enrolled
as follows, to wit:

Certified Copy Talbot County, Easton, Maryland
Talbot Fruits, Incorporated
Articles of Dissolution
(Under Section 91)

THIS IS TO CERTIFY:

(a) That the post-office address of the place at which the principal office of Talbot Fruits, Incorporated (hereinafter called the Corporation) is located is Easton National Bank Bldg., Easton, Maryland.

(b) That the name and post-office address of each of the directors of the Corporation are as follows:

James Dixon,	Easton, Maryland
Otto A. Sanger	" "
B. H. Trippe	" "
W. H. Kemp	" "
Nora R. Shure	" "

(c) That the name, title and post-office address of each of the officers of the Corporation are as follows:

Otto A. Sanger	President	Easton, Maryland
James Dixon	Vice President	" "
B. H. Trippe	Secty.-Treasurer	" "

(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 4, 1942, 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 Easton National Bank Bldg., Easton, Maryland, on April 17th, 1942, 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 the Corporation has no known creditors.

(f) That there is attached hereto a certificate of the Comptroller of the Treasury of the State of Maryland that all taxes assessed to the Corporation by the State Tax Commission and certified to the Comptroller for collection (including taxes for the year 1941 have been paid.

IN WITNESS WHEREOF, Talbot Fruits, Incorporated has caused these presents to be signed in its name and on its behalf by its Vice President, its corporate seal to be hereto attached and attested by its Secretary, on July 23, 1942.

TALBOT FRUITS, INCORPORATED

Attest: B. H. Trippe
Secretary
(B. H. Trippe)

By James Dixon
Vice President
(James Dixon)



Examined

STATE OF MARYLAND)
 COUNTY OF TALBOT) SS:

I HEREBY CERTIFY, that on July 23, 1942 before me, the subscriber, a notary Public of the State of Maryland, in and for the County of Talbot, personally appeared James Dixon, Vice President of Talbot Fruits, 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 B. H. Trippe and made oath in due form of law that he was Secretary of the meeting of the 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.

William I. Norris, Jr.
 Notary Public
 (William I. Norris, Jr.)

OFFICE OF COMPTROLLER
 Treasury Department
 Annapolis, Maryland

SEAL'S
 PLACE

J. Millard Tawes
 Comptroller

Joseph O'C. McCusker
 Chief Deputy

THIS IS TO CERTIFY, That the books of this office show that all franchise and tangible personal property taxes due to the State of Maryland by TALBOT FRUITS, INC., or chargeable by the State and payable directly to the State Treasury, have been fully paid and adjusted, up to and including the year 1941.

WITNESS my hand and official seal this twenty-second day of June, A. D. 1942.

J. Millard Tawes
 Comptroller

(SEAL)

July 24, 1942.

THIS IS TO CERTIFY that the 1942 franchise tax, in the amount of \$10.00, has been paid by "Talbot Fruits Incorporated".

STATE TAX COMMISSION OF MARYLAND

Henri E. Reinhard
 (Henri E. Reinhard)

amo

CERTIFIED COPY OF ARTICLES OF DISSOLUTION OF TALBOT FRUITS, INCORPORATED

Approved as in conformity with law and received for record this 24th day of July, 1942, and publication of notice, required by Section 96, Art. 23 of the Code, ordered by

STATE TAX COMMISSION OF MARYLAND
 Wm. L. Henderson
 Owen E. Hitchins
 Commissioners

Recorded in Liber No. 167, Folio 274, 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)

SEAL'S
 PLACE

ARTICLES OF DISSOLUTION

ARTICLES OF DISSOLUTION : Be it remembered that on this 10th day of
 CHARLES PAGE COMEGYS COMPANY : February A. D. 1943, at 9 o'clock A. M.
 INCORPORATED.

the following Articles of Dissolution or
 Instrument of writing was received to be recorded, and is accordingly en-
 rolled as follows, to wit:

THIS IS TO CERTIFY:

(a) That the post-office address of the place at which the principal
 office of Charles Page Comegys Company, Incorporated (hereinafter called the
 Corporation) is located is the Leonard Building, Easton, Maryland.

(b) That the name and post-office address of each of the Directors
 of the Corporation are as follows:

Mabel R. Comegys	Easton, Maryland
James L. Fitzpatrick	St. Michaels, Maryland
J. Fletcher Fairbank	St. Michaels, Maryland
N. L. Matthews	Trappe, Maryland
Floyd T. Morton	Easton, Maryland

(c) That the name and post-office address of each of the Officers
 of the Corporation are as follows:

Mabel R. Comegys, President and Treasurer, Easton, Maryland.
 James L. Fitzpatrick, Vice-President, St. Michaels, Maryland
 Floyd T. Morton, Secretary, Easton, Maryland.

(d) That a majority of the ~~whole~~ Board of Directors of the Corpora-
 tion, by Resolution adopted at a meeting of the Board of Directors, duly
 convened and held on May 23rd., 1942, duly advised the dissolution of
 the Corporation and called a meeting of the Stockholders to take action
 thereon; that thereafter all the stockholders of the Corporation consented
 in writing, on May 23rd., 1942, to the dissolution of said Corporation, as
 advised and recommended by the Board of Directors.

That pursuant to such consent of the Stockholders the dissolution of
 the Corporation under Section 96 of Article 23 of the Code of Public
 General Laws of Maryland (1939) was duly authorized by Resolution adopted
 at a meeting of the Board of Directors thereafter convened and held on the
 23rd day of May, 1942.

(e) That on or before May 25th., 1942, notice that dissolution of the
 Corporation had been authorized pursuant to the provisions of Section
 96 of Article 23 of the Annotated Code of Maryland (1939), 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 author-
 ized, pursuant to the provisions of said Section 96, was mailed by regis-
 tered mail to the Comptroller of the Treasury of the State of Maryland on
 May 25th. 1942.

(g) That there is attached hereto a certificate of the Comptroller of
 the Treasury that all taxes assessed by the State Tax Commission of Mary-
 land and certified to the Comptroller for collection (including taxes for
 the year in which the dissolution is to be effected) have been paid.

Examined

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 attached and attested by its Secretary, on June 27, 1942.

ATTEST:

Floyd T. Morton
Secretary
(Floyd T. Morton)

CHARLES PAGE COMEGYS COMPANY,
INCORPORATED.

By: Mabel R. Comegys
President
(Mabel R. Comegys)

SEAL'S
PLACE

STATE OF MARYLAND)
) SS:
COUNTY OF TALBOT)

I HEREBY CERTIFY, That on this 27th day of June, A. D. 1942, before me, ~~the~~ subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, 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 Articles of Dissolution to be the corporate act of said Corporation; and at the same time made oath in due form of law that she was Chairman of the Meeting of the Board of Directors of said 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 her knowledge, information and belief.

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

My Commission Expires May 1943.

Elizabeth Flynn
Notary Public
(Elizabeth Flynn)

SEAL'S
PLACE

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P
Y

OFFICE OF COMPTROLLER
Treasury Department
Annapolis, Maryland.

THIS IS TO CERTIFY, That the books of this office show that all franchise and tangible personal property taxes due to the State of Maryland by the CHARLES PAGE COMEGYS COMPANY, INC., or chargeable by the State and payable directly to the State Treasury, have been fully paid and adjusted, up to and including the year 1942.

WITNESS my hand and official seal this twenty-ninth day of June, A. D. 1942.

J. Millard Tawes
Comptroller

(Official Seal)

June 30, 1942

THIS IS TO CERTIFY That the 1942 Franchise tax, in the amount of \$10.00 has been paid by "Charles Page Comegys Company, Incorporated".

STATE TAX COMMISSION OF MARYLAND

Henri E. Reinhard
(Henri E. Reinhard)

CERTIFIED COPY OF
ARTICLES OF DISSOLUTION
OF

CHARLES PAGE COMEGYS COMPANY, INCORPORATED

Approved as in conformity with law and received for record this 2nd day of July, 1942, and publication of notice, required by Section 96, Art. 23 of the Code, ordered by

STATE TAX COMMISSION OF MARYLAND

Wm. L. Henderson

Owen E. Hitchins
Commissioners

Recorded in Liber No. 167, Folio 255, 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)



ARTICLES OF AMENDMENT

EMERGENCY HOSPITAL OF EASTON, MARYLAND : Be it remembered that on this 11th
 ARTICLES OF AMENDMENT : day of February A. D. 1943, at 9
 _____ : o'clock A. M. the following Articles
 of Amendment of other 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 "Emergency Hospital of Easton" Maryland, a
 Maryland Corporation having its principal office in Easton, Talbot County,
 Maryland, (hereinafter called the Corporation) is hereby amended by striking
 out the name of said Corporation, to wit: "Emergency Hospital of Easton", Maryland
 and inserting in lieu thereof the following:

The name of the Corporation (which is hereinafter called the Corporation)
 is "THE MEMORIAL HOSPITAL AT EASTON, MARYLAND, INCORPORATED".

SECOND: That the Board of Directors of the Corporation at a meeting duly
 convened and held on September 21, 1942, duly advised the amendment of the charter
 of the Corporation hereinabove set forth by passing a Resolution declaring that the
 said amendment is advisable and calling a meeting of members to take action thereon,
 said Resolution having been presented at the regular meeting of said Board of Directors
 held on August 17, 1942, and at said meeting directed
 to be laid over until the next regular meeting of directors on September 21, 1942,
 to be acted upon.

THIRD: That the meeting of the members 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 the offices of Emergency Hospital of Easton,
 Maryland, in Easton, Talbot County, Maryland, on October 19, 1942, and at said
 meeting the said members by the affirmative vote of two-thirds of the members
 of said Corporation duly adopted the amendment of the charter of the Corporation
 hereinabove set forth.

IN WITNESS WHEREOF, "Emergency Hospital of Easton", Maryland, has caused
 these presents to be signed in its name and on its behalf by its President and its
 corporate seal hereto attached by its Secretary on this 31st day of October, 1942.

ATTEST:

Grace G. Wilford
 Secretary
 (Grace G. Wilford)

EMERGENCY HOSPITAL OF EASTON

By R. R. Spring
 President
 (R. R. Spring)

SEAL'S
 PLACE

Examined

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I hereby certify that on this 13th day of November in the year 1942, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Royce R. Spring, President of Emergency Hospital of Easton, 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 also personally appeared Samuel E. Hannahan, and made oath in due form of law that he was Chairman of the meeting of the 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 information and belief.

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

Elizabeth W. Lister
Notary Public
(Elizabeth W. Lister)



ARTICLES OF AMENDMENT

OF

EMERGENCY HOSPITAL OF EASTON, MARYLAND

Changing its name to:

THE MEMORIAL HOSPITAL AT EASTON, MARYLAND, INCORPORATED

received for record November 16, 1942 at 9:00 o'clock A. M. and approved by the State Tax Commission of Maryland November 16, 1942 as in conformity with law and ordered recorded.

Owen E. Hitchins

Wm. L. Henderson
Commissioners

Recorded in Liber 174, folio 198, 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

Increase of Capital - None

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

AMENDMENT OF INCORPORATION

SARDIS METHODIST CHURCH ; Be it remembered that on this 26th day of
 OF : March, A. D. 1943 at 2 o'clock P. M. the following
 ST. MICHAELS, : Amendment of Incorporation or Instrument of Writing
 _____ : was received to be recorded and is accordingly en-
 rolled as follows, to wit;

State of Maryland) Whereas the members of the Methodist Episcopal Church,
 Talbot County- To wit) worshipping at Sardis Chapel in the town of St.
 Michaels, Talbot County, State of Maryland, did meet together at the said Sardis
 Chapel, on the first day of August in the year of our Lord, eighteen hundred and
 Twenty-nine in pursuance of an Act of Assembly in such case made and provided and
 did then and there enact and ordain certain rules and regulations in which they
 agreed to have and did elect a Board of Trustees.

And whereas, the said regulations in several particulars were amended
 by an enactment of the male members of the M. E. Church, worshipping at Sardis
 Chapel as aforesaid, above the ages of twenty-one years, and having been members
 of the M. E. Church for six months last past, assembled at Sardis Chapel on the
 24th day of February, in the year of our Lord, eighteen hundred and fifty-one.
 And whereas, the amendment aforesaid was made, adopted, ratified, and recorded
 by the due authority of the said Sardis Chapel, according to its rules and discipline
 and that the same has been done and made in a duly conducted meeting according to
 the provisions of the Act of Assembly, in such case made and provided.

And whereas, it is desired that changes be made in several particulars
 in said regulations as made and enacted by the said Sardis Chapel on August the
 first, in the year of our Lord, eighteen hundred and twenty-nine, and duly amended
 by the said Sardis Chapel on February the 24th, in the year of Lord, eighteen hun-
 dred and fifty-one,

Be it further resolved and enacted;

1. That henceforth the name of the body corporate shall be SARDIS METHODIST CHURCH of St. Michaels, and that the same is the ecclesiastical and legal successor to the said Sardis Chapel, Town of St. Michaels, Talbot County, State of Maryland.
11. That the qualifications, election, duties, privileges, and responsibilities of the Trustees shall be in harmony with the laws, regulations, and practices as ordained and enacted and described by the DISCIPLINE of THE METHODIST CHURCH as adopted by the General Conference of 1940 by the said Church, Chapter 1, Section 1, Paragraphs, 771 to 783, or as it may be in the future amended and altered by subsequent legislation duly adopted and published by the General Conference of the said, The Methodist Church, as from time to time it is duly made and provided.
111. That whereas, the ecclesiastical and legal rules and regulations of the discipline of The Methodist Church is the legal and lawful successor to the discipline of the Methodist Episcopal Church be it further enacted and ordained that the said Sardis Methodist Church successor to the said Sardis Chaple of the M. E. Church, be governed and guided by the said procedure and practices of the afore-

Examined & passed by the Trustees Sardis Methodist Church 3/27/43. St. Michaels

said Methodist Church, The Methodist Church, the legal successor to the Methodist Episcopal Church, the Methodist Episcopal Church, South, and the Methodist Protestant Church.

IV. That the above regulations having been legally and duly adopted in a meeting conducted and conforming to the Act of Assembly, and the approved rules and discipline of the said Sardis Chapel, the meeting having been duly called by ecclesiastical and legal authority on the 22nd day of February in the year of our Lord, Nineteen hundred and forty-three at seven in the evening at the said Sardis Chapel, in the towh of St. Michaels, Talbot County, State of Maryland; do further provide the above instrument consisting of two sheets shall be duly acknowledged before the proper authorities and duly recorded in the Courthouse, Easton, Talbot County, State of Maryland, and that those authorized to so do shall be the Board of Trustees or the majority thereof.

Signed

Chairman J. Earl Cummings, Dist. Supt.
(J. Earl Cummings, Dist. Supt.)

Secretary O. H. Benson
(O. H. Benson)

Witnesses:

Mrs. George Carey
(Mrs. George Carey)

Wilson L. Harrison
(Wilson L. Harrison)

Susan E. Marshall
(Susan E. Marshall)

Robert A. Dodson
(Robert A. Dodson)

Witness: to trustees:

D. Hughes LeCompte
(D. Hughes LeCompte)

O. H. Benson (SEAL)
Trustee (O. H. Benson)

Wilson L. Harrison (SEAL)
Trustee (Wilson L. Harrison)

Llewes P. Sewell (SEAL)
Trustee (Llewes P. Sewell)

James McC. Wales (SEAL)
Trustee (James McC. Wales)

R. M. Higgins (SEAL)
Trustee (R. S. Higgins)

State of Maryland
County of Talbot

Before me, the subscriber, a Notary Public of the State of Maryland in and for Talbot County aforesaid, personally appeared O. H. Benson, James McC. Wales, Wilson L. Harrison, Llewes P. Sewell and R. Spencer Higgins on this 17th day of March A. D. 1943 and did severally acknowledge the aforegoing Admendments to Charter to be their act.

Witness my hand and Notarial seal.

D. H. LeCompte
(D. H. LeCompte,) Notary Public

My Commission expires May 3rd, 1943.

CERTIFICATE OF INCORPORATION

CERTIFICATE OF INCORPORATION : Be it remembered that on this 27th day
 OF : of April, A. D. 1943 at 9 o'clock A. M. the
 PARKWAY APARTMENTS, 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, That the subscribers,
 S. Maynard Oman of Easton, Talbot County, Maryland,
 John C. North of Easton, Talbot County, Maryland and
 William Reddie of Easton, Talbot County, 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 formations of corporations.

The name of the Corporation is PARKWAY APARTMENTS, INC.

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:

- (a) To purchase, own, sell, mortgage, lease, operate manage, improve, invest and deal in, real estate wherever situated.
- (b) To purchase, own, sell, mortgage, lease, operate, manage, improve, invest and deal in, buildings of every kind or character wherever situated.
- (c) To purchase, sell, mortgage, own, lease, invest and deal in personal property of all kinds wheresoever situated.
- (d) 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.

(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 any of them, to facilitate it in the transaction of its aforesaid business of 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 from time to time is to do any one or more of the acts and things hereinbefore ^{forth} ~~set~~ 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 shall be located will be in Easton, Maryland. The Resident Agent of the Corporation is A. Maynard Oman, whose Post Office address is Easton, Maryland.

Examined returned John C. North 2/21/44

Said Resident Agent is a citizen of the State of Maryland, actually residing therein. The corporate stock shall consist and be of Two Hundred and fifty (250) shares of no par value.

At all elections of directors of the corporation, each stockholder shall be entitled to as many votes to be voted for each director proposed, as he shall own shares of stock.

The said Corporation shall have not less than three nor more than five directors, and S. Maynard Oman, John C. North and William Reddie 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, determining 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 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 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, assets and franchises of the corporation as an entirety. But no sale of all of the assets 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.

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 19th day of February, in the year nineteen hundred and forty-three.

Test:

(Signed) Mary L. North

(Signed) S. Maynard Oman

" John C. North

" William Reddie.

STATE OF MARYLAND, TALBOT COUNTY, to wit:

I HEREBY CERTIFY that on this 20th day of February, in the year one thousand nine hundred and forty-three, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County, personally appeared S. Maynard Oman, John C. North and William Reddie and each of them acknowledged the foregoing Articles of Incorporation to be their act.

As witness my hand and Notarial Seal.

(Notarial Seal)

(Signed) Mary L. North

Notary Public.

received for record February 23, 1943 at 9:00 o'clock A. M., and approved by the State Tax Commission of Maryland February 23, 1943 as in conformity with law and ordered recorded.

Owen E. Hitchins
Emerson C. Harrington, Jr.
Commissioners

Recorded in Liber 173, folio 393, 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.
(Seal's Place)

Albert W. Ward
Albert W. Ward Secretary

Capital-\$250 shares no par value.
Bonus tax paid \$20.00 Recording fee paid \$10.00

ARTICLES OF AMENDMENT

ARTICLES OF AMENDMENT : Be it remembered that
OF : on this 27th day of April, A. D.
TALBOT COUNTY FARM BUREAU CO-OPERATIVE, INC. : 1943 at 9 o'clock A. M. the follow-
: ing Articles of Amendment or In-
strument of Writing was received to be recorded and is accordingly enrolled as follows, to wit:

September 23, 1942

State Tax Commission of Maryland,
Union Trust Building,
Baltimore, Md.

THIS IS TO CERTIFY:

That the charter of the Talbot County Farm Bureau Cooperative Inc., a Maryland corporation having its principal office in Easton, Maryland (hereinafter called the Corporation), is hereby amended by striking out on page 2 the first paragraph following the word Fifth and sections (a) and (b) of the certificate of incorporation and inserting in lieu thereof the following;

The total number of shares of stock which this corporation is authorized to issue is 26,000 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 25,000 shares, each of the par value of \$1.00 amounting in the aggregate to Twenty Five Thousand Dollars (\$25,000.00) are designated

common.

Second: That the board of Directors of the Corporation, at a meeting duly convened and held on November 14, 1941, 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 the 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 January 12, 1942 pursuant to waiver of notice duly executed and filed with the records of the meeting, and at said meeting of 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, duly adopted the amendment of the Corporation hereinabove set forth.

Examined and Nailed Talbot Co. Farm Bureau Co-operative Inc. 11/23/45. Easton, Md. attn. Miss Fola Bladed

1. The present authorized capital is 2,000 shares divided, designated and authorized as follows; 1,000 shares, each of the par value of \$10.00 amounting in the aggregate to \$10,000.00 are designated preferred. The remaining 1,000 shares, each of the par value of \$1.00 amounting in the agregate to \$1,000.00 are designated common.
2. The requested amendment would read as follows: (a) The total number of shares of stock which this corporation is authorized to issue is 26,000 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 25,000 shares, each of the par value of \$1.00 amounting in the aggregate to Twenty Five Thousand Dollars (\$25,000.00) are designated common.
3. Terms as to preferences, voting powers, restrictions and qualifications of each class of stock are set forth in the charter.

IN WITNESS WHEREOF, THE TALBOT COUNTY FARM BUREAU CO-OPERATIVE, INC. 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 September 17, 1942.

Talbot County Farm Bureau Cooperative, Inc.

(Corporate Seal)

By F. G. Shillinger

Attest:

(F. G. Schillinger President)

G. Brent Rieman
Secretary.

State of Maryland, County of Talbot, ss:

I HEREBY CERTIFY, that on September 17, 1942, before me, the subscriber, a notary public of the Sate of Maryland, in and for the County of Talbot, personally appeared F. G. Shillinger, President of the Talbot County Farm Bureau Cooperative Inc., 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 appeared G. Brent Rieman and made oath in due form of law that he was Secretary of the meeting of the board of directors of the corporation at the time 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.

(Notarial Seal)

Caroline Schwarten
Notary Public.

Pursuant to the provisions of Section 120 of Article 23 of the Annotated Code of Maryland (1939), as amended by Chapter 687 of the Laws of 1941, the undersigned a corporation existing under the laws of the State of Maryland, and whose post office address is Easton, Maryland.

Corporate Seal

Dated: September 17, 1942

Very truly yours,

Talbot County Farm Bureau Co-operative Inc.
F. G. Shillinger, President.
By F. G. Shillinger
President.

ARTICLES OF AMENDMENT OF TALBOT COUNTY FARM BUREAU CO-OPERATIVE, INC., received for record September 25, 1942 at 10:30 o'clock A.M., and approved by the State Tax Commission of Maryland September 25, 1942, as in conformity with law and ordered recorded.

Wm. L. Henderson

Owen E. Hitchins - Commissioners

Recorded in Liber 174, Folio 179, 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)
Increase of Capital-\$24,000.00 \$15.00 Albert W. Ward- Secretary
Bonus tax paid \$20.00-Recording fee paid/ Albert W. Ward

CERTIFICATE OF INCORPORATION

THE OXFORD METHODIST CHURCH : Be it remembered that on this 2nd day
OF : of August, A. D. 1943 at 4 o'clock P. M. the
OXFORD, MARYLAND. : following Certificate of Incorporation or In-
strument of writing was received to be recorded

and is accordingly enrolled, as follows, to wit:

THIS IS TO CERTIFY:

First; That, "The Oxford Methodist Church", a religious society, whose post-office address is, Oxford, Maryland, County of Talbot, being desirous of forming a body corporate, did meet together in a duly and legally called assembly, on July 21, 1943, at the usual house of worship in Oxford, Maryland, County of Talbot, all being of full legal age, and through and by the undersigned Incorporators and Trustees thereunto duly elected and authorized at said meeting, do, under and by virtue of the General Laws of the State of Maryland, authorizing and relating to the formation of religious corporations, associate ourselves with the intention of forming such a corporation to have perpetual succession by the corporate name.

Second: The name of the corporation is, "The Oxford Methodist Church of Oxford, Maryland".

THIRD: That the corporation shall support the doctrine and shall be subject to the laws, usages, and Ministerial appointments of THE METHODIST CHURCH as from time to time established, made, and declared by the lawful authority of said Church.

Fourth: That the Trustees of the corporation to be elected as provided by the laws of Maryland shall be the Board of Trustees of Church Property, and shall be elected and organized as prescribed in the Discipline, rules, and regulations of THE METHODIST CHURCH as from time to time established, made, and declared by the lawful authority of said Church.

Fifth: That in harmony with the General Laws of the State of Maryland, the duly and authorized appointed Pastor as from time to time, made, and declared by the lawful authority of THE METHODIST CHURCH, shall be by virtue of his office, a

member of the body corporate.

Sixth: That the present Board of Trustees of Church Property herein-named; William Benson, C. Aubrey Cox, Howard Dobson, Oliver S. Gallup, Aubrey B. Harris, Mrs. Lulu Mills, William H. Myers, Jr., M. Graham Newnam, Thompson Roth, and Reverend Charles S. Clarkson, all being of full legal age, and whose post-office addresses are Oxford, Maryland, are hereby constituted Trustees of the said corporation, "The Oxford Methodist Church of Oxford, Maryland" who shall act as such Trustees until their successors are elected in harmony with the provisions of the Discipline of THE METHODIST CHURCH as from time to time, made, and declared by the lawful authority of said Church.

Seventh: The above named Trustees or a majority thereof as elected at the aforesaid meeting were as above recited duly authorized to act as petitioners or incorporators for the purpose as set forth herein, and pursuance thereof have hereunto subscribed our names and affixed our seals on this 21 day of July in the year nineteen hundred and forty-three.

Aubrey B. Harris, Pres'd	(SEAL)
William H. Myers, Jr.	(SEAL)
Mrs. Lulu Mills	(SEAL)
M. Graham Newnam	(SEAL)
C. Aubrey Cox	(SEAL)
Howard Dobson	(SEAL)
Oliver S. Gallup	(SEAL)
William L. Benson	(SEAL)
Charles Clarkson Pastor	(SEAL)
Thompson M. Roth	(SEAL)

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I hereby Certify on this 21st day of July, 1943, that before me a Notary Public of the State of Maryland, in and for the County aforesaid personally appeared William Benson, C. Aubrey Cox, Howard Dobson, Oliver S. Gallup, Aubrey B. Harris, Mrs. Lulu Mills, William H. Myers, Jr., M. Graham Newnam, Thompson Roth, and Reverend Charles S. Clarkson, and they each acknowledged the foregoing Articles of Incorporation to be their Act and deed.

Witness my hand and Notarial Seal.

My Commission expires May 7, 1945.

Harry C. Alford
Notary Public.

AMENDED CERTIFICATE OF INCORPORATION

AMENDED CERTIFICATE OF INCORPORATION : Be it remembered that on this 4th
 OF : day of December A.D. 1943 at 9:00 o'clock
 GAS-OIL PRODUCTS, INC. OF MARYLAND : A.M. the following Amended 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:

FIRST: We, the subscribers, being all of the incorporators who signed the original Certificate of Incorporation of GAS-OIL PRODUCTS, INC. OF MARYLAND, a corporation having capital stock, which original Certificate of Incorporation was received for record by the State Tax Commission of Maryland on August 30, 1943, do, under and by virtue of Section 7 of Article 23 of the Code of Maryland, and before any subscriptions to stock of said corporation have been accepted by its Board of Directors, execute, acknowledge and deliver this, the Amended Certificate of Incorporation of said corporation.

SECOND: The name of the corporation is
 GAS-OIL PRODUCTS, INC. OF MARYLAND.

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

To manufacture, produce, refine, buy, sell, deal in and distribute, as principal and/or agent, at wholesale and/or retail, petroleum, petroleum products and the by-products thereof.

To manufacture, buy, sell, install and service, import, export, distribute and generally deal in, as principal and/or agent, at wholesale and/or retail, appliances, devices and equipment operated by electricity, oil, gas or similar or allied products and electrical or other household appliances.

To purchase, erect, own, lease, operate and dispose of factories, warehouses, stores, and other buildings, structures and places of business with the necessary equipment as may be necessary or convenient in the carrying out all of the purposes of the business of the corporation.

To engage in and carry on the business of importing, 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 purchase, lease, hire or otherwise acquire, hold, own, construct, erect, improve, manage, operate and in any manner dispose of, 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.

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 acquire by purchase, subscription or in any other manner, take, receive, hold, use, employ, sell, assign, transfer, exchange, pledge, mortgage, lease, dispose of and otherwise deal in and with, any shares of stock, shares, bonds, debentures, notes, mortgages or other obligations, and any certificates, receipts, warrants or other instruments evidencing rights or options to receive, purchase or subscribe for the same or representing any other rights or interests therein or in any property or assets, issued or created by any persons, firms, associations, corporations, syndicates, or by any governments or subdivisions thereof; and to possess and exercise in respect thereof any and all the rights, powers and privileges of individual holders.

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 aid in any manner any person, firm, association, corporation or syndicate, any shares of stock, shares, bonds, debentures, notes, mortgages or other obligations of which, or any certificates, receipts, warrants or other instruments evidencing rights or options to receive, purchase or

subscribe for the same, or representing any other rights or interests therein, are held by or for this corporation, or in the welfare of which this corporation shall have any interest, and to do any acts or things designed to protect, preserve, improve and enhance the value of any such property or interest, or any other property of this corporation.

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

To carry out all or any part of the foregoing objects as principal, factor, agent, contractor, or otherwise, either alone or through or in conjunction with any person, firm, association or corporation, and, in carrying on its business and for the purpose of attaining or furthering any of its objects and purposes, to make and perform any contracts and to do any acts and things, and to exercise any powers suitable, convenient or proper for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein specified, or which at any time may appear conducive to or expedient for the accomplishment of any of such objects and 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 interference 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 Talbot & Pennsylvania R.R. , St. Michaels, Maryland. The resident agent of the corporation is Edna H. Leonard, whose post-office address is Talbot & Pennsylvania R.R. St. Michaels, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The corporation shall have three directors, and John H. Ware, Jr., John H. Ware, 3rd and Willard M. Ware 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 Dollars (\$100,000.00) par value, divided into One Hundred Thousand (100,000) shares of the par value of One Dollar (\$1.00) 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:

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.

If so determined by the Board of Directors, the corporation may from time to time issue shares without par value of its stock of any class when and if authorized by amendment to the Certificate of Incorporation for a consideration of which or of the value of which a part only shall be contributed as capital, and the amount of such stock issued shall include only that part of the amount or value of such consideration so contributed as capital, and the balance of the consideration or of the value of the consideration shall constitute surplus and shall be available for the payment of dividends and for other corporate purposes.

The Board of Directors shall 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 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 authorized 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 amendment 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 51 per cent. of the shares of such stock at the time outstanding, by a vote at a meeting or in writing with or without a meeting.

Upon the consent of the holders of a majority of the total number of shares of stock outstanding and at the time entitled to vote for and elect the Board of Directors, expressed in writing with or without a meeting or by vote at a meeting called for that purpose, all the property and assets of the corporation, including its good will and franchises, may be sold or transferred as an entirety to a new company to be incorporated under the laws of the United States, the State of Maryland, or any other state of the United States, for the purpose of so taking over all the property and assets of the corporation, with the same or a different authorized number of shares of stock, and with the same preferences, voting powers, restrictions and qualifications thereof as may then attach to the classes of stock of the corporation then outstanding, provided that the whole or any part of such stock or of any class thereof may be stock with or without nominal or par value; the consideration for such sale or transfer

AMENDED CERTIFICATE OF INCORPORATION
OF
GAS-OIL PRODUCTS, INC. OF MARYLAND

received for record September 11, 1943 at 11:30 o'clock A.M., and approved by the State Tax Commission of Maryland September 11, 1943 as in conformity with law and ordered recorded.

A 493

Owen E. Hitchins

Emerson C. Harrington, Jr.

Commissioners

Recorded in Liber 176, folio 500, 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

Increase of Capital

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

CERTIFICATE OF INCORPORATION

CERTIFICATE OF INCORPORATION : Be it remembered that on this 17th
 OF : day of March A. D. 1944, at 11 o'clock A. M.
 ELLIOTT BROTHERS TRUCKING COMPANY, : the following Certificate of Incorporation
 INC. : or Instrument of Writing was received to be
 _____ : recorded and is accordingly enrolled as follows, to wit:-

THIS IS TO CERTIFY, That the subscribers, Raymond H. Elliott, Bessie Pearl Elliott and Walter W. Clagett, 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 the Corporation is ELLIOTT BROTHERS TRUCKING COMPANY, INC.

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, acquire, own, hold, use, manage, transfer, assign, sell, mortgage, lease, improve, invest in or in any manner not inconsistent with the law to deal in and with any property, real, personal or mixed, situated in the State of Maryland, or elsewhere, which may be necessary or proper to enable said corporation to carry on the objects or purposes for which said corporation is formed.

To perform services of common carrier for hire in the transportation of automobiles or other motor vehicles of all kinds, passengers, mails, goods, wares and merchandise and commodities of all kinds and descriptions by means of motor vehicles trucks, trains, steam boats or sailing vessels of any kind, from, to, between and among any points or places in the State of Maryland or any other State, District or Territory of the United States in conformity with the law and under such rules, regulations and ordinances as are now in force and effect or which may hereafter be prescribed by the proper authorities.

To fix, impose and collect, freight and passenger tariffs, rates, charges and schedules, subject to regulation by competent public authority.

To act as broker, factor or agent in procuring, soliciting, securing or obtaining transportation of passengers, mails, goods, wares, merchandise, commodities or personal property of any kind by motor vehicles, trucks, trains, steam boats, or sailing vessels, from, to, between or among any points or places in the State of Maryland or elsewhere and for such purposes to represent as broker, factor or agent, any individual, firm, association, copartnership, corporation, consignor or consignee in such transportation, and enter into any agreement not inconsistent with law, with any individual, firm, association, copartnership or corporation for transportation for hire of any persons, mails, goods, ware, merchandise, commodities or personal property of any kind for which, as such broker, factor or agent, it may procure such transportation.

To purchase, lease, hire or otherwise acquire all or any part of the franchises, good-will, rights, property and business of any person, firm, association, copartnership, 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 part of the rights, property and business, franchises and good-will so acquired, and assume in connection therewith any liabilities of any person, firm, association, copartnership or corporation.

And generally to do anything or everything necessary, desirable or incidental to the proper functioning of the objects and purposes of this corporation subject always to the Laws of the State of Maryland, and the States, Districts or Territories of the United States in which said corporation shall do business.

The Post Office address at which the principal office of said corporation in this State shall be located will be in Easton, Maryland. The Resident Agent of the corporation is Raymond H. Elliott, 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 (100) shares without nominal or par value.

The Board of Directors of the corporation is hereby empowered to authorize the issuance from time to time of the shares of its stock without nominal or par value thereof as aforesaid, for such consideration as the Board 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 five directors, and Raymond H. Elliott, Bessie Pearl Elliott and Walter W. Claggett all of whom actually reside in Talbot County, State of Maryland, shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

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 bylaw upon the directors and the corporation.

IN WITNESS WHEREOF We have hereunto set our hands this 23rd day of September in the year nineteen hundred and forty-one.

Raymond H. Elliott

Test:

Bessie Pearl Elliott

Mary L. North

Walter W. Claggett

STATE OF MARYLAND, TALBOT COUNTY, to wit:

I HEREBY CERTIFY that on this 23rd day of September, 1941, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County, personally appeared Raymond H. Elliott, Bessie Pearl Elliott, and Walter W. Claggett, the above named incorporators and they each acknowledged the foregoing Certificate of Incorporation to be their act.

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

(Notarial Seal)

Mary L. North, Notary Public

CERTIFICATE OF INCORPORATION
OF
ELLIOTT BROTHERS TRUCKING COMPANY INC.

received for record September 24, 1941 at 9 o'clock A. M., and approved by the State Tax Commission of Maryland September 24, 1941 as in conformity with law and ordered recorded.

Thos. W. Koon

Harry O. Levin

Commissioners

Recorded in Liber 170, folio 11, 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
Secretary
Albert W. Ward.

Capital - 100 Shares no par value.

Bonus tax paid \$20.00

Recording fee paid \$10.00

CERTIFICATE OF INCORPORATION.

FORD HOTEL CORPORATION : Be it remembered that on this 21st
 CERTIFICATE OF INCORPORATION : day of March A. D. 1944 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, C. Gibson Ford, whose post-office address in Bozman, Maryland, William D. Russell, whose post-office address is Bozman, Maryland, and D. Hughes LeCompte, whose post-office address is St. Michaels, 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 Ford Hotel Corporation.

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

To own and operate a hotel in the Town of St. Michaels, Talbot County, Maryland, or elsewhere, and to operate a garage for the storage and repair of automobiles in connection with such hotel.

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 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.

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 in St. Michaels, Maryland. The resident agent of the Corporation is C. Gibson Ford, whose post-office address is Bozman, Maryland. Said resident agent is a citizen of Maryland and actually resides therein.

Examined

FIFTH: The Corporation shall have three directors and C. Gibson Ford, William D. Russell and D. Hughes LeCompte 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 Fifty Thousand (\$50,000.00) Dollars par value of Common Stock, divided into five hundred (500) 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 9th, 1943.

WITNESS:

W. C. Mills
(W. C. Mills)

C. Gibson Ford
(C. Gibson Ford)

William D. Russell
(William D. Russell)

D. Hughes LeCompte
(D. Hughes LeCompte)

STATE OF MARYLAND, Talbot County, To Wit:-

I HEREBY CERTIFY, That on this 9th day of October, in the year one thousand nine hundred and forty-three, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared C. Gibson Ford, William D. Russell and D. Hughes LeCompte and severally acknowledged the foregoing Certificate of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.

Cornelia D. Wrightson
Notary Public
(Cornelia D. Wrightson)

MY COMMISSION EXPIRES MAY 7th., 1945.

CERTIFICATE OF INCORPORATION
OF
FORD HOTEL CORPORATION

received for record October 13, 1943 at 9:00 o'clock A. M., and approved by the State Tax Commission of Maryland October 13, 1943 as in conformity with law

and ordered recorded.

A 572

Owen E. Hitchins

Emerson C. Harrington, Jr.
Commissioners

Recorded in Liber 177, folio 232, 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 record-
ed 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

(SEAL'S)
(PLACE)

Capital - \$50,000.00

Increase of Capital

Bonus tax paid \$20.00 Recording fee paid \$10.00.

CERTIFICATE OF MERGER

THE EASTERN SHORE PUBLIC SERVICE COMPANY : Be it remembered that
 : on this 21st day of March A.D
 THE EASTERN SHORE PUBLIC SERVICE COMPANY : 1944, at 9 o'clock A. M. the
 and
 THE MARYLAND LIGHT AND POWER COMPANY : following Certificate of Merger
 _____ or instrument of Writing was re-
 ceived to be recorded and is accordingly enrolled as follows, to wit:-

STATE OF MARYLAND
 . . .

OFFICE OF THE STATE TAX COMMISSION
 CERTIFICATE OF MERGER.

To the Clerk of the Circuit Court for Talbot

Pursuant to Article 23, Section 33, of the Annotated Code of Maryland, the State Tax Commission of Maryland does hereby certify that an agreement of Merger has been filed in its office by Woodcock, Webb, Bounds & Travers Salisbury, Maryland which said agreement of merger was duly approved by said Commission on October 13, 1943 and in accordance with said Article and Section of the Code it is further certified:

- (a) The names of the merging corporations are The Eastern Shore Public Service Company of Maryland and The Maryland Light and Power Company
- (b) The name of the new corporation is The Eastern Shore Public Service Company
- (c) The location of the principal office of the new corporation is Salisbury, Maryland
- (d) The Agreement of merger is dated October 13, 1943
- (e) The time of receipt for record of the agreement of merger in the office of the State Tax Commission was October 13, 1943 at 12:30 P.M.

AS WITNESS to the act of the State Tax Commission of Maryland at Baltimore, this 28th day of February, 1944, I have set my hand and caused the seal of said Commission to be hereto affixed.

(SEAL'S)
 (PLACE)

Albert W. Ward

 Albert W. Ward SECRETARY.

Examined

ARTICLES OF DISSOLUTION

MAGRELAT CORPORATION : Be it remembered that on this 12th day
 ARTICLES OF DISSOLUTION : of May, A. D. 1944 at 9 o'clock A. M. the follow-
 ing Articles of Dissolution or Instrument of
 Writing was received to be recorded and is accordingly enrolled as follows
 to wit:-

MAGRELAT CORPORATION
 ARTICLES OF DISSOLUTION

Pursuant to Article Twenty-three, Section 96, of the Anno-
 tated Code of Maryland.

THIS IS TO CERTIFY:

(a) That the post-office address of the place at which the principal
 office of MAGRELAT CORPORATION is located is the Town of Easton, County of
 Talbot, State of Maryland.

(b) That the name and post-office address of each of the directors of
 the Corporation are as follows:

<u>Names</u>	<u>Post-Office Addresses</u>
James F. Latimer	Long Hill Road, Millington, N.J.
Dexter C. Hawkins	170 East 79th Street, New York, N.Y.
J. Wesley Hart	524 East 22nd Street, Brooklyn, N.Y.

(c) That the name, title and post-office address of each of the
 officers of the Corporation are as follows:

<u>Names</u>	<u>Title</u>	<u>Post-Office Addresses</u>
James F. Latimer	President	Long Hill Road, Millington, New Jersey.
Dexter C. Hawkins	Treasurer	170 East 79th Street, New York, New York.
J. Wesley Hart	Secretary	524 East 22nd Street, Brook- lyn, New York.

(d) That a majority of the whole board of directors of the
 Corporation, by resolution adopted at a meeting of the board of directors
 convened and held on October 20, 1943, duly authorized the dissolution of the
 Corporation.

That all the stockholders of the Corporation consented in writing on
 or before October 20, 1943, to such dissolution.

(e) That there are no known creditors of the Corporation.

(f) That there is attached hereto a certificate of the Comptroller
 of the Treasury of the State of Maryland, that all taxes assessed to the
 Corporation by the State Tax Commission and certified to the Comptroller (in-
 cluding taxes for the year 1943) have been paid.

STATE OF NEW YORK)
COUNTY OF NEW YORK) SS.:

I HEREBY CERTIFY, that on October 28, 1943, before me, the subscriber, a notary public of the State of New York, in and for the County of New York, personally appeared JAMES F. LATIMER, President of MAGRELAT CORPORATION, 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. Wesley Hart and made oath in due form of law that he was Secretary of the meeting of the board of directors of the Corporation and that dissolution was authorized by consent in writing of all the stockholders of the Corporation, and that the matters and facts set forth in said Articles of Dissolution are true to the best of his knowledge, information and belief.

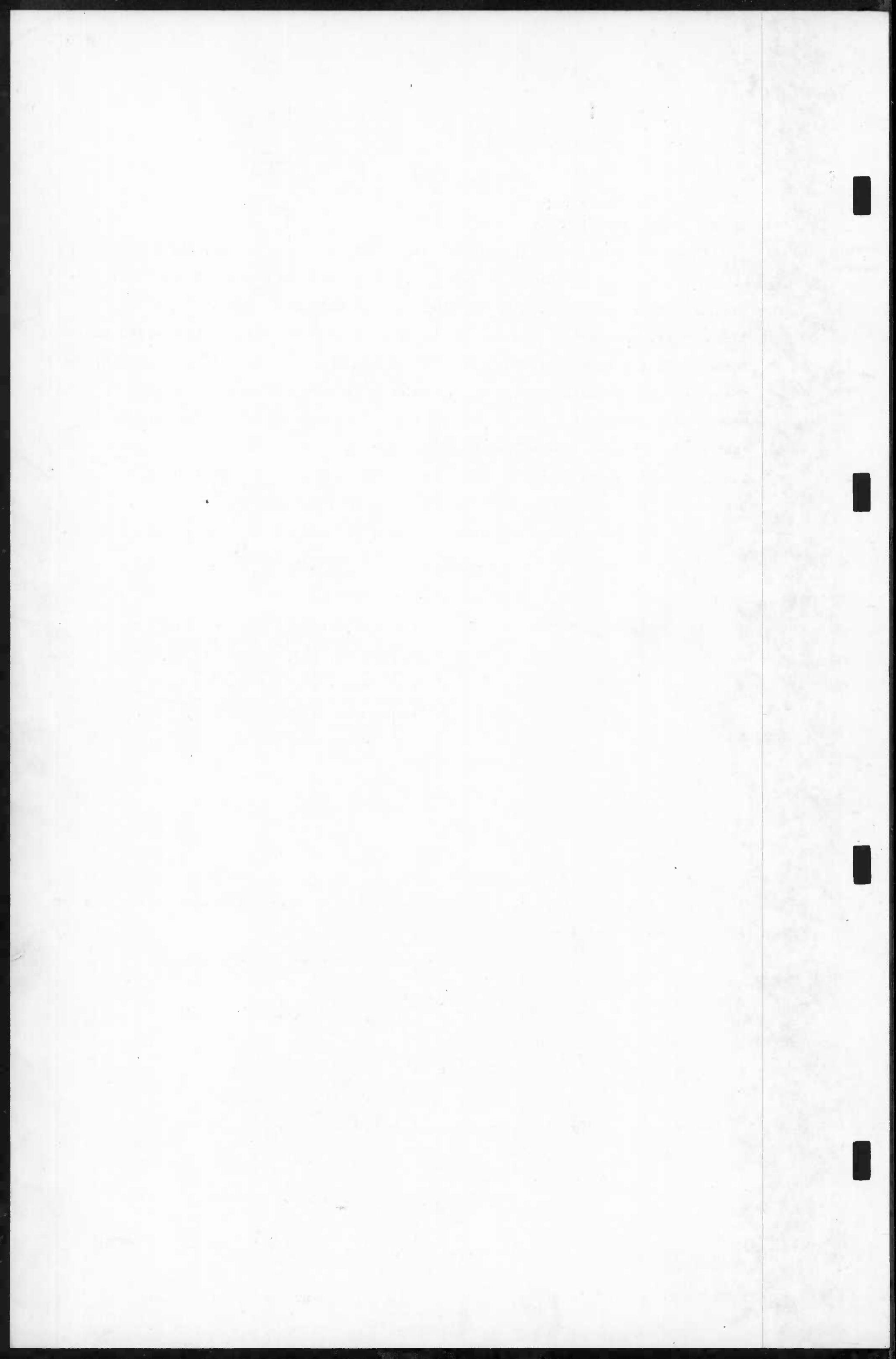
WITNESS my hand and notarial seal, the day and year last above written.

Joseph G. Kelly
Notary Public

Joseph G. Kelly
NOTARY PUBLIC, New York County
Clerk's No. 108, Register's No. 4K350

Commission expires March 30, 1944.

(NOTARIAL)
(SEAL)



IN WITNESS WHEREOF, MAGRELAT 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 attached and annexed by its Secretary, on October 28, 1943.

MAGRELAT CORPORATION

By James F. Latimere
James F. Latimer, President

ATTEST:

J. Wesley Hart,
J. Wesley Hart, Secretary

(SEAL'S)
(PLACE)

.....SEE PAGE 48-A. for Notary Affidavit.

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 assessed by the State Tax Commission against MAGRELAT CORPORATION and certified to the Comptroller for collection, up to and including the taxes for the year 1943, have been paid.

WITNESS my hand and official seal this second day of November, A. D. 1943.

J. Millard Tawes
Comptroller

SEAL

STATE TAX COMMISSION OF MARYLAND

THIS IS TO CERTIFY that the 1942 and 1943 franchise tax has been paid by the "Magrelat Corporation".

State Tax Commission of Maryland

By Harvey C. Eubanks
Harvey C. Eubanks

MAGRELAT CORPORATION

ARTICLES OF DISSOLUTION

Pursuant to Article Twenty-three, Section 96, of the Annotated Code of Maryland.

ARTICLES OF DISSOLUTION

OF

MAGRELAT CORPORATION

received for record November 4, 1943 at 3:00 o'clock P, M, and approved by the

State Tax Commission of Maryland November 4, 1943 as inconformity with law and ordered recorded.

A 650

Owen E. Hitchins

Robert France
Commissioners

Recorded in Liber 178, folio 56, 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.

(SEAL'S)
(PLACE)

Bonus tax paid \$ None Recording fee paid \$15.00

ROBERT B. DIXON AND COMPANY, INCORPORATED.ARTICLES OF REDUCTION OF ISSUED CAPITAL STOCK.

ROBERT B. DIXON AND COMPANY, INCORPORATED : Be it remembered that on this 7th day of
 ARTICLES OF REDUCTION OF ISSUED CAPITAL STOCK. : June, A. D. 1944 at 9 o'clock A. M. the following
 : Articles of Reduction or Instrument of Writing was
 received to be recorded and is accordingly en-

rolled 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 Thirty-two Thousand Five Hundred (\$32,500.00) Dollars to Twenty-five Thousand (\$25,000.00) Dollars.

2. That the Board of Directors of said Corporation at a meeting duly convened and held on January 12, 1943, 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; and said reduction was also approved at a Stockholders' Meeting of said Corporation held on July 12, 1943, by vote of two hundred and twenty-five (225) shares out of a total of two hundred and fifty (250) shares.

3. (a) That the method of effecting the reduction is by returning 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 March 29, 1941, 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 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.

(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 Twenty-five Thousand (\$25,000.00) Dollars represented by two hundred and fifty (250) 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 22nd day of December, in the year one thousand nine hundred and forty-three.

ATTEST:

Richard T. Norris
Secretary

Richard T. Norris

ROBERT B. DIXON AND COMPANY, INCORPORATED, (SEAL'S)
 By James Dixon (PLACE)
 President
 James Dixon

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 22nd day of December, in the year one thousand nine hundred and forty-three, 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 aforesaid going Articles of Reduction to be the corporate act of said Corporation; and at the same time also personally appeared Richard T. Norris and made oath in due form of law that he was the Secretary of the Meetings of Directors and Stockholders 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.

(NOTARIAL SEAL)

ARTICLES OF REDUCTION

OF

ROBERT B. DIXON AND COMPANY, INCORPORATED

received for record December 23, 1943 at 12:30 o'clock P. M., and approved by the State Tax Commission of Maryland December 23, 1943 as in conformity with law and ordered recorded.

A 803

Owen E. Hitchins

Emerson C. Harrington, Jr.
Commissioners

Recorded in Liber 179, folio 63, 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.

(SEAL'S)
(PLACE)

Albert W. Ward
Secretary
Albert W. Ward

capital

increase of Capital

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

ARTICLES OF AMENDMENT

ARTICLES OF AMENDMENT : Be it remembered that on this 7th day of
 OF : June A. D. 1944 at 9 o'clock A. M. the follow-
 THE SHANNAHAN AND WRIGHTSON HARDWARE COMPANY OF : ing Articles of Amendment or Instrument of
 TALBOT COUNTY. : Writing was received to be recorded and is accord-
 _____ : ingly enrolled as follows, to wit:

THE SHANNAHAN AND WRIGHTSON HARDWARE COMPANY OF TALBOT COUNTY

THIS IS TO CERTIFY:

First: That the charter of the Shannahan and Wrightson Hardware Company of Talbot County, a Maryland Corporation having its principal office in Easton, Maryland (hereinafter called the Corporation) is hereby amended by striking out the entire Amendment to its Charter as approved by the State Tax Commission of Maryland on the twenty second of April, 1918, 9 A. M., and recorded in Liber No. 15, folio 9, one of the Charter Records of said Commission, and inserting in lieu thereof, the following:

The authorized capital stock now consisting of One Hundred Thousand (\$100,000.00) Dollars, divided into One Thousand (1,000) shares of common stock of the value of One Hundred (\$100.00) Dollars each, without preference, be decreased to Fifteen Thousand (\$15,000.00) Dollars divided into One Thousand Five Hundred (1,500) shares of common stock, without preference each of the value of Ten (\$10.00) Dollars; that each shareholder of the old stock shall receive for the number of shares so held, the same number of shares of the new stock and that the Five Hundred (500) shares newly authorized be held in the Treasury.

SECOND: That the Board of Directors of the Corporation, at a meeting duly convened and held on the twenty seventh day of October, 1943, duly advised the Amendment of the Charter as herein above set forth by passing a Resolution declaring said Amendment is 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 and duly warned in the manner provided by law, was held at the office of said Corporation in the Town of Easton, Maryland, on the eighth day of November, 1943, at 8 P. M. and at said meeting, the Stockholders, by the affirmative vote of the holders of two-thirds of the shares of said class of stock outstanding and entitled to vote, duly adopted the Amendment of the Charter of the Corporation hereinbefore set forth.

IN WITNESS WHEREOF, the Shannahan and Wrightson Hardware Company of Talbot County has caused these presents to be signed in its name and on its behalf by J. Graham Shannahan, its President, and its corporate seal to be hereto attached and attested by L. Emory Lednum, its Secretary, on this 2nd day of December, 1943.

The Shannahan and Wrightson Hardware Company of
TALBOT COUNTY

ATTEST:

L. Emory Lednum, Secretary
L. Emory Lednum.

By: J. Graham Shannahan, President. (SEAL'S)
J. Graham Shannahan. (PLACE)

Graham

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY, THAT on this 2nd day of December, 1943, before me, the subscriber, a Notary Public of the State of Maryland in and for Talbot County, personally appeared the said J. Graham Shannahan, President of the Shannahan and Wrightson Hardware Company of Talbot County, 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 Eleanor Shannahan and made oath in due form of law that she was the SECRETARY of the meeting of the 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.

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

(NOTARIAL)
(SEAL)

Mary Hill Mills Notary Public.

ARTICLES OF AMENDMENT

OF

THE SHANNAHAN AND WRIGHTSON HARDWARE COMPANY OF TALBOT COUNTY

received for record December 3, 1943 at 3:00 o'clock P. M., and approved by the State Tax Commission of Maryland December 3, 1943 as in conformity with law and ordered recorded.

A-722

Robert France

Emerson C. Harrington, Jr.
Commissioners

Recorded in Liber 177, folio 433, 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.

(SEAL'S)
(PLACE)

Albert W. Ward
Secretary
Albert W. Ward

Capital -

Increase-of Capital -

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

STOCK ISSUANCE STATEMENT AND OPTION ON SAME

THE SHANNAHAN AND WRIGHTSON : Be it remembered that on this 7th day of
 HARDWARE COMPANY OF TALBOT : June, A. D. 1944 at 9 o'clock A. M. the following
 COUNTY. :
 :
 STOCK ISSUANCE STATEMENT AND : Stock Issuance Statement and Option on Same or
 OPTION ON SAME. :
 :
 : 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 Shannahan and Wrightson Hardware Company of Talbot County, a Maryland Corporation, having it's principal office in Easton, Maryland, (hereinafter called the Corporation) at a meeting duly convened and held on the 27th day of October, 1943, called a meeting of it's Stockholders to take action on Resolutions recommended by said Board of Directors, including the following Resolution, to wit:

"Further Resolved, that whereas J. Graham Shannahan since September 1939, has given most of his time as executive head of said Corporation, being Vice-President and President. The Corporation at that time being without credit, he loaned it up to \$12,500.00 of his personal funds, selling some of his investments, which afterward increased more than double in value, and borrowing on his life insurance policies in order to establish credit which was necessary, or else liquidating the Corporation, the Corporation paying only the interest on the life insurance loan; and during this time he has never received any salary; the stock in September, 1939 having no value and was so appraised in Inventories filed in the Orphans' Court of Talbot County in 1939 and 1941, and the statement of the Corporation on December 31st, 1942 showed it to be without value; and in consideration of his services, that the said J. Graham Shannahan be given an option to purchase any part or all of the Five Hundred (500) shares in the Treasury at One Dollar (\$1.00) Dollar per share for a period of five years from the date of the approval of the State Tax Commission of said Option; said option not assignable and expires at the death of J. Graham Shannahan or the expiration of said five years."

SECOND: That the meeting of the Stockholders of the Corporation, as aforesaid, being duly warned in the manner provided by law, was held at it's office in Easton, Maryland, on the 8th day of November, 1943, and at said meeting, the Stockholders by the affirmative vote of two-thirds of the shares of common stock (the only stock authorized by the Charter) and outstanding and entitled to vote, duly authorized the giving of an option on Five Hundred (500) shares of it's common stock held in the Treasury and the issuance of said stock for the consideration as set forth in Resolution mentioned in "First" paragraph

above, to J. Graham Shannahan as advised by the Board of Directors.

Of the One Thousand (1000) shares of said stock issued and outstanding, there was Nine Hundred and Four (904) shares represented in person and by proxy, Six Hundred and Eight (608) shares in person, and Two Hundred and Ninety Six (296) shares by proxy, and Nine Hundred and Four (904) shares voted in the affirmative.

IN WITNESS WHEREOF, The Shannahan and Wrightson Hardware Company of Talbot County has caused these presents to be signed in it's name and on it's behalf by it's President, J. Graham Shannahan, and it's corporate seal to be hereto affixed and attested by it's Secretary, L. Emory Lednum, on this 2nd day of December 1943.

THE SHANNAHAN AND WRIGHTSON
HARDWARE COMPANY OF TALBOT COUNTY

ATTEST:

L. Emory Lednum
L. Emory Lednum, Secretary

By: J. Graham Shannahan, President
J. Graham Shannahan, President.
(SEAL'S)
(PLACE)

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 2nd day of December 1943, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared J. Graham Shannahan, President of The Shannahan and Wrightson Hardware Company of Talbot County, 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 Eleanor Shannahan and made oath in due form of law that she was the Secretary of the meeting of the Stockholders of the Corporation at which the issuance of the stock therein mentioned and the option on the same was authorized and that the matters and facts set forth in said statement are true to the best of her knowledge, information and belief.

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

Mary Hill Mills

Notary Public

(NOTARIAL)
(SEAL)

STOCK ISSUANCE STATEMENT

OF

THE SHANNAHAN AND WRIGHTSON HARDWARE COMPANY OF TALBOT COUNTY

received for record December 3, 1943 at 3.10 o'clock P. M. and approved by the State Tax Commission of Maryland December 3, 1943 as in conformity with law and ordered recorded.

A 723

Robert France

Emerson C. Harrington, Jr.
Commissioners

Recorded in Liber 177, folio 435, 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
Secretary

(SEAL'S)
(PLACE)

Albert W. Ward

~~Capital-~~

~~Increase-of-Capital-~~

Bonus tax paid\$ None Recording fee paid \$5.00.

ARTICLES OF DISSOLUTION

ARTICLES OF DISSOLUTION : Be it remembered that on this 7th day
 THE NEW BRICK & TILE COMPANY, : of June A. D. 1944 at 9 o'clock A. M. the
 INC. : 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 New Brick & Tile Company (hereinafter called the Corporation) is located is Port Street, Easton, Talbot County, Maryland.

(b) That the name and post-office address of each of the directors of the Corporation are as follows:

J. Elwood Smith	Easton, Maryland
Edna B. Clark	Easton, Maryland
Lawrence E. Birge	Easton, Maryland

(c) That the name, title and post-office address of each of the officers of the Corporation are as follows:

J. Elwood Smith	President	Easton, Maryland
Edna B. Clark	Vice President	Easton, Maryland
Lawrence E. Birge	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 conveyed and held on July 15th, 1943, duly advised the dissolution of the Corporation and called a meeting of the stockholders to take action thereon;

That thereafter and on or before September 1, 1943, all the stockholders of the Corporation consented in writing to such dissolution.

(e) That on or before October 15th, 1943, notice that dissolution of the Corporation had been authorized pursuant to the provisions of Section 96 of Article 23 of the Annotated Code of Maryland (1939) Edition, was mailed to all known creditors of the Corporation at their addresses according to the records of the Corporation.

(f) That there is attached hereto a certificate of the Comptroller of the Treasury of the State of Maryland that all taxes assessed to the Corporation by the State Tax Commission and certified to the Comptroller for collection (including taxes for the year 1943) have been paid.

IN WITNESS WHEREOF, THE NEW BRICK & TILE COMPANY has caused these presents to be signed in its name and on its behalf by J. Elwood Smith as President attested by Lawrence E. Birge, its Secretary-Treasurer, on the 11th day of December, 1943.

Attest:

THE NEW BRICK & TILE COMPANY (SEAL'S)
(PLACE)

/s/ Lawrence E. Birge
Lawrence E. Birge -Secretary-
Treasurer

By /s/ J. Elwood Smith
J. Elwood Smith-President

STATE OF MARYLAND, COUNTY OF TALBOT, ss:

I HEREBY CERTIFY, That on 11th of December, 1943, before me, the subscriber, a

notary public of the State of Maryland, in and for the County of Talbot, personally appeared J. Elwood Smith, President of The New Brick & Tile 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 Lawrence E. Birge 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 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.

/s/ Mary Hill Mills
Notary Public
Mary Hill Mills

(Seal's
Place)

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 assessed by the State Tax Commission against the NEW BRICK & TILE COMPANY, INC., and certified to the Comptroller for Collection, up to and including the taxes for the year 1943, have been paid.

WITNESS my hand and official seal this twenty-seventh day of November, A. D. 1943.

J. Millard Tawes,
Comptroller

SEAL

STATE TAX COMMISSION OF MARYLAND

THIS IS TO CERTIFY that the 1942 and 1943 franchise tax has been paid by "The New Brick & Tile Company".

State Tax Commission of Maryland
By Albert E. Leffler

ARTICLES OF DISSOLUTION

OF

THE NEW BRICK & TILE COMPANY

received for record December 20, 1943 at 9 o'clock A. M., and approved by the State Tax Commission of Maryland December 20, 1943 as in conformity with law and ordered recorded.

A-783

Robert France

Emerson C. Harrington, Jr.
Commissioners

Recorded in Liber 179, folio 18, 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.

(SEAL'S)
(PLACE)

Albert W. Ward
Secretary
Albert W. Ward

Capital

Increase of Capital

Bonus tax paid \$ None Recording fee paid \$15.00

CERTIFICATE OF INCORPORATION

CERTIFICATE OF INCORPORATION : Be it remembered that on this 7th day of
 OF :
 THE WATKINS AUTO SUPPLY COM- : July, A. D. 1944 at 9 o'clock A. M. the following
 PANY, INCORPORATED. : Certificate of Incorporation or Instrument of
 :
 : Writing was received to be recorded and is accord

ingly enrolled as follows, to wit:

T H I S I S T O C E R T I F Y :

THAT we, the subscribers, Raymond H. Elliott, Bessie Pearl Elliott and Sheldon Lord, whose Postoffice address in each instance is Easton, Maryland, 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 thereunder.

1. The NAME of the Corporation is "THE WATKINS AUTO SUPPLY COMPANY, INCORPORATED".
2. The purpose or 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 promote, develop and operate the business of a general automobile and automotive service and repair shop and a general store for the wholesale and retail traffic and barter in automobiles, trucks, tractors, trailers of all kinds, steam, electric gas and gasoline driven; and parts, accessories and supplies of all kinds for said vehicles ; and fixtures and equipment incidental to the manufacture, servicing, repairing or rebuilding thereof, including the storage, purchase and sale and exchange of gasoline, oils, greases and lubricants of every kind.
 - (b) To purchase, lease, acquire, sell, exchange or trade in all kinds of property, real, personal and mixed, and to own, hold, sell, grant and convey, exchange, encumber by mortgage or otherwise, in any manner whatsoever, said property or any rights, interests, equities, mortgages and options in, upon or affecting the same, and to improve, construct, build, own, operate, sell or lease any warehouse, a storagehouse, dwelling house, store room or other facilities for the storage or warehousing of all kinds of vehicles, goods, wares or merchandise of any and all kinds, whether manufactured or grown.
 - (c) To manufacture, purchase and sell paints, varnishes, oils, fillers, stains, colors, enamel, mortar and cement stains and coatings, putty, glass, hardware and all articles incidental thereto.
 - (d) To act as dealer, broker, agent or factor for any person firm or corporation in the sale, barter, exchange, purchase or trade of any and all kinds of vehicles or other real or personal property wherein the corporation is authorized to deal in any manner.
 - (e) 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 any business or bus-

E. Elliott

inneses that this corporation may be authorized to operate, and to pay for the same in cash, stocks or bonds of the corporation. or otherwise, in the manner provided by law.

(f) To amalgamate, units, or cooperate either generally or to or for any limited extent or period of time, determinable, continuous or otherwise, with any corporation, company, firm or person already or hereafter to be established for 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) 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 purposes, of this corporation, or any of them.

(h) 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 and promoted in the State of Maryland and elsewhere in the United States of America and in such other localities as the Board of Directors may deem advisable.

4. The Postoffice address at which the principal office of said corporation in this State shall be located will be in Easton, Maryland. The Resident Agent of the Corporation is Raymond H. Elliott, whose Postoffice address is Easton, Maryland. Said Resident Agent is a citizen of the State of Maryland, actually residing therein.

5. The corporate stock shall consist and be of One Hundred shares without nominal or par value.

6. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of the shares of stock without nominal or par value thereof as aforesaid, for such consideration as the Board may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the Corporation.

7. The said corporation shall have not less than three nor more than five directors, and Raymond H. Elliott, Bessie Pearl Elliott and Sheldon Lord, all of whom actually reside in Talbot County, State of Maryland, shall act as such until the first annual meeting or until their successors are duly

chosen and qualified.

8. 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 herunto set our hands this 27th day of January in the year one thousand nine hundred and forty-four.

Test:

Mary L. North
Mary L. North

Raymond H. Elliott
Raymond H. Elliott.

Bessie Pearl Elliott
Bessie Pearl Elliott.

Sheldon Lord
Sheldon Lord.

STATE OF MARYLAND, TALBOT COUNTY, to wit:

I HEREBY CERTIFY, that on this 27th day of January, A. D. 1944, before me, the subscriber, a Notary Public of the State of Maryland in and for Talbot County, personally appeared Raymond H. Elliott, Bessie Pearl Elliott and Sheldon Lord, the above named incorporators, and they each acknowledged the foregoing certificate of Incorporation to be their act.

As witness my hand and Notarial Seal.

Mary L. North
Mary L. North, Notary Public.

(NOTARIAL SEAL)

CERTIFICATE OF INCORPORATION
OF

THE WATKINS AUTO SUPPLY COMPANY, INCORPORATED

received for record January 28, 1944 at 11:00 o'clock A. M., and approved by the State Tax Commission of Maryland January 28, 1944 as in conformity with law and ordered recorded.

A-959

Owen E. Hitchins
Emerson C. Harrington, Jr.
Commissioners

Recorded in Liber 178, folio 399, 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.

(SEAL'S PLACE)

Albert W. Ward, Secretary
Albert W. Ward

Capital - 100 Shares without par value

Bonus tax paid \$20.00

Recording fee paid \$10.00

ARTICLES OF AMENDMENT OF CERTIFICATE OF INCORPORATION.

ARTICLES OF AMENDMENT OF CERTIFICATE OF INCORPORATION OF,
 and
 ARTICLES OF REDUCTION OF AMOUNT OF ISSUED CAPITAL STOCK OF,
 THE BLUE CHANNEL CORPORATION,
 A Maryland corporation.

: Be it remembered that
 : on this 7th day of July A. D. 1944
 : at 9 o'clock A. M. the following
 : Articles of Amendment of Certificate of Incorporation 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, AND ARTICLES OF REDUCTION OF AMOUNT OF ISSUED CAPITAL STOCK OF, THE BLUE CHANNEL CORPORATION

THIS IS TO CERTIFY that:

1. The Certificate of Incorporation of The Blue Channel Corporation, a Maryland corporation having its principal office at St. Michaels, Talbot County, Maryland (hereinafter called the Corporation), is hereby amended by striking out Article Fifth of such Certificate of Incorporation and inserting in lieu thereof the following:

FIFTH: The total amount of the authorized capital stock of the Corporation is 5,000 shares of which 2,300 shares are shares of preferred stock without par value and 2,700 shares are shares of common stock without par value (hereinafter sometimes called Common Stock).

The classes of the capital stock of the Corporation, the preferences, voting powers, restrictions and qualifications of each class, the fixed annual dividends thereon, the times and prices of redemption thereof and the conversion rights thereof, are as in this Article Fifth set forth, described, expressed and determined or as shall be fixed by the Board of Directors as hereinafter provided:

(A) Upon this Article Fifth, as amended, becoming effective, 1491 shares of Participating Preference Stock of the Corporation, par value \$100 per share, presently issued and outstanding, shall be changed into 1491 shares of Preferred Stock, Series A, without par value (hereinafter sometimes called the Series A. Preferred Stock), share for share, and Preferred Stock, Series B, without par value (hereinafter sometimes called the Series B Preferred Stock), may be issued in an amount not exceeding in the aggregate, including all shares of Series A Preferred Stock from time to time outstanding, the total number of shares of preferred stock hereinabove authorized, for such considerations as the Board of Directors may from time to time deem advisable, subject to such limitations and restrictions as may be set forth in the Certificate of Incorporation and By-laws of the Corporation. Upon this Article

Examined

Fifth, as amended, becoming effective, 1185 shares of Common Stock of the Corporation, par value \$1 per share, presently issued and outstanding, shall be changed into 1185 shares of Common Stock without par value (hereinafter sometimes called the Common Stock), share for share, and, subject to such limitations and restrictions as may be set forth in the Certificate of Incorporation and By-laws of the Corporation, the Board of Directors is hereby empowered to authorize the issue from time to time of all or any part of the shares of authorized and unissued Common Stock for such considerations as the Board of Directors may from time to time deem advisable.

(B) The Board of Directors is hereby expressly empowered to classify or reclassify, by articles supplementary to the Certificate of Incorporation, any unissued preferred stock (including any shares of Series A. Preferred Stock which shall have been redeemed or purchased for retirement and shall at the time have the status of authorized and unissued Series A. Preferred Stock pursuant to the provisions of paragraph (f) of subdivision (C) of this Article Fifth), by fixing or altering in any one or more specified respects, from time to time before the issuance of such preferred stock, the preferences, voting powers, restrictions and qualifications of, the fixed annual dividends on, the times and prices of redemption of, and the conversion rights of, such preferred stock to the full extent now or hereafter permitted by the laws of Maryland, but subject to the following limitations or restrictions:

(a) such preferred stock shall be designated Preferred Stock, Series B:

(b) such preferred stock shall at all times be subordinate to the Series A. Preferred Stock as to dividends and assets; and

(c) none of such preferred stock may be redeemed or purchased for retirement until all the Series A Preferred Stock shall have been retired.

Whenever the Board of Directors shall from time to time so fix or alter the preferences, voting powers, restrictions and qualifications, the fixed annual dividends on, the prices of redemption of, and the conversion rights of, such stock, pursuant to the power conferred by this Article Fifth, and before any such preferred stock of such class shall be issued, a further description of such stock, with the preferences, voting powers, restrictions and qualifications thereof, the fixed annual dividends thereon, the prices of redemption thereof, and the conversion rights thereof, as so fixed or altered by the Board of Directors, shall be set forth in articles supplementary to the Certificate of Incorporation which shall be executed, verified, acknowledged and delivered for record in the manner required or permitted by the laws of Maryland, and thereupon the provisions of any such articles supplementary shall become a part of the Certificate of Incorporation of the Corporation and shall be subject to amendment to the same extent provided therein for amendments to the Certificate of Incorporation.

(C) The designations, preferences and voting powers, and the restrictions or qualifications thereof, of the Series A Preferred Stock and the Common Stock of the Corporation are as follows:

(a) Out of the net earnings or earned surplus of the Corporation legally available for dividends, the holders of Series A Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends in cash at the rate of \$4 per share per annum, and no more, payable annually on the first day of January in each year (the annual periods commencing on the first days of January being herein designated as dividend periods), from January 1, 1943, before any sum or sums shall be set aside for or applied to the purchase or redemption of preferred stock, and before any dividends shall be declared or paid upon or set apart for, or any other distribution shall be ordered or made in respect of, the Series B Preferred Stock or the Common Stock, and before any shares of Common Stock shall be purchased, redeemed, retired or otherwise acquired by the Corporation; and such dividends shall be cumulative (whether or not in any dividend period there shall be net earnings or earned surplus of the Corporation legally available for the payment of such dividends), so that if at any time dividends upon all the outstanding shares of Series A Preferred Stock at the rate of \$4 per share per annum from January 1, 1943, to the end of the then current dividend period, shall not have been paid or declared and a sum sufficient for the payment thereof set apart for such payment, the amount of the deficiency shall be fully paid, but without interest, or dividends in such amount declared and a sum sufficient for the payment thereof set apart for such payment, before any sum or sums shall be set aside for or applied to the purchase or redemption of preferred stock, and before any dividends shall be declared or paid upon or set apart for, or any other distribution shall be ordered or made in respect of, the Series B Preferred Stock or the Common Stock, and before any shares of Common Stock shall be purchased, redeemed, retired or otherwise acquired by the Corporation.

(b) Out of any net earnings or earned surplus of the Corporation legally available for dividends remaining after full dividends upon the Series A Preferred Stock then outstanding shall have been paid at the rate of \$4 per share per annum for all past dividend periods, and after or concurrently with making payment of, or declaring and setting apart for payment, full dividends at said rate on all Series A Preferred Stock then outstanding to the end of the then current dividend period, then, and not otherwise, the holders of the Series B Preferred Stock and the Common Stock shall, subject to the provisions of the Certificate of Incorporation, as from time to time amended and supplemented, be entitled to receive such dividends as may from time to time be declared by the Board of Directors; provided, however, that, unless and until the number of issued and outstanding shares of Series A Preferred Stock shall be less than 746 shares, no dividends whatsoever, whether in cash, stock or otherwise (other than dividends payable in Common Stock),

shall be declared or paid upon or set apart for, or any other distribution be ordered or made in respect of, the Common Stock.

(c) Anything herein to the contrary notwithstanding but subject to the provisions of paragraph (g) of this subdivision (C) of Article Fifth, the rights of the holders of preferred stock and Common Stock of the Corporation in respect of dividends shall at all times be subject to the power of the Board of Directors from time to time to set aside such reserves and to make such other provisions, if any, as said Board shall deem to be necessary or advisable for working capital, for additions, improvements and betterments to plant and equipment, for expansion of the Corporation's business (including the acquisition of real and personal property for that purpose) and for any other purpose of the Corporation. Subject to the provisions of this Article Fifth, the Board of Directors shall have power from time to time to authorize the use of the earned surplus of the Corporation for the purpose of acquiring any of the capital stock of the Corporation.

(d) The Series A Preferred Stock shall be preferred as to both earnings and assets over the Series B Preferred Stock and the Common Stock and, in the event of any voluntary or involuntary liquidation or dissolution or winding up of the Corporation, the holders of the Series A Preferred Stock shall be entitled to receive out of the assets of the Corporation available for distribution to its stockholders, whether from capital, surplus or earnings, an amount equal to \$100 per share, plus an amount equal to all dividends accrued or in arrears thereon to the date of distribution, for every share of their holdings of Series A Preferred Stock, before any distribution of assets shall be made to the holders of Series B Preferred Stock or Common Stock, and after the holders of Series B Preferred Stock then outstanding shall have received the amounts to which such holders are entitled upon such voluntary or involuntary liquidation or dissolution or winding up of the Corporation, as fixed by the Certificate of Incorporation, as theretofore amended and supplemented, 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, according to the number of shares of Common Stock held by them respectively. If upon any voluntary or involuntary liquidation or dissolution or winding up of the Corporation the amounts payable on or in respect of the Series A Preferred Stock are not paid in full, the holders of shares of Series A Preferred Stock shall share ratably in any distribution of assets according to the number of shares of Series A Preferred Stock held by them respectively. No merger or consolidation of the Corporation with or into any other corporation, which shall not in fact result in the liquidation of the enterprise and the distribution of assets to stockholders, shall be deemed to be a liquidation, dissolution or winding up of the Corporation as aforesaid.

(e) The term "dividends accrued or in arrears" whenever used in this Article Fifth with reference to any shares of Series A Preferred Stock shall be deemed to mean (whether or not in any dividend period or in any part thereof in

respect of which such term is used there shall have been net earnings or earned surplus of the Corporation legally available for the payment of such dividends) that amount which shall be equal to dividends in cash at the rate of \$4 per share per annum from January 1, 1943, to the date as of which dividends accrued or in arrears are or are to be determined for such shares (including an amount equal to the dividend at such rate for the elapsed portion of the current dividend period) less the amount of all dividends paid upon such shares.

(f) The Series A Preferred Stock, or any part thereof, at any time outstanding may be redeemed by the Corporation at its election expressed by resolution of the Board of Directors, at any time or from time to time, upon not less than thirty (30) days' previous notice to the holders of record of the Series A Preferred Stock to be redeemed, mailed to the holders of the Series A Preferred Stock to be redeemed, at their respective addresses as the same shall appear on the books of the Company, at the redemption price of \$100 per share, plus all dividends accrued or in arrears thereon to the date fixed in such notice as the date of redemption; provided, however, that less than all the Series A Preferred Stock at the time outstanding may be redeemed only after all dividends accrued or in arrears upon all the shares of Series A Preferred Stock then outstanding shall have been paid for all past dividend periods and after or concurrently with making payment of, or declaring and setting apart for payment, full dividends on all the shares of Series A Preferred Stock then outstanding (other than the shares to be redeemed) to the end of the then current dividend period. If less than all the outstanding shares of Series A Preferred Stock is to be redeemed, the redemption shall be made pro rata in such manner as may be determined or prescribed 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 be made by the Corporation in providing moneys for the payment of the redemption price pursuant to such notice), or, if the Corporation shall so elect, from and after a date (hereinafter called the date of deposit and which shall be prior to the date fixed as the date of redemption) on which the Corporation shall provide moneys for the payment of the redemption price by depositing the amount thereof for account of the holders of Series A Preferred Stock entitled thereto with a bank or trust company having a capital and surplus of at least \$1,000,000 pursuant to notice of such election included in the notice of redemption specifying the date on which such deposit will be made, all dividends on the Series A Preferred Stock thereby called for redemption shall cease to accrue and all rights of the holders thereof as stockholders of the Corporation, except the right to receive the redemption price as hereinafter provided, shall cease and terminate. After the deposit of such amount with such bank or trust company, the respective holders of record of the Series A Preferred Stock to be redeemed shall be entitled to receive the redemption price at any time upon actual delivery to such bank or trust company of certificates for the number of shares to be redeemed properly stamped for transfer (if required) and duly endorsed

in blank or accompanied by proper instruments of assignment and transfer thereof duly endorsed in blank. Any moneys so deposited which shall remain unclaimed by the holders of Series A Preferred Stock called for redemption at the end of 6 years after the redemption date, together with any interest thereon which shall be allowed by the bank or trust company with which the deposit shall have been made, shall be paid by such bank or trust company to the Corporation. Series A Preferred Stock redeemed, or purchased for retirement, shall have the status of authorized and unissued preferred stock and, until the classification thereof shall have been changed, shall retain the classification thereof obtaining before such redemption or purchase but such preferred stock shall not thereafter be issued as Series A Preferred Stock.

(g) Except as otherwise made mandatory by law, the holders of the Series A Preferred Stock shall have no voting power otherwise than as hereinafter set forth.

If at any time dividends accrued or in arrears upon the shares of Series A Preferred Stock then outstanding shall amount to more than \$4 per share, a default in preferred dividends, for the purposes of this paragraph (g), shall be deemed to have occurred; and, having so occurred, such default in preferred dividends shall be deemed to exist thereafter until, but only until, all dividends accrued or in arrears on all shares of Series A Preferred Stock then outstanding shall have been paid to the end of the last preceding dividend period and the full dividend thereon to the end of the then current dividend period shall have been paid or declared and a sum sufficient for the payment thereof set apart for such payment. If and whenever a default in preferred dividends shall exist, the holders of the outstanding Series A Preferred Stock and Series B Preferred Stock, voting together as a class, shall have the right, at the next annual meeting of stockholders of the Corporation for the election of directors (unless at the time of such meeting such default in preferred dividends shall no longer exist) and at each such meeting thereafter during the existence of such default in preferred dividends, to elect a majority of the members of the Board of Directors. Any director elected by the holders of the preferred stock shall continue to serve as such director for the full term for which he shall have been elected, notwithstanding that prior to the end of such term the default in preferred dividends which permitted his election by the holders of the preferred stock shall cease to exist. If, prior to the end of the term of any director so elected by the holders of the preferred stock, a vacancy in the office of such director shall occur by reason of the death, resignation, removal or disability of such director, or for any other cause, such vacancy shall be filled for the unexpired term in the manner provided in the By-laws of the Corporation; provided that if such vacancy shall be filled by election by the stockholders at a meeting thereof, the holders of the then outstanding preferred stock shall have the right to fill such vacancy, unless at the time no default in preferred dividends shall exist.

Anything contained herein or in the By-laws to the contrary notwithstanding, so long as any shares of the Series A Preferred Stock shall be outstanding, the Corporation shall not, without the consent, given by resolution adopted at a meeting duly called for that purpose, or, if permitted by law, given in writing, of the holders of at least two-thirds of the number of shares of Series A Preferred Stock at the time outstanding.

(1) alter or change the preferences, voting powers, restrictions or qualifications of the Series A Preferred Stock so as materially adversely to affect the Series A Preferred Stock;

(2) increase the authorized number of shares of preferred stock;

(3) authorize the issue of any shares of Series A Preferred Stock in addition to the shares thereof hereinbefore provided for in subdivision (A) of this Article Fifth;

(4) create any new class of stock having preference over, or being on a parity with, the Series A Preferred Stock as to dividends or assets, or create any obligation or security of the Corporation directly or indirectly convertible into or exchangeable for shares of stock of any class having preference over, or being on a parity with, the Series A Preferred Stock, as to dividends or assets;

(5) create, assume or guarantee any indebtedness (excluding current liabilities for accounts payable and excluding indebtedness for the purpose of extending, renewing or refunding at least an equal aggregate principal amount of indebtedness of the Corporation) in excess of (i) 80% of the cost to the Corporation of inventoried merchandise of the Corporation in storage plus (ii) 50% of the cost to the Corporation of any equipment or buildings of the Corporation purchased or constructed after January 1, 1943, for the purpose of increasing production of the Corporation.

(6) sell, lease or convey all or substantially all the property or business of the Corporation or part with the control thereof, or consolidate with or merge into any other company; or

(7) Subject to the provisions of paragraph (g) of this subdivision (C) of Article Fifth and subject to the provisions of the By-laws of the Corporation, as from time to time amended, with respect to the closing of the transfer books and the fixing of a record date for the determination of stockholders entitled to vote, as each meeting of the stockholders each holder of record of Common Stock shall be entitled to one vote for each such share of Common Stock held by him.

II. The Certificate of Incorporation of the Corporation is hereby further amended by striking out paragraph 1 of Article Seventh of such Certificate of Incorporation.

III. The Certificate of Incorporation of the Corporation is hereby further amended by striking out paragraph 2 of Article Seventh of such Certificate of Incorporation and inserting in lieu thereof the following;

2. The Board of Directors may determine by resolution prior to the issue of any shares of the capital 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. The capital of the Corporation may be increased and its surplus decreased from time to time by resolution of the Board of Directors transferring the whole or any part of the surplus to the capital account.

IV. The Certificate of Incorporation of the Corporation is hereby further amended by striking out paragraph 13 of Article Seventh of such Certificate of Incorporation and inserting in lieu thereof the following;

13. No holder of any share or shares of any class of stock of the Corporation, whether now or hereafter authorized, shall, as such holder, have any preemptive or preferential right of subscription to any share or shares of any class of stock of the Corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the Corporation, issued or sold, nor any right of subscription to any thereof, other than such, if any, and for such consideration, and upon such terms and conditions, as the Board of Directors, in its discretion from time to time, may determine, pursuant to the authority hereby conferred, and the Board of Directors may issue stock of the Corporation or obligations convertible into stock of the Corporation without offering such issue of stock or obligations either in whole or in part to the stockholders of the Corporation. Should the Board of Directors as to any portion of the stock of the Corporation, whether now or hereafter authorized, or as to any obligations convertible into stock of the Corporation, offer the same to the stockholders or any class thereof, such offer shall not in any way constitute a waiver or release of the right of the Board of Directors subsequently to dispose of other portions of said stock or other obligations convertible into stock, without so offering the same to the stockholders.

V. The Certificate of Incorporation of the Corporation is hereby further amended by striking out Article Eight of such Certificate of Incorporation and inserting in lieu thereof the following;

EIGHTH: From time to time any of the provisions of this 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

time conferred upon the stockholders of the Corporation by this Certificate of Incorporation are granted subject to the provisions of this Article Eighth. Except as otherwise made mandatory by law, the terms of any of the outstanding stock of the Corporation may be changed by classification, reclassification or otherwise pursuant to an amendment to this Certificate of Incorporation which shall have been adopted by two-thirds of each class of stock outstanding and entitled to vote thereon.

VI. The Certificate of Incorporation of the Corporation is hereby further amended by striking out Article Fourth of such Certificate of Incorporation and inserting in lieu thereof the following:

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 Centreville, Queen Anne's County, Maryland.

The name of the Corporation's resident agent, who is authorized to act as such, is M. Wilson Harris, and his post-office address is Centreville, Queen Anne's County, Maryland. Said resident is a citizen of the State of Maryland and actually resides therein.

VII. (a) The amount of the issued capital stock of the Corporation is hereby reduced from \$151,187.50 to \$74,817.55 (i) by reducing from \$149,100 to \$74,550 the amount of capital represented by 1,491 shares of Participating Preference Stock, par value \$100 per share, hereinabove changed by these Articles of Amendment into an equal number of shares of Series A Preferred Stock, without par value, presently issued and outstanding, (ii) by retiring 20 shares of Participating Preference Stock, par value \$100 per share, held by the Corporation and (iii) by increasing from \$87.50 to \$267.55 the amount of capital represented by 1,185 shares of Common Stock, par value \$1 per share, hereinabove changed by these Articles of Amendment into an equal number of shares of Common Stock, without par value, presently issued and outstanding;

(b) The amount of the issued capital stock of the Corporation prior to the reduction was \$151,187.50, of which (i) \$151,100 was represented by 1491 shares issued and outstanding, and by 20 shares issued and held by the Corporation, of Participating Preference Stock, par value \$100 per share, and (iii) \$87.50 was represented by 1185 shares issued and outstanding of Common Stock, par value \$1 per share:

(c) The amount of the reduction of the issued capital stock of the Corporation hereby made is \$76,369.95, of which (i) \$74,550 represents a reduction in the amount of capital represented by the presently issued and outstanding shares of Series A Preferred Stock, without par value (heretofore Participating Preference Stock, par value \$100 per share), (ii) \$2,000 represents a reduction in the number of issued shares of said Participating Preference Stock and (iii) \$180.05 represents an increase in the amount of capital represented by the presently issued and outstanding shares of Common Stock, without par value (heretofore Common Stock, par value \$1 per share);

(d) The amount of the issued capital stock of the Corporation, as so reduced, is \$74,817.55, of which \$74,550 is represented by 1491 presently issued and outstanding shares of Series A Preferred Stock, without par value (heretofore Participating Preference Stock, par value \$100 per share), and \$267.55 is represented by 1185 presently issued and outstanding shares of Common Stock, without par value (heretofore Common Stock, par value \$1 per share).

VIII. The Board of Directors of the Corporation at a meeting duly convened and held on August 7, 1943, duly advised the amendment of the Certificate of Incorporation, and the reduction of the amount of the issued capital stock of the Corporation, hereinabove set forth, by passing a resolution declaring that said amendment and reduction are advisable and calling a meeting of stockholders to take action thereon.

IX. The meeting of the 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 in Centreville, Queen Anne's County, Maryland, on August 21st, 1943, and at said meeting the stockholders, by the affirmative vote of the holders of all the shares of stock of the Corporation outstanding and entitled to vote thereon, duly adopted and authorized the amendment of the Certificate of Incorporation of the Corporation, and the reduction of the amount of issued capital stock of the Corporation, hereinabove set forth.

X. The number of shares of the authorized capital stock of the Corporation is neither increased or decreased by said amendment of the Certificate of Incorporation hereinabove set forth.

IN WITNESS WHEREOF, The Blue Channel Corporation has caused these presents to be signed in its name and on its behalf by its president and its corporate seal to be hereunto affixed and attested by its Secretary on this fifth day of January, 1944.

(CORPORATE)
(SEAL)

THE BLUE CHANNEL CORPORATION

By Sterling G. Harris

President

Sterling G. Harris

ATTEST:

John Goldsborough

Secretary

John Goldsborough.

A 940

Owen E. Hitchins

Emerson C. Harrington, Jr.

Commissioners

Recorded in Liber 178, folio 347, 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)

(SEAL'S)

(PLACE)

Capital

Increase of Captial

Bonus tax paid \$ None $\frac{1}{2}$ Recording fee paid \$15.00.

CERTIFICATE OF INCORPORATION

CERTIFICATE OF INCORPORATION : Be it remembered that on this 10th day of
 OF : February, A. D. 1945, at 9 o'clock A. M. the
 REID MOTOR COMPANY, INCORPORATED : following Certificate of Incorporation or In-
 _____ strument of writing was received to be re-
 corded and is accordingly enrolled as follows, to wit:-

REID MOTOR COMPANY, INCORPORATED

CERTIFICATE OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, G. Barnes Reid, whose post-office address is Easton, Maryland, Margaret D. Reid, whose post-office address is Easton, Maryland, and T. Hughlett Henry, 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 REID MOTOR 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:

(a) To buy, sell, lease, deal in and deal with, store and repair automobiles and motor vehicles of all descriptions, including motor boats, marine engines, bicycles and vehicles of all kinds and descriptions, and all parts and accessories, and all parts and supplies used in connection therewith.

(b) To act as agent, or broker, for insurance companies of every kind, or character, in the sale of insurance to persons or corporations in the State of Maryland, or elsewhere, subject, however, to the insurance laws of the State of Maryland, and to such regulations as are thereby prescribed.

(c) 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.

(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

E. Barnes

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 in Easton, Maryland. The resident agent of the Corporation is G. Barnes Reid, 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 G. Barnes Reid, Margaret D. Reid and T. Hughlett Henry 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 Five Thousand (\$5,000.00) Dollars par value of Common Stock, divided into Five Thousand (5,000) 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 July 15th, 1944.

Elizabeth Flynn
(Elizabeth Flynn)

G. Barnes Reid
(G. Barnes Reid)

Margaret D. Reid
(Margaret D. Redd)

T. Hughlett Henry
(T. Hughlett Henry)

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 15th day of July, in the year one thousand nine hundred and forty-four, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared G. Barnes Reid, Margaret D. Reid and T. Hughlett Henry, and severally acknowledged the foregoing Certificate of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.

Elizabeth Flynn
(Elizabeth Flynn)
Notary Public

(SEAL'S PLACE)

MY COMMISSION EXPIRES: May 7th, 1945.

CERTIFICATE OF INCORPORATION
OF
REID MOTOR COMPANY, INCORPORATED

received for record July 17, 1944 at 9:00 o'clock A. M., and approved by the State Tax Commission of Maryland July 17, 1944 as in conformity with law and ordered recorded.

A-1509

Robert France
Emerson C. Harrington, Jr.
Commissioners.

Recorded in Liber 182, folio 252, 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
Secretary
Albert W. Ward

(CORPORATE SEAL)

Capital - \$5,000.00

Increase of Capital

Bonus tax paid \$20.00 Recording fee paid \$10.00

CERTIFICATE OF INCORPORATION : Be it remembered that on this
 of : 10th day of February A. D.
 : 1945 at 9 o'clock A. M. the

TRI-COUNTY CANNERS, INCORPORATED: following Certificate of In-
 corporation or instrument of
 : writing was received to be re-
 THIS IS TO CERTIFY: : corded and is accordingly en-
 : rolled, as follows, to wit:-

FIRST. That we, the subscribers A. Orrell Sausbury of Caroline County, Maryland, Arland Smith of Dorchester County, Maryland, and Maurice T. Adams of Talbot County, Maryland, all adults, 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 "TRI-COUNTY CANNERS, 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:

(1). That it may undertake the obtention, in such manner as lawfully may be done, of persons to work for such persons, firms or corporations as may become stockholders or members of this corporation, or other persons, firms or corporations, if its Board of Directors shall so determine, in the production of food products to be preserved for future consumption and in the processing, canning or packing thereof, as from time to time may be determined by said Board of Directors, such undertaking being brought about and deemed to be necessary because of existing difficulties due to shortages arising because of war conditions, or otherwise, in the number of persons available for work in producing and processing, canning and packing food products to be preserved for future consumption as aforesaid.

(2). That the Corporation's Board of Directors shall have, and is hereby given the full power and authority to enter into contracts and other agreements or arrangements, whether with individuals persons, corporations, the Federal or State Government, or any Department, Division, or Agent thereof, whereby the foregoing purposes, aims, and objects of the Corporation may be fully and satisfactorily effectuated.

(3). That it is further intended that the Corporation's Board of Directors shall so arrange with its members and other persons, by contract, agreement or other arrangement made by the corporate officers or a duly authorized agent that any service rendered by the Corporation to any such member, other person, firm or corporation, shall be fully paid as well as the expenses chargeable thereto by the one so served, as determined by the Board, it not being intended that any profit shall be made from the services so rendered.

(4.). Upon dissolution of the Corporation it is further intended that all assets shall be liquidated and distributed to members of the Corporation in the ratio of their contributions to the corporate capital after payment of all debts and liquidating expenses.

(5). Included among the purposes of said Corporation and the objects to be promoted by it in furtherance of the purposes and objects above stated are the following enumerated powers, viz:

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

(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, convenient or appropriate for the purposes of the 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, deed 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, enterprise, project or act, 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 act as agent, trustee, or otherwise, in dealing in or with any of the aforementioned activities, enterprises or property.

(e). To finance or to aid, assist by loans procured, or advanced, credits, guarantees or otherwise, any and all of the aforementioned activities and enterprises.

(f).. 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 thereof, 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 hereafter acquired, and to sell, pledge, discount, or otherwise dispose of any such obligations so authorized above.

(6.). It is the intention that none of the powers defined in any of the foregoing clauses or provisions of this Article "THIRD" shall be in any wise limited or restricted by reference to, or inference from, the terms of any other clause or provision but that the powers defined or indicated in each said clause or provision shall be regarded as, and taken to be, independent powers, or as powers in aid of other powers of said Corporation, whether herein enumerated or implied, 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 in Easton, Talbot County, Maryland.

The Resident Agent of the Corporation is Calvin L. Skinner, 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 five or more than nine Directors, and Charles B. Adams, Maurice T. Adams, Harry Fox, George T. Harrison, Wilson N. Jarboe, A. Orrell Saulsbury, and Arland Smith 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 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 increases 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 ten thousand (10,000) shares of the par value of One Dollar (\$1.00) 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 consideration as said Board of Directors may deem advisable.

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 hereafter 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 27th day of June in the year 1944.

WITNESS: (As to A. Orrell Saulsbury)

F. M. Shook

A. Orrell Saulsbury
A. Orrell Saulsbury

WITNESS: (as to Arland Smith)

C. L. Skinner

Arland R. Smith
(Arland Smith)

WITNESS: (as to Maurice T. Adams)

C. L. Skinner

Maurice T. Adams
(Maurice T. Adams)

STATE OF MARYLAND, COUNTY OF TALBOT, TO WIT:

I hereby certify that on this 27 day of June in the year one thousand nine hundred and forty-four, before me, the subscriber, a Notary Public, of the State of Maryland in and for Talbot County aforesaid, personally appeared A. Orrell Saulsbury, Arland Smith and Maurice T. Adams, the within named subscribers, 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.

My commission expires May 1945.

(SEAL'S PLACE)

Myrtle L. Cheezum
Notary Public.

CERTIFICATE OF INCORPORATION
OF
TRI-COUNTY CANNERS, INCORPORATED

received for record July 1, 1944 at 4:00 O'clock P. M., and approved by the State Tax Commission of Maryland July 1, 1944 as in conformity with law and ordered recorded.

A 1453

Owen E. Hitchins

Emerson C. Harrington, Jr.
Commissioners

Recorded in Liber 182, folio 105, 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.

(SEAL'S PLACE)

Albert W. Ward
Albert W. Ward
Secretary

Capital - \$10,000.00

increase of Capital

Bonus tax paid \$20.00 Recording fee paid \$10.00.

CERTIFICATE OF INCORPORATION

CERTIFICATE OF INCORPORATION

OF

MARYLAND CREDIT FINANCE CORPORATION

Be it remembered that on this 11th day of
 August A.D. 1945, 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, R. Dorsey Watkins, whose post-office address is No. 10 Light Street, Baltimore-2, Maryland, George S. Newcomer, whose post-office address is No. 10 Light Street, Baltimore-2, Maryland, and W. Thomas Kemp, Jr., whose post-office address is No. 10 Light Street, Baltimore-2, 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

MARYLAND CREDIT FINANCE 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 buy or otherwise acquire, hold, own, sell, assign, mortgage, pledge, exchange, guarantee, invest, deal in, issue, have discounted and otherwise dispose of commercial paper, promissory notes, leases, mortgages, open accounts receivable, book debts and claims, acceptances, drafts and bills of lading, finance bills, warehouse receipts, stocks, bonds and securities, warrants, contracts, including personal property and choses in action of any and every kind, nature and description, either with or without recourse.

(2) To manufacture, purchase or otherwise acquire, to hold, own, sell, assign, transfer, mortgage, pledge, exchange, use, lease, rent or otherwise dispose of, to invest, trade, deal in and deal with goods, wares and merchandise and real and personal property of every class and description and in particular, lands, buildings, machinery, motor vehicles, merchandise, business concerns and undertakings, notes, mortgages, guarantees, shares, stocks, bonds, debentures, securities, commissions, produce policies, and any interest in real or personal property and any claim against such property or against any person or company and to carry on any business, concern or undertaking so acquired.

(3) To acquire the good will, rights and property, and to undertake the whole or any part of the assets and liabilities of any person, firm, association or corporation and to pay for the same in cash, stock or bonds of the Corporation or otherwise.

(4) To buy or otherwise acquire, hold, own, use, sell, assign, invest

Examined

or trade in, mortgage, pledge, lease, grant licenses in respect of, or otherwise dispose of letters patent of the United States or any foreign country, patents, patent rights, licenses and pledges, inventions, improvements and processes, formulae, trade-marks and trade names, relating to or useful in connection with any business of this or any other corporation, person, firm or association.

(5) To enter into, make, perform and carry out contracts of every kind for any lawful purpose, without limit as to amount with any person, firm, association or corporation. To pay any obligation of the Corporation in cash, stock, bonds, collateral trust notes or any other obligations of the Corporation, or with real or personal property.

(6) To draw, make, accept, endorse, execute, issue and have discounted, promissory notes, bills of exchange, warrants and other negotiable or transferable instruments.

(7) To issue bonds, debentures, collateral trust notes or other obligations of the Corporation from time to time for any of the objects or purposes of the Corporation and to secure the same by mortgage, pledge, deed of trust or otherwise.

(8) To purchase or otherwise acquire, hold, own, pledge, reissue and sell its capital stock.

(9) To loan to any person, firm, corporation or association, any monies or other valuable things on real estate, and to secure such loan by way of mortgage or such other manner as the Corporation may desire.

(10) To loan to any person, firm, corporation or association any monies or other valuable things and to take as collateral security for the repayment of any such loan book debts, claims, open accounts, notes, drafts, bills of lading, contracts, warehouse receipts, leases, choses in action, or personal property of every kind or description, either by assignment or in such manner as the Corporation may desire, and also to make loans or advances to any person, firm, corporation or association, and to take as collateral security therefor, either by assignment or in such manner as the Corporation may desire, any debt, claim or chose in action which any such person, firm, corporation or association may have, be possessed of or have an interest in.

(11) To have one or more offices to carry on all or any of its operations and business without restriction or limit as to amount, to purchase, or otherwise acquire, hold, own, use, rent, trade in, lease, mortgage, sell, convey, transfer or otherwise dispose of real and personal property of every class and description 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.

(12) To maintain an auditing, accounting, credit, collection, financial and legal department and to have experienced auditors periodically check up and audit the books of the customers of the Corporation and upon request to give said customers the unlimited use of said collection department and unlimited expert advice on credit and financial matters in connection with any trans-

actions had with said customers.

(13) To obtain for its customers at their expense, bonds, guaranteeing the Corporation against loss through dishonesty of said customers, and to retain all or any part of premiums so paid by said customers and to assume directly the risk of loss through said dishonesty, or at its option to secure the usual fidelity bonds.

(14) 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.

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 National Bank Building, Easton, Talbot County, Maryland. The resident agent of the Corporation is Barclay H. Trippe, whose post-office address is National Bank Building, Easton, Talbot County, Maryland, who is a citizen and an actual resident of Maryland.

FIFTH: The Corporation shall have three directors, and Barclay H. Trippe, John B. Roulston and T. Hughlett Henry 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 dollars (\$100,000) par value, divided into Ten thousand (10,000) shares of the par value of Ten dollars (\$10) 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) No holder of stock of any class whether now or hereafter authorized 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.

(3) The board of directors shall 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 the books, accounts and documents of the Corporation, or any of them, shall be open to the inspection of stockholders, except as otherwise provided by statute or by the by-laws; and, except as so provided no stockholder shall have any right to inspect any book, account or document of the Corporation unless authorized so to do by resolution of the board of directors.

(4) 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 not a member of a firm so interested.

(5) 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.

(6) 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.

(7) 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.

(8) The Corporation reserves the right from time to time to make any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any of its outstanding stock, whether now or hereafter authorized, 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 a majority of the shares of such stock at the time outstanding, by a vote at a meeting or in writing with or without a meeting.

(9) Upon the consent of the holders of a majority of the total number of shares of stock outstanding and at the time entitled to vote for and elect the board of directors, expressed in writing with or without a meeting or by vote at a meeting called for that purpose, all the property and assets of the Corporation, including its good will and franchises, may be sold or transferred as an entirety to a new company to be incorporated under the laws of the United States, the State of Maryland, or any other state of the United States, for the purpose of so taking over all the property and assets of the Corporation, with the same or a different authorized number of shares of stock, and with the same preferences, voting powers, restrictions and qualifications thereof as may then attach to the classes of stock of the Corporation then outstanding, provided that the whole or any part of such stock or of any class thereof may be stock with or without nominal or par value; the consideration for such sale or transfer to be the assumption by such new company of all the then outstanding liabilities of the Corporation and the issuance and delivery by the new company of shares of stock (any or all thereof either with or without nominal or par value) of such new company of the several classes into which the stock of the Corporation is then divided, equal in number to the number of shares of stock of the Corporation of the several classes then outstanding. In the event of such sale or transfer each holder of stock of the Corporation agrees forthwith to surrender, and agrees that any and every other holder of stock of the Corporation may surrender, for cancellation, his certificate or certificates for stock of the Corporation and receive and accept in exchange therefor, as his full and final distributive share of the proceeds of such sale or transfer and of the property and assets of the Corporation, with or without a dissolution of the Corporation, a number of shares of the stock of the new company of the class corresponding to the class of the shares surrendered equal in number to the number of shares of stock of the Corporation so surrendered; and in the event of such sale or transfer no holder of any of the stock of the Corporation shall have any rights or interests in or against the Corporation, or in or against the property and assets so sold or transferred, except the right, upon surrender of his certificate or certificates as aforesaid, to receive from the Corporation a certificate or certificates for such shares of such new company as herein provided. Such new company may, but

need not, have all or any of the powers of the Corporation, and the charter and by-laws of such new company may, but need not, contain all or any of the provisions contained in the charter and 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 December 28th, 1944.

WITNESS:

BETTY G. MORRIS, as to all

{ R. DORSEY WATKINS
{ GEORGE S. NEWCOMER
{ W. THOMAS KEMP, JR.

STATE OF MARYLAND,

City of Baltimore, ss:

I HEREBY CERTIFY that on December 28th, 1944, before me, the subscriber, a notary public of the State of Maryland, in and for the City of Baltimore, personally appeared R. DORSEY WATKINS, GEORGE S. NEWCOMER and W. THOMAS KEMP, 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.

(NOTARIAL SEAL)

BETTY G. MORRIS

Notary Public

CERTIFICATE OF INCORPORATION
OF

MARYLAND CREDIT FINANCE CORPORATION

received for record December 28, 1944, at 4:20 o'clock P.M. and approved by the State Tax Commission of Maryland December 28, 1944 as in conformity with law and ordered recorded.

A 2018

Robert France

Emerson C. Harrington, Jr.
Commissioners

Recorded in Liber 184, folio 86, 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

ALBERT W. WARD

Capital - \$100,000.00

Increase of Capital

Bonus tax paid \$20.00 Recording fee paid \$10.00

ARTICLES OF DISSOLUTION

ARTICLES OF DISSOLUTION : Be it remembered that on this 11th day of August
 OF : A.D. 1945, at 9 o'clock A.M. the following Articles
 TALBOT MOTORS, INCORPORATED : 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 Talbot Motors, Incorporated, (hereinafter called the Corporation) is located is No. 20 Goldsboro Street, Easton, Talbot County, Maryland.

(b) That the name and post-office address of each of the directors of the Corporation are as follows:

Willard F. Carroll	Easton, Maryland
Edna B. Clark	Easton, Maryland
Lawrence E. Birge	Easton, Maryland
Estella Carroll	Easton, Maryland

(c) That the name, title and post-office address of each of the officers of the Corporation are as follows:

Lawrence E. Birge	President	Easton, Maryland (Temporarily in military service in U.S.N.R. in Cambridge, Mass.)
Willard F. Carroll	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 called and held on October 27th, 1944, 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 10th, 1944, all the stockholders of the Corporation consented in writing to such dissolution.

(e) That on or before November 13th, 1944 notice that dissolution of the Corporation had been authorized pursuant to the provisions of Section 96 of Article 23 of the Annotated Code of Maryland (1939 Edition), was mailed to all known creditors of the Corporation at their addresses according to the records of the Corporation.

(f) That there is attached hereto a certificate of the Comptroller of the Treasury of the State of Maryland that all taxes assessed to the Corporation by the State Tax Commission and certified to the Comptroller for collection (including taxes for the year 1943) have been paid.

IN WITNESS WHEREOF, TALBOT MOTORS, INCORPORATED has caused these presents to be signed in its name and on its behalf by Lawrence E. Birge as President attested by Willard F. Carroll, its Secretary-Treasurer, on the 19th day of December, 1944.

TALBOT MOTORS, INCORPORATED

Willard F. Carroll
 Willard F. Carroll-Secretary-Treasurer

By Lawrence E. Birge
 Lawrence E. Birge-President

STATE OF MASSACHUSETTS, COUNTY OF MIDDLESEX, ss:

Examined

I HEREBY CERTIFY, That on the 19th day of December, 1944, before me, the subscriber, a Notary Public, in and for the State and County aforesaid, personally appeared Lawrence E. Birge, President of Talbot Motors, 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.

AS WITNESS my hand and Notarial seal.

(Notarial Seal)

/s/ Paul G. Laffoley
Notary Public

My Commission Expires: Apr. 12, 1951

STATE OF MARYLAND, COUNTY OF TALBOT, ss:

I HEREBY CERTIFY, That on the 26th day of December, 1944, before me, the subscriber, a Notary Public, in and for the State and County aforesaid, personally appeared Willard F. Carroll 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 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.

AS WITNESS my hand and Notarial seal.

(Notarial seal)

Oleada Gernert Whitely
Notary Public -Oleada Gernert Whitely

OFFICE OF COMPTROLLER
TREASURY DEPARTMENT
ANNAPOLIS, MARYLAND

THIS IS TO CERTIFY That the books of this office show that all taxes assessed by the State Tax Commission against TALBOT MOTORS INCORPORATED and certified to the Comptroller for collection, up to and including the taxes for the year 1943, have been paid.

WITNESS my hand and official seal this twelfth day of August A.D. 1944.

J. Millard Tawes
Comptroller

SEAL

COMMONWEALTH OF MASSACHUSETTS

CLERK'S OFFICE OF SUPERIOR COURT.

I, Frederic L. Putnam, Clerk at the Superior Court for said County, the same being a court of record, do hereby certify that Paul G. Laffoley whose name is subscribed to the Certificate of the proof or acknowledgment of the annexed instrument and thereon written was, at the time of taking such proof and acknowledgment a Notary Public, in and for said County, residing therein, duly commissioned and sworn and authorized by the laws of said State to take and acknowledgments and proofs of deeds or conveyances, for land, tenements or hereditaments in said State, to be recorded therein. And further that I am well acquainted with the handwriting of such Notary Public, and verily believe that the signature to said certificate of proof or acknowledgment is genuine.

I further certify that impressions of the seals of Notaries Public are not required by law to be filed in this office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of

said Court, the 22nd, day of December, 1944.

(Seal)

Frederic L. Putman
Clerk

ARTICLES OF DISSOLUTION
OF

TALBOT MOTORS, INCORPORATED

received for record December 27, 1944 at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland December 27, 1944 as in conformity with law and ordered recorded.

Owen E. Hitchins

A 2012

Emerson C. Harrington, Jr.
Commissioners

Recorded in Liber 184, folio 74, 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

(SEAL'S PLACE)

ALBERT W. WARD

Capital

Increase of Capital

Bonus tax paid \$ None Recording fee paid \$15.00

ARTICLES OF INCORPORATION

ARTICLES OF INCORPORATION : Be it remembered that on this 28th
of the : day of August A. D. 1945 at 9 o'clock
MARYLAND CHICKEN COOPERATIVE, INC. : 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:

We, the undersigned, at least two of whom are residents and citizens of the State of Maryland, engaged in the production of agricultural products, do hereby voluntarily associate ourselves together for the purpose of forming a non-profit cooperative association, with capital stock, under the provisions of the Cooperative Associations' law of the State of Maryland, Article 23, Sections 430 to 459, of the Annotated Code of Maryland.

ARTICLE I

Name: The name of the Association shall be the Maryland Chicken Cooperative, Inc.

ARTICLE II

Purposes: The Association is formed for the following purposes:

(a) To operate on a cooperative basis without profit to the association, for the mutual benefit of its members and patrons, as producers of poultry, of poultry products, or of any other agricultural products; and

(b) To acquire and/or handle and market such products, or any of the products derived therefrom or to perform services or engage in any activity in connection with or conducive to the production, assembling, packing, standardizing, processing, preservation, storing, handling, utilization, financing, advertising, marketing, transporting, distributing, and/or selling of such products, or in connection with or conducive to the manufacturing, purchasing, hiring, supplying, or using by or for its members and patrons of machinery, equipment, and other farm supplies, all in any capacity and on any cooperative basis that may be agreed upon.

ARTICLE III

Powers: This association shall have the following powers:

(a) To borrow money without limitation as to amount or corporate indebtedness or liability; to give a lien on any of its property as security therefor in any manner permitted by law; to make advance payments and advances to members and patrons; and to distribute patronage dividends.

(b) To act as the agent or representative of any member(s) or patron(s) in any of the activities mentioned in Article II hereof, or to take title to any of the products or supplies in connection therewith.

(c) To buy, lease, hold, and exercise all privileges of ownership over such real or personal property as may be necessary or convenient for the conduct and operation of the business of the Association, or incidental thereto.

Examined

(d) To draw, make, accept, endorse, guarantee, execute, and issue promissory notes, bills of exchange, drafts, warrants, certificates, and all kinds of obligations and negotiable or transferable instruments for any purpose that is deemed to further the objects for which this Association is formed, and to give a lien on any of its property as security thereof.

(e) To acquire, own, and develop any interest in patents, trademarks, and copyrights connected with, or incidental to, the business of the Association.

(f) To transact business with or for non-members in any amount not greater in value than the business which is transacted with its members.

(g) To cooperate with other similar associations in creating county, district, central, regional, or national cooperative agencies, for any of the purposes for which this association is formed, and/or to become a member or stockholder of such agencies as now are or hereafter may be in existence.

(h) To establish reserves and to invest the funds thereof in bonds or such other property as may be deemed advisable.

(i) To issue revolving funds certificates as provided in its by-laws.

(j) To have and exercise, in addition to the foregoing, all powers, privileges, and rights conferred on ordinary corporations and cooperative marketing associations by the laws of this State and all power and rights incidental or conducive to carrying out the purposes for which this Association is formed, except such as are inconsistent with the express provisions of the Act under which this Association is incorporated, and to do any such thing anywhere; but the enumeration of the foregoing powers shall not be held to limit or restrict in any manner the general powers which may, by law, be possessed by this Association, all of which are hereby expressly claimed.

ARTICLE IV

Domicile: The Association shall have its principal place of business in the City of Easton, County of Talbot, State of Maryland, and its resident agent is Wilbert L. Merriken, of the City of Denton, Caroline County, who is a citizen of Maryland and actually a resident therein.

ARTICLE V

Duration: This association shall have perpetual existence.

ARTICLE VI

Directors: The management of the business and affairs of the association shall be vested in a board of directors made up of not less than five directors, elected by the members from their own number. The number of directors, their terms of office, and the manner of their election shall be specified in the by-laws of the Association.

The names and addresses of those who are to serve as incorporating directors until the first annual meeting of the members, or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Allen M. Bradley	Easton, Maryland
Robert C. Morris	Trappe, Maryland
Edward D. Sparks	Ridgely, Maryland
Walter M. Eiker	Sudlersville, Maryland
T. Stewart Barwick	Easton, Maryland
Christian Nagel	Federalburg, Maryland
Perry D. Voshell	Preston, Maryland
Howard E. McCullough	Easton, Maryland

ARTICLE VII

Section 1. Capital Stock: The capital stock of the association shall consist of 500,000 shares divided into 5,000 shares of common stock of the par value of One Dollar (\$1.00) per share, and 495,000 shares of preferred stock of the par value of One Dollar (\$1.00) per share.

Section 2. Common Stock: The common stock of this association may be purchased, owned and/or held only by producers who shall patronize the association in accordance with uniform terms, and conditions prescribed thereby, and only such persons shall be regarded as eligible members of the association. In the event the board of directors of the association shall find, following a hearing, that any of the common stock of this association has come into the hands of any person who is not an eligible member, or that the holder thereof has ceased to be an eligible member, such person shall have no rights or privileges on account of such stock or vote or voice in the management or affairs of the association (other than the right to participate in accordance with law and the Association's charter and by-laws, in case of dissolution) and the association shall have the right (a) to purchase such stock, as determined by the board of directors of the association, and on the failure of the holder to deliver the certificate or certificates evidencing any such stock, the association may cancel the same on its books, or (b) to require the transfer of any such stock to any person eligible to hold the same and on the failure of the holder to deliver the certificate or certificates evidencing any such stock, the association may cancel the same on its books and issue a new certificate or certificates in lieu thereof to any such person. The common stock of this association may be transferred only with the consent of the board of directors of the association and on the books of the association and then only to persons eligible to hold the same; and no purported assignment or transfer of common stock shall pass, to any person not eligible to hold the same, any rights or privileges on account of such stock or vote or voice in the management or affairs of the association. Each eligible holder of common stock shall be entitled to only one vote in any meeting of the

stockholders, regardless of the number of shares of stock owned by him. This association shall have a lien on all of its issued common stock and on dividends declared thereon for all indebtedness of the holders thereof to the association. Noncumulative dividends, of not to exceed six (6) percent per annum may be paid upon the common stock (when funds are available therefor), if, as, and when declared by the board of directors, after the payment of dividends, of not to exceed six (6) percent per annum on the preferred stock. Upon dissolution or winding up of the association in any manner the holders of common stock shall be entitled to receive only the par value of their stock plus any dividend declared thereon and unpaid and any balance of assets remaining shall be distributed ratably to patrons or former patrons as prescribed in the by-laws.

Section 3. Preferred Stock: The preferred stock of this association shall carry no voting rights and may be transferred only on the books of the association; and may be redeemed in whole or in part on a pro-rata basis at par; plus any dividends declared thereon and unpaid, at any time on thirty (30) days' notice by the association, provided said stock is redeemed in the same order as originally issued by years and on the failure to deliver the certificate or certificates evidencing any such stock the association may cancel the same on its books. Stock which has been redeemed may, in the discretion of the board of directors, be reissued or retired. All such preferred stock so redeemed shall be paid for in cash at the par value thereof, plus any dividend declared thereon and unpaid; and such stock shall not bear dividends after it has been called for redemption. Non-cumulative dividends of not to exceed six (6) percent per annum may be paid thereon when, if and as declared by the board of directors. At the discretion of the board of directors, all dividends or distributions of the association or any part thereof may be paid in certificates of preferred stock and/or credits on preferred stock, or ad interim certificates representing fractional parts thereof, subject to conversion into full shares. Upon dissolution or distribution of the assets of the association, the holders of all preferred stock shall be entitled to receive the par value of their stock, plus any dividend declared thereon and unpaid before any distribution is made on the common stock.

IN TESTIMONY WHEREOF we have hereunto set our hands this 15th day of January, 1945.

Allen M. Bradley (Allen M. Bradley)	(SEAL)
Robert C. Morris (Robert C. Morris)	(SEAL)
Edward D. Sparks (Edward D. Sparks)	(SEAL)
T. Stewart Barwick (T. Stewart Barwick)	(SEAL)
Walter M. Eiker (Walter M. Eiker)	(SEAL)
Christian Nagel (Christian Nagel)	(SEAL)

Perry D. Voshell (SEAL)
(Perry D. Voshell)

Howard E. McCullough (SEAL)
(Howard E. McCullough)

TEST: Madaline C. Brown
(Madeline C. Brown)

STATE OF MARYLAND, COUNTY OF Caroline, TO WIT:-

I HEREBY CERTIFY, that on this 15th day of January, 1945, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Allen M. Bradley, Robert C. Morris, Edward D. Sparks, Walter M. Eiker, T. Stewart Barwick, Christian Nagel, Perry D. Voshell and Howard E. McCullough, 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.

Madaline C. Brown
(Madaline C. Brown)
Notary Public

Notarial
Seal

(SEAL'S PLACE)

CERTIFICATE OF INCORPORATION
OF
MARYLAND CHICKEN COOPERATIVE, INC.,

received for record January 16, 1945 at 2:00 o'clock P. M., and approved by the State Tax Commission of Maryland January 16, 1945 as in conformity with law and ordered recorded.

A 2100

Owen E. Hitchens
Emerson C. Harrington, Jr.

Commissioners

Recorded in Liber 184, folio 307, 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
Secretary
(Albert W. Ward)

(SEAL'S PLACE)

- \$500,000.00

Increase of Capital

Bonus tax paid \$20.00 Recording fee paid \$ 15.00

ARTICLES OF DISSOLUTION

ARTICLES OF DISSOLUTION : Be it remembered that on this 28th day of
 OF : August A. D. 1945 at 9 o'clock A. M. the
 L. S. FLECKENSTEIN AND SON, : following Articles of Dissolution or Instrument
 INCORPORATED : 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 L. S. Fleckenstein and Son, Incorporated, (hereinafter called the Corporation) is located is East Avenue and Dover Streets, Easton, Talbot County, Maryland.

(b) That the name and post-office address of each of the directors of the Corporation are as follows:

R. D. Fleckenstein	Easton, Maryland
G. E. Marshall	Easton, Maryland
H. G. Austin	Easton, Maryland
Lawrence E. Birge	Easton, Maryland

(c) That the name, title and post-office address of each of the officers of the Corporation are as follows:

R. D. Fleckenstein	President	Easton, Maryland
H. G. Austin	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 called and held on January 4, 1944, duly advised the dissolution of the Corporation and called a meeting of the stockholders to take action thereon.

That thereafter and on or before April 4, 1944, all the stockholders of the Corporation consented in writing to such dissolution.

(e) That on or before May 1, 1944, notice that dissolution of the Corporation had been authorized pursuant to the provisions of Section 96 of Article 23 of the Annotated Code of Maryland (1939 Edition), was mailed to all known creditors of the corporation at their addresses according to the records of the Corporation.

(f) That there is attached hereto a certificate of the Comptroller of the Treasury of the State of Maryland that all taxes assessed to the Corporation by the State Tax Commission and certified to the Comptroller for collection (including taxes for the year 1943) have been paid.

IN WITNESS WHEREOF, L. S. FLECKENSTEIN AND SON, INCORPORATED has caused these presents to be signed in its name and on its behalf by R. D. Fleckenstein as President attested by H. G. Austin, its Secretary-Treasurer, on the 29th day of December, 1944.

ATTEST: SEAL'S
 PLACE
 H. G. Austin
 H. G. Austin, Secretary-
 Treasurer

L. S. FLECKENSTEIN AND SON, INCORPORATED
 By R. D. Fleckenstein
 R. D. Fleckenstein, President

Examined

STATE OF MARYLAND, COUNTY OF TALBOT,ss:

I HEREBY CERTIFY, That on the 29th day of December, 1944, before me, the subscriber, a Notary Public, in and for the State and County aforesaid, personally appeared R. D. Fleckenstein, President of L. S. Fleckenstein and Son, 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 also personally appeared H. G. Austin 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 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.

AS WITNESS my hand and Notarial seal.

Marie G. Vinyard
Notary Public

(SEAL'S PLACE)

OFFICE OF COMPTROLLER
TREASURY DEPARTMENT
ANNAPOLIS, MARYLAND

THIS IS TO CERTIFY, That the books of this office show that all taxes assessed by the State Tax Commission against L. S. Fleckenstein & Son, Inc., and certified to the Comptroller for collection, up to and including the taxes for the year 1943, have been paid.

WITNESS my hand and official seal this twenty-seventh day of November, A. D. 1943.

J. Millard Tawes
Comptroller

SEAL

STATE TAX COMMISSION OF MARYLAND

THIS IS TO CERTIFY That all franchise taxes payable to State Tax Commission by "L. S. Fleckenstein and Son, Incorporated" up to and including the year 1944, have been paid.

State Tax Commission of Maryland

By Harvey C. Eubanks
(Harvey C. Eubanks)

ARTICLES OF DISSOLUTION

OF

L. S. FLECKENSTEIN AND SON,
INCORPORATED

received and record January 8, 1945 at 9:00 o'clock A. M., and approved by the State Tax Commission of Maryland January 8, 1945 as inconformity with law and ordered recorded.

A 2081

Robert France

Emerson C. Harrington, Jr.
Commissioners

Recorded in Liber 184, folio 256, 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, to gether 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)

(SEAL'S PLACE)

~~Capital~~~~Increase-of Capital~~

Bonus tax paid \$ None Recording fee paid \$15.00

ARTICLES OF AMENDMENT

ARTICLES OF AMENDMENT : Be it remembered that on this 8 day of
 OF :December A.D., 1945 at 9 o'clock A.M. the follow-
 HILLSBORO-QUEEN ANNE COOPERATIVE :ing Articles of Amendment or Instrument of writ-
 CORPORATION :ing was received to be recorded and is accordingly
 enrolled as follows to wit:

HILLSBORO-QUEEN ANNE COOPERATIVE CORPORATION
ARTICLES 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 Article SECOND of the Certificate of Incorporation, reading as follows:-

"SECOND:- The name of the Corporation is 'HILLSBORO-QUEEN ANNE COOPERATIVE CORPORATION'."

and inserting in lieu thereof the following:-

"SECOND:- The name of the Corporation is 'SOUTHERN STATES HILLSBORO- QUEEN ANNE MARKETING COOPERATIVE, INCORPORATED'."

and by striking out Article SIXTH of said Certificate of Incorporation, reading as follows:-

"SIXTH:- The total amount of the authorized capital stock of the ^{said} Corporation is One Thousand (1,000) shares of the par value of Five dollars ^(\$5.00) a share."

and inserting in lieu thereof the following:-

"SIXTH:- The total amount of the authorized capital stock of the Corporation shall be Seven Hundred and Fifty Thousand (750,000) shares of the par value of One Dollar (\$1.00) a share."

SECOND:- That the Board of Directors of the Corporation, at a meeting duly convened and held on December 15th, 1944, 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 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 Queen Anne, Talbot County, Maryland, on February 8th, 1945, and at said meeting the stockholders, by the affirmative vote of the holders of two-thirds of the shares of the only class of stock outstanding and entitled to vote, duly adopted the amendments to 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 are as follows:- One Thousand (1,000) shares of the par value of Five Dollars (\$5.00) per share- \$5,000.00.

(b) That the total number and par value of the shares of the authorized capital stock as increased, are as set forth in ARTICLE FIRST hereof as follows:- Seven Hundred and Fifty Thousand (750,000) shares of the par value of One Dollar (\$1.00) per share - \$750,000.00.

Examined

(c) That the voting powers, restrictions and qualifications 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, and its corporate seal to be hereto attached and attested by its Secretary, this 5th day of March, 1945.

(SEAL)

HILLSBORO-QUEEN ANNE COOPERATIVE CORPORATION

ATTEST:-

By EDWIN WARFIELD, JR.
Edwin Warfield, Jr., President

O. P. Bunting
O. P. Bunting, Secretary

.....

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:-

I HEREBY CERTIFY, That on this 5th day of March 1945, before me, the subscriber, a Notary Public of the State of Maryland in and for the City of Baltimore aforesaid, personally appeared EDWIN WARFIELD, JR., the President of Hillsboro-Queen Anne Cooperative Corporation, 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 O. P. BUNTING, and made oath in due form of law that he was the Secretary of the meeting of stockholders of the Corporation at which the amendments to 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.

NOTARIAL SEAL

William B. Vitek
Notary Public
WILLIAM B. VITEK

ARTICLES OF AMENDMENT

OF

HILLSBORO-QUEEN ANNE COOPERATIVE CORPORATION
Changing its name to:

SOUTHERN STATES HILLSBORO-QUEEN ANNE MARKETING COOPERATIVE, INCORPORATED received for record March 7, 1945 at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland March 7, 1945 as in conformity with law and ordered recorded.

A 2272

OWEN E. HITCHINS
Emerson C. Harrington, Jr.
Commissioners

Recorded in Liber 184, folio 528, 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.

(SEALS PLACE) AS WITNESS my hand and seal of the said Commission of Baltimore

..Albert.W.Ward.....
Secretary
ALBERT W. WARD

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

CERTIFICATE OF INCORPORATION

BAY COUNTRY FOODS, INC. : Be it remembered that on this 12 day of Dec.
CERTIFICATE OF INCORPORATION :A.D., 1945 at 9:00 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, Robert O. Dulin, whose post-office address is Preston, Caroline County, Maryland, William S. Willis, whose post-office address is Easton, Talbot County, Maryland, and T. Hughlett Henry, 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 with the intention of forming a corporation.

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

BAY COUNTRY FOODS, INC.

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

(1) To purchase, manufacture, hold, own, sell, assign, mortgage, pledge, exchange, guarantee, package, grade, prepare for market, deal in and distribute foods and food products of every kind or character, and canners supplies and equipment of every sort or nature whatsoever.

(2) 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, storing, advertising, displaying, transporting and distributing such foods, food products and canners supplies and equipment.

Examined

(3) To buy or otherwise acquire, hold, own, use, sell, assign, invest or trade in, mortgage, pledge, lease, grant licenses in respect of, or otherwise dispose of letters patent of the United States or any foreign country, patents, patent rights, licenses and pledges, inventions, improvements and processes, formulae, trade-marks and trade names, relating to or useful in connection with any business of this or any other corporation, person, firm or association.

(4) To enter into, make, perform and carry out contracts of every kind for any lawful purpose, without limit as to amount with any person, firm, association or corporation. To pay any obligation of the Corporation in cash, stock, bonds, collateral trust notes or any other obligations of the Corporation, or with real or personal property.

(5) To issue bonds, debentures, collateral trust notes or other obligations of the Corporation from time to time for any of the objects or purposes of the Corporation and to secure the same by mortgage, pledge, deed of trust or otherwise.

(6) To loan to any person, firm, corporation or association, any monies or other valuable things on real estate, and to secure such loan by way of mortgage or such other manner as the Corporation may desire.

(7) To loan to any person, firm, corporation or association any monies or other valuable things and to take as collateral security for the repayment of any such loan book debts, claims, open accounts, notes, drafts, bills of lading, contracts, warehouse receipts, leases, choses in action, or personal property of every kind or description, either by assignment or in such manner as the Corporation may desire, and also to make loans or advances to any person, firm, corporation or association, and to take as collateral security therefor, either by assignment or in such manner as the Corporation may desire, any debt, claim or chose in action which any such person, firm, corporation or association may have, be possessed of or have an interest in.

(8) To have one or more offices to carry on all or any of its operations and business without restriction or limit as to amount, to purchase, or otherwise acquire, hold, own, use, rent, trade in, lease, mortgage, sell, convey, transfer or otherwise dispose of real and personal property of every class and description 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.

(9) 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 afore-said 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.

(10) 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.

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 No. 16 North Harrison Street, Easton, Talbot County, Maryland. The resident agent of the Corporation is Robert O. Dulin, whose post-office address is Preston, Talbot County, Maryland, who is a citizen and an actual resident of Maryland.

FIFTH: The Corporation shall have three directors, and Robert O. Dulin, William S. Willis and Dorothy S. McDaniel 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 dollars (\$1000,000) par value, divided into One thousand (1,000) shares of the par value of One hundred dollars (\$100) 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 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, whether now or hereafter authorized, 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 a majority of the shares of such stock at the time outstanding, by a

vote at a meeting or in writing with or without a meeting.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed this Certificate of Incorporation on February 21st., 1945.

WITNESS:
(as to all signatures)

Elizabeth Flynn
(Elizabeth Flynn)

Robert O. Dulin
(Robert O. Dulin)

William S. Willis
(William S. Willis)

T. Hughlett Henry
(T. Hughlett Henry)

STATE OF MARYLAND,

TALBOT COUNTY, ss:

I HEREBY CERTIFY, That on this 21st day of February, in the year one thousand nine hundred and forty-five, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared ROBERT O. DULIN, WILLIAM S. WILLIS and T. HUGHLETT HENRY, 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

My Commission Expires: May 7th 1945

Elizabeth Flynn
(Notary Public)
(Elizabeth Flynn)

.....
CERTIFICATE OF INCORPORATION
OF
BAY COUNTRY FOODS, INC.

received for record February 23, 1945 at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland February 23, 1945 as in conformity with law and ordered recorded.

A 2231

Robert France
Emerson C. Harrington, Jr.
Commissioners

Recorded in Liber 183, folio 438, 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
Albert W. Ward Secretary

Capital- \$100,000.00

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00

Be it remembered that, on this 30th day of November A.D. 1946, at 11:00 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 TO THE ARTICLES OF INCORPORATION

OF ST. MICHAELS BANK, ST. MICHAELS, MARYLAND.

THIS IS TO CERTIFY, that at a

meeting of the Board of Directors of the

St. Michaels Bank, St. Michaels, Maryland,

held on the 15th day of October, A.D. 1946,

at which meeting 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 captial stock of the Corporation be increased from Twenty-five Thousand (\$25,000.00) Dollars, divided into twenty-five hundred (2500) shares of the par value of Ten (\$10.00) Dollars each, to Fifty Thousand (\$50,000.00) Dollars, divided into five thousand (5000) 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 1st day of November, A.D. 1946, 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 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-five Thousand (\$25,000.00) Dollars, divided into Twenty-five Hundred (2500) shares of the par value of Ten (\$10.00) Dollars each."

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

"SECTION FOUR. 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."

The price to be paid for the new stock is Twenty (\$20.00) Dollars per share.

At the said meeting of the stockholders of the St. Michaels Bank, St. Michaels Maryland, it was further authorized 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 amendment effectual.

Examined & mailed Sep. 17/1946

IN WITNESS WHEREOF, the President and Cashier of the said St. Michaels Bank, St. Michaels, Maryland, have hereunto affixed their signatures this 21st day of November, A.D. 1946, and certify that the foregoing resolutions were passed as above set forth, and the President and Cashier further acknowledge this Certificate of Amendment for and on behalf of the said Corporation.

Norman M. Shannahan

Norman M. Shannahan, President of
St. Michaels Bank, St. Michaels,
Maryland.

(CORPORATE SEAL)

Wilson L. Harrison

Wilson L. Harrison, Cashier of
St. Michaels Bank, St. Michaels,
Maryland.

STATE OF MARYLAND, TALBOT COUNTY, to wit:

I HEREBY CERTIFY, THAT on this 21st day of November A.D. 1946, 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 St. Michaels ^{Bank} / St. Michaels, Maryland, and Wilson L. Harrison, Cashier of said Bank, and on behalf of St. Michaels Bank, St. Michaels, Maryland, each acknowledged the foregoing Certificate of Amendment to be the act and deed of said Corporation.

AS WITNESS my hand and Notarial Seal.

(NOTARIAL SEAL)

D. H. LeCompte
(D. H. LeCompte - Notary Public)

My commission expires: May 5, 1947.

CERTIFICATE OF APPROVAL OF THE BANK COMMISSIONER OF MARYLAND

I DO HEREBY APPROVE the foregoing Certificate of Amendment to the Articles of Incorporation of St. Michaels Bank, St. Michaels, Maryland.

Nov. 26, 1946.

(SEALS PLACE)

John W. Downing
Bank Commissioner of the State of
Maryland.

I, J. OWEN KNOTTS, 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.

November 29th, 1946.

J Owen Knotts

JUDGE.

CERTIFICATE OF INCORPORATION

CERTIFICATE OF INCORPORATION : Be it remembered, that on this 11th day of
 OF : January A.D. 1947, at 9:00 o'clock A.M., the
 THE TALBOT LABOR COOPERATIVE, : following Certificate of Incorporation or Instru-
 INCORPORATED : ment of Writing was received to be recorded and
 is accordingly enrolled as follows, to-wit:

(A Corporation Not For Profit)

KNOW ALL MEN BY THESE PRESENTS, That we, the undersigned, citizens of the United States and residents of the State of Maryland, desiring to associate ourselves together as a body corporate and politic (other than for pecuniary profit) under the provisions of the Maryland Cooperative Association Law, sections 469 to 497 inclusive of Article 23 of the Code of Public General Laws, title "Corporations" enacted by the General Assembly of Maryland and effective July 1, 1922, and for purposes hereinafter stated, do hereby make, sign, and acknowledge this Certificate in writing of our intention so to become a body corporate under and by virtue of said laws.

I.

This Association shall be known in law as The Talbot Labor Cooperative, Incorporated, being incorporated by the following: Elijah H. Nostrand, Easton, Maryland; E. Frank Connolly, Easton, Maryland; Percy J. Shortall, Easton, Maryland; J. Franklin Baker, Trappe, Maryland; Wm. Robert Cosden, Cordova, Maryland; D. Earle Kemp, McDaniel, Maryland; J. Bernard Cosden, Cordova, Maryland; Chas. R. Rathel, Wye Mills, Maryland; Raymond C. Mueller, Cordova, Maryland. All the above are of full legal age.

II.

The particular business and objects for which this Association is formed and incorporated are to engage in any activity involving or relating to the collective production, harvesting, handling, storing and marketing of truck crops and other farm crops including securing of labor for its members and the general community in which it operates, including the financing thereof. This Association shall have all the powers, privileges, and rights necessary or convenient for carrying out the purposes for which it is formed.

III.

This Association shall not issue capital stock but the interest of the various members herein shall be represented and evidenced by a Certificate of Membership to be issued by the officers of the Association under the direction of the Board of Directors.

IV.

This Association shall have perpetual existence.

V.

The control and management of the affairs and funds of this Association are to be in a Board of five (5) Directors selected from the members thereof, and J. Franklin Baker, Elijah H. Nostrand, Percy J. Shortall, D. Earle Kemp and J. Bernard Cosden are hereby selected to act as directors and to manage the affairs

and concerns of this association until the first annual meeting or until their successors are duly chosen and qualified.

VI.

The principal business of this Association shall be carried on the in the County of Talbot, City of Easton and State of Maryland, and the principal place of business shall be located in the county of Talbot, City of Easton, State of Maryland. The resident agent is J. Howard Anthony, secretary-treasurer, who is a citizen and an actual resident of the State of Maryland.

VII.

The Members shall have the power to make prudential By-Laws as they deem proper for the management of the affairs of this Association, and to fix the requirements for membership.

VIII.

No dividends will be paid to the members of this association except upon dissolution and all surpluses shall be used for the sole purpose of the advancement of said Association, except that any funds collected from the members for operating expenses of the Association and found to be in excess of the needs for such purposes may be returned to the members in the proportion that they were collected from the members.

IN TESTIMONY WHEREOF, we have hereunto set our hands and seals this 30th day of March, A.D. 1945.

E. Frank Connolly
(E. Frank Connolly)

Percy J. Shortall
(Percy J. Shortall)

Wm. Robert Cosden
(Wm. Robert Cosden)

Raymond C. Mueller
(Raymond C. Mueller)

J. Franklin Baker
(J. Franklin Baker)

J. Bernard Cosden
(J. Bernard Cosden)

Elijah H. Nostrand
(Elijah H. Nostrand)

C. R. Rathell
(C. R. Rathell)

D. Earle Kemp
(D. Earle Kemp)

STATE OF MARYLAND)
) ss.
COUNTY OF TALBOT)

I, Meta T. Wallace, a Notary Public within and for said County, in the State aforesaid, do hereby certify that E. Frank Connolly, Percy J. Shortall, William Robert Cosden, Raymond C. Mueller, J. Franklin Baker, Bernard Cosden, Elijan H. Nostrand, C. R. Rathell, D. Earle Kemp, who are personally known to me to be the persons whose names are subscribed to the foregoing instrument of writing, appeared before me, this day in person and acknowledged that they signed, sealed and delivered said instrument of writing as their free and voluntary act and deed, for the uses and purposes therein set forth.

Given under my hand and notarial seal this 13th day of April, A.D. 1945.

My commission expires May 1945.

(NOTARIAL SEAL)

Notary Public. Meta T. Wallace
(Meta T. Wallace)

.....

CERTIFICATE OF INCORPORATION
OF

THE TALBOT LABOR COOPERATIVE, INCORPORATED

received for record April 14, 1945 at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland April 14, 1945 as in conformity with law and ordered recorded.

A 2430

.....Owen E. Hitchens.....
.....Emerson C. Harrington, Jr.....
Commissioners

Recorded in Liber 186, folio 79, 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
(ALBERT W. WARD)

Capital - None

Increase of Capital

Bonus tax paid \$20.00. Recording fee paid \$10.00..

ARTICLES OF INCORPORATION

ARTICLES OF INCORPORATION : Be it remembered, that on this 11th
 OF THE : day of January A.D. 1947, at 9:00 o'clock
 THE QUEEN ANNE-HILLSBORO : A.M., the following Articles Of Incorpora-
 VOLUNTEER FIRE COMPANY INCORPORATED : tion or Instrument of Writing was received

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

THIS IS TO CERTIFY, That the subscribers Lloyd H. Fleming, and Horace M. Morgan, residents of the town of Queen Anne, Queen Anne County; and Joseph M. Eaton, resident of the town of Hillsboro, Caroline County, and are citizens of the State of Maryland, do hereby certify that we do, under and by virtue of the general laws of this state, authorizing the formation of corporations, associate ourselves with the purpose of forming a corporation.

SECTION 1, The name of the said corporation is: "THE QUEEN ANNE-HILLSBORO VOLUNTEER FIRE COMPANY INCORPORATED".

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 Towns of Queen Anne and Hillsboro, Maryland; their 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 these 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 this State.

SECTION 3. The principal office of the said corporation shall be located at the Fire Engine House, Queen Anne, Talbot County, ^{Maryland} and Lloyd H. Fleming, who is a citizen and actual resident of the State of Maryland, and whose post office address is Queen Anne, Maryland, shall be its resident agent.

SECTION 4, The corporation hereby formed is a voluntary association of individuals created solely for pursuit and attainments of the objects and purposes hereinbefore set forth, and not with a view to any pecuniary gain of profit to the members thereof, and whatever property, real, personal, or mixed, may be acquired

Examined Mailed to Queen Anne - Hillsboro Volunteer Fire Company, Incorporated - Queen Anne, Md. Jan'y. 16, 1947.

by it, or 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: Lloyd H. Fleming, Joseph M. Eaton, Horace M. Morgan, J. W. Gibson, Clifton Hicks, Clinton Stoops, John J. Chaires, Charles Sewell, Virgil Carter, Kemp Stewart, John Decker, Robert Loss, Howard Eley, Howard Sewell, J. W. Nelson, Wm. Stevens, George C. Moore, Ambrose Lucas, Harry Moore, Carroll Snortall, Bernard Messix, Emitt Potts, Harry Gibson, Roy Hopkins, John W. Chaires, Emitt Barton, Frances Fleming, B. H. Kibler, Clarence Quimby, Irwin Sparklin, Richard Beaven, Milton Beaven, James Walters, Wm. Dudley, E. H. Gale, H. P. Flowers, Elwood Fleming, Dr. Kurt Lederer, Marion Stoops.

SECTION 6, The entire management and direction of the corporation shall be vested in a board of Seven trustees, to be elected from among the active members of the corporation 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 so elected shall hold office until the next annual meeting of the active members or until his successors is duly elected and qualified, and Elwood Fleming, C. K. Stewart, E. H. Gale, George Moore, John W. Chaires, Howard Sewell, Bernard Messix all of whom are citizens of the State of Maryland and actually reside therein, shall act as such trustees until the first annual meeting of active members, or until their successors are duly elected and qualified.

In witness whereof, we have hereunto set our hand and seals this 9th day of March, 1945.

Lloyd H. Fleming (Seal)
(Lloyd H. Fleming)

Test: Elizabeth H. Dulin.
(Elizabeth H. Dulin)

Horace M. Morgan (Seal)
(Horace M. Morgan)

Joseph M. Eaton (Seal)
(Joseph M. Eaton)

STATE OF MARYLAND, TALBOT COUNTY, to wit:

I hereby certify that on this 9th day of March, 1945, before me the subscriber, a notary public of the State of Maryland, in and for Talbot County, aforesaid, personally appeared Lloyd H. Fleming, Horace M. Morgan, and Joseph M. Eaton, and did severally acknowledge the foregoing certificate to be their act.

(NOTARIAL SEAL)

E. Roy Hopkins
(E. Roy Hopkins)
(Notary Public)

• • • • •

CERTIFICATE OF INCORPORATION

OF

THE QUEEN ANNE-HILLSBORO VOLUNTEER FIRE COMPANY INCORPORATED

received for record April 6, 1945 at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland April 6, 1945 as in conformity with law and ordered recorded.

A 2 3 8 0

...Owen E. Hitchins.....

...Emerson C. Harrington, Jr.....
Commissioners

Recorded in Liber 183, folio 552, 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.

(SEAL'S PLACE)

...Albert W. Ward.....
Secretary
(ALBERT W. WARD)

Capital - None

Increase-of-Capital

Bonus tax paid \$20.00.. Recording fee paid \$10.00..

ARTICLES OF INCORPORATION

FIRST CHURCH OF CHRIST SCIENTIST : Be it remembered, that on this
EASTON, MARYLAND : 25th., day of January A.D. 1947, at 9:00
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:

WHEREAS, First Church of Christ, Scientist, located in the Town of Easton, State of Maryland, has a number of members above twenty-one years of age who are duly authorized by the rules of said church to elect at their discretion certain sober and discreet persons to be constituted a body politic or corporate, to act as Trustees in the name and on behalf of the said Church and to manage the estate, property, interest and inheritance of the same, and said persons desire to exercise that right.

NOW, THEREFORE, a majority of the members of First Church of Christ, Scientist, Easton, Maryland, over the age of twenty-one, being desirous of electing certain of its members to be a body corporate, did on or about the 15th day of June,

Examined

1945, duly call and hold a meeting of the members of said church in the place commonly used for worship by the members thereof, and at said meeting did by a majority, elect Ida E. Weems, Gladys Brooke, Agnes H. Cleary, Mabel R. Comegys and Jean W. Koehn as a body corporate to act as Trustees for and on behalf of First Church of Christ, Scientist, Easton, Maryland, and to manage the estate, property, interest and inheritances of the same, all of said Trustees being residents of Talbot County, and of the State of Maryland, all being over twenty-one, and all being duly qualified members of said Church, and further at the said meeting, by a majority vote of the members over the age of Twenty-one, the following plan and agreement of regulation was adopted for the government of the said religious body corporate:-

1. The object of the corporation is the establishment and maintenance of a church for the worship of God in accordance with the doctrines and teachings of Christ Jesus, as found in the Bible, and the Christian Science Textbook, Science and Health with Key to the Scriptures by Mary Baker Eddy.

2. The said corporation shall be known by the name of First Church of Christ, Scientist, Easton, Maryland, and as such and by the name shall have perpetual succession and be clothed with all rights and powers granted by the present or future laws of Maryland to religious corporations.

3. Ida E. Weems, Gladys Brooke, Agnes H. Cleary, Mabel R. Comegys and Jean W. Koehn shall continue to act as Trustees until their successors are elected and accept election, but in no event beyond January 31st., 1946. All Trustees of the corporation must be over the age of twenty-one, and members of the church. The terms of the Trustees elected on January 31st., 1946, and thereafter shall be for one year, accounting from February 1st of the year of election to January 31st of the following year.

4. Trustees beginning with February 1st, shall be elected in the following manner; not more than thirty nor less than fifteen days before the first of February in each year, the Trustees shall call a meeting of the members of the church to meet not later than January 31st of said year at the usual place of worship of the members of the church, or at such other place as the Trustees may select. At said meeting, five qualified persons shall be elected as Trustees by ballot of the majority of the members present at said meeting.

5. At the meeting for the election of Trustees, the number of Trustees to be elected may be increased or decreased and their terms may be cut down or extended.

6. A majority of the Trustees shall constitute a quorum for the transaction of business. Any vacancies in the duly established number of Trustees may be filled by the remaining Trustees from the eligible members of the Church.

7. The Trustees shall keep a record book and copy therein of these Articles of Incorporation, and all changes and amendments thereto, and in said book the Trustees shall record their proceedings. The Trustees may elect a Clerk and other officers and may frame and adopt rules and by-laws for the government of the corporation and its members.

IN WITNESS that the foregoing plan and agreement of regulation was duly adopted by the congregation of First Church of Christ, Scientist, Easton, Maryland, and that said congregation and church will be and is hereby incorporated as a religious

corporation, we have hereto set our hands and seals this 26th., day of June, in the year one thousand nine hundred and forty-five.

Witness:

	<u>Ida E. Weems</u> (SEAL) (Ida E. Weems)
	<u>Gladys Brooke</u> (SEAL) (Gladys Brooke)
<u>Elizabeth Flynn</u>	<u>Agnes H. Cleary</u> (SEAL) (Agnes H. Cleary)
(Elizabeth Flynn)	<u>Mabel R. Comegys</u> (SEAL) (Mabel R. Comegys)
	<u>Jean W. Koehn</u> (SEAL) (Jean W. Koehn)

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 26th., day of June, in the year one thousand nine hundred and forty-five, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared Ida E. Weems, Gladys Brooke, Agnes H. Cleary, Mabel R. Comegys and Jean W. Koehn, and each acknowledged the foregoing Articles of Incorporation to be her respective act and deed.

IN WITNESS WHEREOF, I have placed my hand and Notarial Seal.

(NOTARIAL SEAL)

Elizabeth Flynn
(Notary Public)

My Commission Expires: May 5th., 1947.

(Elizabeth Flynn)

.

CERTIFICATE OF INCORPORATION
OF

FIRST CHURCH OF CHRIST, SCIENTIST,
EASTON, MARYLAND

received for record June 27, 1945 at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland June 27, 1945 as in conformity with law and ordered recorded.

A 2754

.....
Owen E. Hitchins

.....
Emerson C. Harrington, Jr.

Commissioners

Recorded in Liber 188, folio 405, 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.

(COMMISSION SEAL)

.....
Albert W. Ward
Secretary
(ALBERT W. WARD)

Capital - None

Increase-of-Capital

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

10-16-44--4M

CORRECTED CERTIFICATE OF MERGER

THE EASTERN SHORE PUBLIC SERVICE COMPANY : Be it remembered that on this
 : 1st., day of February A.D. 1947,
 THE EASTERN SHORE PUBLIC SERVICE COMPANY : at 9:00 o'clock A.M., the following
 And
 THE MARYLAND LIGHT AND POWER COMPANY : Corrected Certificate of Merger
 _____ or instrument of Writing was re-
 ceived to be recorded and is accordingly enrolled as follows, to-wit:

STATE OF MARYLAND

. . . .

OFFICE OF THE STATE TAX COMMISSION
CORRECTED CERTIFICATE OF MERGER

To the Clerk of the Circuit Court for Talbot County

Pursuant to Article 23, Section 33, of the Annotated Code of Maryland, the State Tax Commission of Maryland does hereby certify that an agreement of merger has been filed in its office by Woodcock, Webb, Bounds & Travers Salisbury, Maryland which said agreement of merger was duly approved by said Commission on October 13, 1943 and in accordance with said Article and Section of the Code it is further certified:

- (a) The names of the merging corporations are The Eastern Shore Public Service Company of Maryland and The Maryland Light and Power Company
- (b) The name of the new corporation is The Eastern Shore Public Service Company of Maryland
- (c) The location of the principal office of the new corporation is Salisbury, Maryland
- (d) The agreement of merger is dated October 13, 1943
- (e) The time of receipt for record of the agreement of merger in the office of the State Commission was October 13, 1943 at 12:30 p.m.

AS WITNESS to the act of the State Tax Commission of Maryland at Baltimore, this 28th day of February, 1944, I have set my hand and caused the seal

(SEAL'S)
(PLACE)

Examined

of said Commission to be hereto affixed.

Albert W. Ward
Albert W. Ward Secretary.

CERTIFICATE OF INCORPORATION

THE WYE-OAK CORPORATION °
°
CERTIFICATE OF INCORPORATION °
°

Be it remembered, that on this 5th., day
of February A.D. 1947, at 9:00 o'clock A.M.,
the following Certificate of Incorporation was

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

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Swain O. Neal whose postoffice address is 127 C Street N. E., Washington 2, District of Columbia; Benjamin H. Holsinger whose postoffice address is 4413 Beechwood Road, Hyattsville, Maryland and Marvin H. Hockenhull whose postoffice address is 343 Wesmond Drive, Lynhaven Sub-Division, Alexandria, Virginia; all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland, authorizing the forematons of corporations, associate ourselves with the intention of forming a corporation.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is THE WYE-OAK CORPORATION.

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 act for its Principals and others in the capacity or capacities of Manufacturer's or Distributor's representative, agent, dealer, salesman, serviceman, repairman and/or warehouseman and to delegate such capacity or capacities to its employees or others within the State of Maryland or elsewhere.

(b) To manufacture, produce, purchase or otherwise acquire, hold, mortgage, sell, transfer or in any manner encumber or dispose of Poultry, Livestock, Feeds, Seeds, Plants, Insecicides, Fertilizers, Goods, Wares, Merchandise, Implements, Equipment, Household Appliances and other personal property 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, goodwill, franchises and assets of every kind of any corporation, co-partnership or individual (including the estate of a decedent) carrying on or having carried on and to undertake, guarantee, assume and pay the

Examined

indebtedness and liabilities thereof in stock, bonds or other securities of the Corporation or otherwise.

(e) In general, subject to the limitations relative to corporations, to engage in any business permitted under the General Laws of the State of Maryland.

FOURTH: The postoffice address of the place at which the principal office of the Corporation in this State will be located is WYE MILLS, TALBOT COUNTY, MARYLAND. The resident agent of the Corporation is Oliver S. Millikin whose postoffice 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 three directors, and Swain O. Neal, Benjamin H. Holsinger and Marvin H. Hockenhull 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 TEN THOUSAND (\$10,000.) DOLLARS par value, divided into ONE HUNDRED (100) SHARES of the par value of ONE HUNDRED (\$100.) 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:

The board of directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, for such consideration as said board of directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed this Certificate of Incorporation on July 25, 1945.

WITNESS:

Florence I. Bloomberg as to Swain O. Neal (SEAL)
(Swain O. Neal)

Florence I. Bloomberg as to Benjamin H. Holsinger (SEAL)
(Benjamin H. Holsinger)

Florence I. Bloomberg as to Marvin H. Hockenhull (SEAL)
(Marvin H. Hockenhull)
(Florence I. Bloomberg)

(See page four for acknowledgements)

Page four - - The Wye-Oak Corporation - - Certificate of Incorporation

DISTRICT OF COLUMBIA - - - - - , SS:

I HEREBY CERTIFY, that on July 25, 1945, before me, the subscriber, a notary public in and for the DISTRICT OF COLUMBIA, personally appeared SWAIN O. NEAL, BENJAMIN H. HOLSINGER AND MARVIN H. HOCKENHULL 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)

Florence I. Bloomberg
Notary Public
NOTARY PUBLIC - D.C.
My Commission Expires March 1, 1947
(Florence I. Bloomberg)

CERTIFICATE OF INCORPORATION
OF

THE WYE-OAK CORPORATION

received for record July 27, 1945 at 1:00 o'clock P.M., and approved by the State Tax Commission of Maryland July 27, 1945 as in conformity with law and ordered recorded.

A 2887

.....Robert France.....

.....Emerson C. Harrington, Jr.....

Commissioners

Recorded in Liber 189, folio 583, 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.

(TAX COMMISSION)
(SEAL)

.....Albert W. Ward.....

Secretary

(ALBERT W. WARD)

Capital - \$10,000.00

~~Increase of Capital~~

Bonus tax paid..\$20.00....Recording fee paid \$10.00..

10-16-44-4M

CERTIFICATE OF INCORPORATION

THE LARGARDE POULTRY COMPANY.:

CERTIFICATE OF INCORPORATION...:

:

Be it remembered, that on this 6th., day of February A.D. 1947, at 9:00 o'clock A.M., the following Certificate of or Instrument of Writing Incorporation/was re-

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

THE LARGARDE POULTRY COMPANY.

THIS IS TO CERTIFY:

First: That we, the subscribers, R. Howe Largarde, whose post-office address is Oxford, Talbot County, Maryland; Charles N. Bitze, whose post-office address is 3800 East Baltimore Street, Baltimore City, State of Maryland; all being

Examined

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 Lagarde Poultry 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:

(a) To take over and carry on the business heretofore conducted by the said R. Howe Lagarde and Emily H. Lagarde, at Cordova, in Talbot County, in the State of Maryland, under the name of The Lagarde Poultry Company.

(b) To deal in, buy, sell, prepare and process poultry and other food products for marketing.

(c) In general to carry on any lawful business and to have and to exercise all the powers and privileges conferred by the General laws of the State of Maryland upon corporations formed thereunder.

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, State of Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

Fifth: The Corporation shall have three directors, and $\frac{3}{4}$ Howe Lagarde, Charles N. Eitze and John Holt Richardson 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 ten thousand (10,000) shares without par value.

Seventh: The duration of the Corporation shall be perpetual.

In Witness Whereof, we have signed this Certificate of Incorporation on August 4th, 1945.

Witness:

Emory W. Slaughter
Emory W. Slaughter

R. Howe Lagarde
R. Howe Lagarde

Charles N. Eitze
Charles N. Eitze

John Holt Richardson
John Holt Richardson

STATE OF MARYLAND

TALBOT COUNTY, to wit:

I hereby certify, that on this 4th day of August, 1945, before me, the subscriber, a Notary Public of the State of Maryland, in the Talbot County, personally appeared R. Howe Lagarde, Charles N. Eitze and John Holt Richardson, and they severally acknowledged the foregoing certificate of incorporation to be their act.

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

(NOTARIAL SEAL)

Emory W. Slaughter
Notary Public.

CERTIFICATE OF INCORPORATION
OF
THE LAGARDE POULTRY COMPANY

received for record August 6, 1945 at 9:30 o'clock A.M., and approved by the State Tax Commission of Maryland August 6, 1945 as in conformity with law and ordered recorded.

A 2927

.....Robert France.....

.....Emerson C. Harrington,.....
Commissioners

Recorded in Liber 190, folio 229, 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.

(STATE TAX COMMISSION SEAL)

.....Albert W. Ward.....
Secretary
ALBERT W. WARD

Capital - 10,000 shares without par value

Increase of Capital

Bonus tax paid \$40.00 Recording fee paid \$10.00

ARTICLES OF INCORPORATION

ARTICLES OF INCORPORATION OF :

TALBOT COUNTRY CLUB, INC. :

Be it remembered, that on this 12th., day of February A.D. 1947, at 9:00 o'clock A.M., the following Articles of Incorporation was received

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

✓ We, the subscribers,

- Philip J. Hopkins whose postoffice address is Easton, Md. ;
- Walter F. Austin whose postoffice address is Easton, Md. ;
- Oliver S. Mullikin whose postoffice address is Easton, Md. ;
- Walter S. McCord whose postoffice address is Easton, Md. ;
- Royce R. Spring whose postoffice address is Easton, Md. ;
- Frank M. Shook whose postoffice address is Easton, Md. ;
- Ralph A. Townsend whose postoffice address is Easton, Md. ;

all being of full legal age, at least two of whom are residents and citizens of the 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 inten-

Examined

tion of forming a corporation.

ARTICLE I.

That the name of the corporation (hereinafter called the "Corporation") is TALBOT COUNTRY CLUB, INC.

ARTICLE II.

The purposes for which the corporation is formed and the objects to be carried on and promoted by it are: To organize and operate a golf and country club exclusively for social and other non-profit purposes, no part of the net income from which is to inure to the benefit of any member.

ARTICLE III.

For the purposes aforesaid, the corporation shall have the following powers:

- (a) To acquire the entire assets of "The Talbot Country Club, Incorporated", a corporation organized and existing under the laws of the State of Maryland, and to operate and maintain a golf course, tennis courts and a country club, restaurant, cafe and dance floor, and any other facility needful or useful in the operation of a country club;
- (b) The general nature of its business shall be to acquire by purchase or otherwise a tract of land and improvements suitable for use as a golf and country club, to construct, operate and maintain such property and to provide and maintain thereon a clubhouse, restaurant and such other facilities as may be necessary or useful for the use of the members and the people frequenting the same.
- (c) To buy, sell and deal in all kinds of golf goods and to engage in such activities as may be deemed desirable or essential thereto;
- (d) To purchase, lease, or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any way or manner encumber or dispose of real estate;
- (e) To borrow money without limitation as to amount or corporate indebtedness or liability; to give a lien on any of its property as security therefor in any manner permitted by law; and to make, execute and issue all manner of obligations and negotiable or transferable instruments for any purpose that is deemed to further the objects for which this corporation is formed and to give a lien on any of its property as security therefor;
- (f) To make rules and regulations governing the admission of members and the conduct of activities of the corporation in any manner permitted by law.

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

ARTICLE IV.

That the post office address of the place at which the principal office in this State will be located is Easton, Talbot County, State of Maryland. The resident agent of the corporation is Ralph A. Townsend, whose post office address is Easton, Talbot County, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

ARTICLE V.

The corporation shall have not less than seven directors and

Name	Address
Philip J. Hopkins	Easton, Maryland
Walter F. Austin	Easton, Maryland
Oliver S. Mullikin	Easton, Maryland
Walter S. McCord	Easton, Maryland
Royce R. Spring	Easton, Maryland
Frank M. Shook	Easton, Maryland
Ralph A. Townsend	Easton, Maryland.

shall act as such until the first annual meeting or until their successors are duly chosen and qualified, but the by-laws may provide for a larger number, all of which directors shall be elected by and from the members.

ARTICLE VI.

The corporation shall be a membership corporation and shall have no capital stock and these incorporators shall be the first members of the corporation.

ARTICLE VII.

The property rights and interest of each member in the corporation shall be equal and the by-laws shall provide uniform regulations requiring membership and retaining the same. Members may resign or be removed or vacancies be filled and additional members elected as provided in the by-laws.

ARTICLE VIII.

The corporation reserved the right to make from time to time any amendment of its charter which may now or hereafter be permitted by law and such amendment may be adopted by a majority of the votes cast at any duly constituted meeting of the members provided due notice shall have been given.

ARTICLE IX

QUORUM

It shall be stated in the By-laws the number or percentage of the members necessary in order to constitute a quorum and any action, including amendments to the charter, required by law to be taken, or authorized, by the affirmative vote of a majority or of a designated portion of all the members, shall be effective and valid if taken or authorized by not less than a majority, or not less than such other proportion designated in the By-laws, as the case may be, of all of the votes thereon to which all of the members present, in person or by proxy, at a duly constituted meeting shall be entitled.

IN WITNESS WHEREOF, we have signed this Certificate of Incorporation this 11th day of September, 1945.

Philip J. Hopkins
Philip J. Hopkins

Walter F. Austin
Walter F. Austin

Oliver S. Mullikin
Oliver S. Mullikin

Walter S. McCord
Walter S. McCord

Royce R. Spring
Royce R. Spring

Frank M. Shook
Frank M. Shook

Ralph A. Townsend
Ralph A. Townsend

TEST: Emory W. Slaughter
Emory W. Slaughter

STATE OF MARYLAND

TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 11th day of September, in the year one thousand nine hundred and forty-five, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County, aforesaid, personally appeared Phillip J. Hopkins, Walter F. Austin, Oliver S. Mullikin, Walter S. McCord, Royce R. Spring, Frank M. Shook, Ralph A. Townsend, known to me to be the identical persons who executed the within and foregoing instrument, and they severally acknowledged the foregoing Certificate of Incorporat^{ion} to be their act.

WITNESS my hand and Notarial Seal.

(NOTARIAL SEAL)

Emory W. Slaughter
Emory W. Slaughter Notary Public.

CERTIFICATE OF INCORPORATION
OF

TALBOT COUNTRY CLUB, INC.

received for record September 19, 1945 at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland September 19, 1945 as in conformity with law and ordered recorded.

A 3094

Owen E. Hitchins
Emerson C. Harrington, Jr.

Commissioners

Recorded in Liber 191, folio 541, 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.

(STATE TAX)
(COMMISSION SEAL)

Albert W. Ward
Secretary

ALBERT W. WARD

Capital - None

~~Increase-of-Capital~~

Bonus tax paid \$20.00 Recording fee paid \$10.00.

ARTICLES OF REVIVAL

ARTICLES OF REVIVAL	:	Be it remembered, that on this
OF	:	15th., day of February A.D. 1947, at
<u>TALBOT ENGINEERING COMPANY, INCORPORATED:</u>	:	9 o'clock A.M., the following Articles
	:	of Revival 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 Talbot Engineering Company, Incorporated, a Maryland corporation (hereinafter called the Corporation), was forfeited on October 28, 1942 for the non-payment of taxes and these Articles of Revival are for the purpose of reviving its charter.

SECOND: That the undersigned Lewis H. Renshaw was the last acting president, and the undersigned Ray Brooke was the last acting secretary of the Corporation.

THIRD: The name of the Corporation at the time of the forfeiture of its charter was Talbot Engineering Company, Incorporated.

FOURTH: The name by which the Corporation will hereafter be known is Talbot Engineering Company, Incorporated.

FIFTH: The post-office address of the place at which the principal office of the Corporation in this State will be located in Easton, Maryland, which is the city in which its principal office was located at the time of the forfeiture of its charter. The resident agent of the Corporation is Ray Brooke, a citizen of the State of Maryland actually residing therein, the post-office address of whom is Easton, Maryland.

SIXTH: That all annual reports which should have been filed by the Corporation with the State Tax Commission of its charter had not been forfeited have been filed.

SEVENTH: That all State and local taxes (other than taxes on real estate) and interest and penalties due by the Corporation irrespective of any period of limitation prescribed by law affecting the collection of any part of such taxes, and an amount equal to all State and local taxes (other than tax on real estate) and interest and penalties, which irrespective of any period of limitation prescribed by law affecting the collection of any part of such taxes, would have been payable by the

Examined

Corporation if its charter had not been forfeited, have been paid.

IN WITNESS WHEREOF, Lewis H. Renshaw, the last acting president, and Ray Brooke, the last acting secretary of Talbot Engineering Company, Incorporated have signed these Articles of Revival this 4th day of September, 1945.

Lewis H. Renshaw
Last Acting President
Lewis H. Renshaw

Ray Brooke
Last Acting Secretary.
Ray Brooke

STATE OF Maryland :
: SS
COUNTY OF Montgomery :

I HEREBY CERTIFY That on the 4th day of Sept., 1945, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Montgomery personally appeared Lewis H. Renshaw, the last acting president of Talbot Engineering Company, Inc. a Maryland corporation, and made oath in due form of law that the matters and facts set forth in the foregoing articles of revival are true to the best of his knowledge, information and belief.

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

(NOTARIAL SEAL)

Sue M. Imirie
Notary Public
Sue M. Imirie 5/5/47

STATE OF MARYLAND, COUNTY OF TALBOT, TO-WIT:

I HEREBY CERTIFY, That on the 5 day of Sept, 1945, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Ray Brooke, the last acting secretary of said corporation, and made oath in due form of law that the matters and facts set forth in said articles of revival are true to the best of his knowledge, information and belief.

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

(NOTARIAL SEAL)

G. Barnes Reid
Notary Public
G. Barnes Reid

OFFICE OF COMPTROLLER
Treasury Department
Annapolis, Maryland

THIS IS TO CERTIFY, That the books of this office show that all taxes assessed by the State Tax Commission against TALBOT ENGINEERING CO., INC., and certified to the Comptroller for collection, up to and including the taxes for the year 1943, have been paid.

WITNESS my hand and official seal this eight day of September A.D. 1945.

(SEAL)

J. Millard Tawes
Comptroller

Easton, Md.

August 28, 1945

Mr. William Reddie, Attorney

Easton, Maryland

Dear Mr. Reddie:

According to my records all the taxes on the real estate known as Talbot Engineering Company, Inc. have been paid, also all the corporation taxes up to and including the year 1943 have been paid.

According to the attached letter from the State Tax Commission there will be no personal property assessment for the years 1944 and 1945.

Yours very truly,

Charles N. Sheridan
Treasurer

cns/bw

STATE TAX COMMISSION OF MARYLAND

THIS IS TO CERTIFY That all franchise taxes payable, to State Tax Commission of Maryland by "Talbot Engineering Company, Incorporated" up to and including the year 1945, have been paid.

State Tax Commission of Maryland
By Harvey C. Eubanks
Harvey C. Eubanks

ARTICLES OF REVIVAL
OF

TALBOT ENGINEERING COMPANY, INCORPORATED

received for record October 1, 1945 at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland October 1, 1945 as in conformity with law and ordered recorded.

A 3176

.....Robert France.....
.....Owen E. Hitchins.....
Commissioners

Recorded in Liber 192, folio 451, 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 said Commission at Baltimore.

(SEAL)

.....Albert W. Ward.....
ALBERT W. WARD Secretary

Capital

Increase-of-Capital

Revival Fee

Bonus-tax-paid- \$25.00 Recording fee paid \$10.00.

CERTIFICATE OF INCORPORATION

CERTIFICATE OF INCORPORATION : Be it remembered, that on this
 :
 -of- : 15th., day of February A.D. 1947, at 9:00 o'clock
 :
 ELCO EQUIPMENT COMPANY, INC. : 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, RAYMOND H. ELLIOTT, whose post-office address is Easton, Talbot County, Maryland, JOHN H. CLENDANIEL, JR., whose post-office address is No. 115 Deepdene Road, in the City of Baltimore, State of Maryland; and SHELDON LORD, 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 with the intention of forming a corporation.

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

ELCO EQUIPMENT COMPANY, INC.

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

(a) To make, manufacture, buy, sell, import, export, use, lease, exchange, hire, own, hold, assemble, acquire, trade, deal in and with, mortgage, pledge, assign, dispose of, make repairs to, clean, store and warehouse machines, engines, motors, equipment, tools and implements of all kinds, harvesters, binders, bindertwine, reapers, mowers, rakes, sleds, headers, shredders, harrows, plows, threshers stackers, feeders, loaders, baling presses, silo fillers, trucks, tractors, trailers, wagons, motor vehicles and vehicles of all kinds, agricultural, industrial and mechanical equipment, machinery, tools, implements and appliances of all kinds and all repair parts and other devices, materials, products, articles and things used or useful, directly or indirectly, in connection therewith, or any of them, or any part thereof, and in connection with any kind of agricultural, industrial and mechanical equipment, machines, tools, implements and appliances whatsoever, and to do any and all acts and transact any and all businesses which shall or may be or become incidental to, or arise out of or be connected directly or indirectly with said businesses or any of them or any part thereof.

(b) To make, manufacture, buy, sell, import, export, use, lease, exchange, hire, own, hold, assemble, acquire, trade, deal in and with, mortgage, pledge, assign, dispose of, make repairs to, clean, store and warehouse automobiles, trucks, tractors, trailers, motor vehicles, engines, motors, tire, tubes, batteries, heaters, electric ice-boxes, electric refrigerators, and all gas and electrical household appliances, equipment, and supplies, and other gas and electrical and other appliances, equipment and supplies, radios, motor boats, marine engines, motor-cycles, bicycles, carriages, wagons, airships and vehicles of all kind and descriptions, and any and all of their parts, equipment, implements and accessories, and all articles, accessories and supplies used or useful directly or indirectly in connection therewith or any of them, or any part thereof, and all goods, products and things used or useful directly or indirectly in connection with the same or any of them, or any part thereof, and personal property and merchandise of all descriptions; to make, manufacture, buy, sell, own, hold, assemble, acquire, trade, deal in and with, dispose of, store and warehouse gasoline, alcohol, grease, oils, lubricants, parts and supplies generally, and to buy, sell, own, rent, manage, mortgage, lease, construct, acquire, operate, deal in and with, garages, service stations, machine shops, supply stores, gas and electrical supply stores, gasoline stations, oil stations, repair shops and any and all stores, rooms, stations, shops, display centers and distribution centers, and to carry on any and all businesses and deal in and with all manner of articles, products, property and things necessary or incidental thereto, or any of them, or any part thereof, and to do any and all acts and transact any and all businesses, which shall or may be or become incidental to, or arise out of, or be connected, directly or indirectly with said businesses or any of them, or any part thereof.

(c) To build, construct, purchase, sell, mortgage, hold, lease, rent, hire, exchange, improve, develop, equip, own, convey, transfer, dispose of, operate, manage, and deal in and with, real estate, leasehold properties, lands, water rights, mills, factories, buildings and any and all other properties, and structures of all kinds and descriptions, and any interest therein, and wheresoever situated within and without the State of Maryland, and to engage in and carry on any other business that the Corporation may consider necessary or advisable for the purpose of promoting the general development of any of same, or any part thereof, or enhancing any of its value.

(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, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any businesses or any part thereof, that the Corporation may carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any of same in cash, stocks, bonds or other securities of the Corporation or otherwise.

(e) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, tradenames, inventions, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation;

and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

(f) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or 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 of the Corporation for its corporate purposes.

(g) To act as dealer, broker, agent, factor, representative or otherwise, for any persons, firms, partnerships and corporations in connection with any business that the Corporation may engage in or deal in any manner.

(h) To carry on any of the businesses as hereinbefore referred to, or any part thereof, for itself, or for account of others, or through others for its own account, and to 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 any part thereof, or to facilitate it in the transaction of its aforesaid objects or businesses or any of them, 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, business or rights, and to have and exercise all rights, powers and privileges which are now or may hereafter be conferred upon corporations by the Laws of the State of Maryland.

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

The above granted powers to the Corporation are infurtherance and not in limitation of the general powers conferred by law upon the Corporation, and it is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

FOURTH: The post-office address of the 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 RAYMOND H. ELLIOTT, 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 three Directors, and RAYMOND H. ELLIOTT, JOHN H. CLENDANIEL, JR., and SHELDON LORD shall act as such Directors 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 (100) shares without nominal or 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 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.

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

IN WITNESS WHEREOF, we have signed this Certificate of Incorporation on September 29, 1945.

Witness:

Lucille Maloney	as to	Raymond H. Elliott
Dorothy Callahan	as to	Jno. H. Clendaniel, Jr.
Irma Lee Smith	as to	Sheldon Lord

STATE OF MARYLAND
COUNTY OF TALBOT SS:

I HEREBY CERTIFY that on this 29 day of September, 1945, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared RAYMOND H. ELLIOTT, JOHN H. CLENDANIEL, JR. and SHELDON LORD, the persons who signed the foregoing Certificate of Incorporation, and they severally acknowledged the foregoing Certificate of Incorporation to be their respective act.

(NOTARIAL SEAL)

Frieda R. Councill
Notary Public

CERTIFICATE OF INCORPORATION
OF
ELCO EQUIPMENT COMPANY, INC.

received for record October 9, 1945 at 12:45 o'clock P.M., and approved by the State Tax Commission of Maryland October 9, 1945 as in conformity with law and ordered recorded.

A 3227

..... Owen E. Hitchins
..... Emerson C. Harrington, Jr.
Commissioners

Recorded in Liber 193, folio 211, 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 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.

(SEAL)

Albert W. Ward.....
Secretary
ALBERT W. WARD

Capital - 100 shares without par value

~~Increase-of-Capital~~

Bonus tax paid \$20.00 Recording fee paid \$10.00

CERTIFICATE OF INCORPORATION

WILLEY MOTOR COMPANY, INC. ° Be it remembered, that on this
CERTIFICATE OF INCORPORATION ° 27th., day of February A.D. 1947, at 9:00 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, Frederick P. McBriety, Shermon Willey and Lucile H. McBriety, the post office address of Frederick P. McBriety and Lucile H. McBriety is Cambridge, Maryland and the address of Sherman Willey is Easton, Maryland, all being of full legal age, 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: The name of the Corporation (which is hereinafter called the Corporation) is:
WILLEY MOTOR COMPANY, INC.

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

(a) To dispense at wholesale or retail gasoline, oils, greases, tires, tubes and miscellaneous automobile accessories and parts; to act as dealers for new and used cars, motor cycles, boats, or any other chattel or classes of personal property which the Board of Directors may from time to time prescribe.

(b) To acquire the good will, rights and property of, to take over the whole or any part of the assets and liabilities of any person, firm, association or corporation; to pay for the same in cash, stock of this corporation, bonds or otherwise, in the manner permitted by law; to hold or in any manner dispose of the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired; and to exercise all of the powers necessary and convenient in and about the conducting and management of such business.

Examinel

(c) To apply for, purchase, or in any manner dispose of and to grant licenses or other rights in respect of and in any manner deal with any or all rights, inventions, improvements and processes used in connection with or secured under letters patent or copy copy rights of the United States or other countries, and to work, operate or develop the same and to carry on any business, which may be deemed to accomplish directly or indirectly these objects or any of them.

(d) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the capital stock or of any bonds, securities or other evidence of indebtedness issued or created by any other corporation of this State or any other state of the United States, and while owner of any such securities to exercise all the rights, powers and privileges of ownership including the right to vote thereon to the same extent as a natural person.

(e) To enter into, make and perform contracts of every kind with any person, firm, association, joint stock company or corporation, and without limit as to the amount, to draw, make, accept, endorse, discount, execute and issue promissory notes, 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.

(f) To purchase, hold, cancel and reissue the shares of its capital stock in any manner permitted by law.

(g) And in general, to exercise and enjoy all of the powers, rights and privileges granted to or conferred upon corporations of this character by the general laws of this State now or hereafter in force, , the enumeration of certain powers as herein specified not being intended to exclude or constitute a waiver of any such 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 Easton, Maryland. The resident agent of the Corporation is Sherman Willey 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 directors and Frederick P. McBriety, Sherman Willey and Lucile H. McBriety 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 director 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) is or was, are or were, another party or other parties to such contract, transactions or agreement.

SEVENTH: The total amount of the authorized capital stock of the Corporation is one thousand (1,000) shares of no par value. The holders of this stock shall be entitled to one vote at any meeting of the stockholders for each share of said

stock so held. Said stock shall be fully paid and non-assessable.

EIGHTH: The Corporation reserves the right from time to time, to make any amendment of its Certificate of Incorporation, including any preferred or special stocks or changing the terms of any of its outstanding stocks, by classification, re-classification or otherwise, upon the affirmative vote of two thirds in number of the aggregate number of votes to which the holders of all of the shares outstanding and entitled to vote shall be entitled.

IN WITNESS whereof we have signed this Certificate of Incorporation this 14th day of December, 1945.

Test:

Elba M. Merrick

Frederick P. McBriety
Frederick P. McBriety

Elba M. Merrick

Sherman Willey
Sherman Willey

Elba M. Merrick

Lucile H. McBriety
Lucile H. McBriety

STATE OF MARYLAND, DORCHESTER COUNTY, TO WIT:

I hereby certify that on this 14th day of December, 1945, before me, the subscriber, a Notary Public of the State of Maryland, in and for Dorchester County, aforesaid, personally appeared Frederick P. McBriety, Sherman Willey and Lucile H. McBriety 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)

Elba M. Merrick
Notary Public

o o o o o o o

CERTIFICATE OF INCORPORATION

OF

WILLEY MOTOR COMPANY, INC.

received for record December 15, 1945 at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland December 15, 1945 as in conformity with law and ordered recorded.

A 3634

...Jos. H. A. Rogan.....
Emerson C. Harrington, Jr.....
Commissioners

Recorded in Liber 197, folio 297, 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.

(COMMISSION SEAL)

Albert W. Ward
ALBERT W. WARD Secretary

Capital --- 1000 shares without par value

Increase-of-Capital

Bonus tax paid \$20.00

Recording fee paid \$10.00

CERTIFICATE OF INCORPORATION.

MARYLAND DUNBRIK COMPANY, INC. °
CERTIFICATE OF INCORPORATION °
----- °

Be it remembered, that on this
27th., day of February A.D. 1947, at 9:00
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:-

FIRST. The name of this corporation is Maryland Dunbrik Company Inc.

SECOND. Its principal office in the State of Maryland is to be located at Easton, County of Talbot, in said State. The Resident Agent of said Corporation is Raymond Otten Dean, who is a citizen and resident of the State of Maryland and actually resides at Federalsburg, Caroline County.

THIRD. The nature of the business and the objects and purposes to be transacted, promoted and carried on, are to do any or all of the things herein mentioned, as full and to the same extent as natural persons might or could do, and in any part of the world, viz:

To manufacture, purchase or otherwise acquire in any lawful manner and to hold, own, mortgage, pledge, exchange, sell or in any other manner dispose of, or otherwise trade and deal in brick, tile, flagstone, pottery, piping, clay and cement products of all kinds, and stocks, wares, merchandise of all kinds and descriptions and all parts thereof, together with raw and other materials used in the manufacture of any of said products, goods, wares, merchandise or chattels.

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, raw, or other products manufactured, sold, owned, or used by it.

To take, own, hold, deal in, mortgage or otherwise give liens against and to lease, sell, exchange, transfer or in any manner whatever to dispose of real property within or without the State of Maryland wherever the same may be situated, including water rights, mills, factories, lands, gravel and sand pits buildings and other structures of all kinds, and all other property both real and personal of every class and description, or any interest therein necessary or desirable for the carrying on or operation of the aforesaid business, or either of them.

To act as agent or broker for any person, firm, corporation, or association and to manage the property and business of any person, firm, corporation or association of every description.

To enter into, make, and perform, contracts of every kind for any lawful purpose with any person, firm, association, corporation, municipality, body politic, country, territory, state, government or colony or dependency thereof.

Examined

To acquire the goodwill, rights and property, and the whole or any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities of any person, firm, association or corporation; to pay for the ^{said} goodwill, rights, property and assets in cash, in the stock of this Corporation, in bonds, or otherwise, or by undertaking the whole or any part of the liabilities of the transferor; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

To apply for, purchase, register, or in any manner to acquire and to hold, own, use, operate and introduce, and to sell, lease, assign, pledge, or in any manner dispose of and in any manner deal with, patents, patent rights, licenses copyrights, trade-marks, and trade names; to acquire, own use or in any manner dispose of any and all inventions, improvements, processes, labels, designs, brands or other rights, and to work, operate or develop the same; and to carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate these objects or any of them.

For any of the purposes of the Corporation, without limit as to amount, to borrow or raise monies, to draw, make, accept, endorse, discount, execute, pledge, issue, sell or otherwise dispose of promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other instruments, whether negotiable or non-negotiable, transferable or non-transferable, and evidences of indebtedness, whether secured by mortgage or otherwise, as well as to secure the same and all obligations arising therefrom, by mortgage or otherwise, either alone or jointly with any other person or corporation, of the whole or any part of the property of the Corporation presently owned or to be acquired; to confer upon the holders of any of its obligations such powers, rights, and privileges, as from time to time may be deemed advisable by the Board of Directors; and, except as may be specifically prohibited by law, to loan money with or without collateral or other security.

To purchase, insofar as the same may be done without impairing the capital of the Corporation, and except as otherwise prohibited by law, and to hold, pledge, and reissue shares of its own capital stock.

To do any and 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, and either alone or in company with others.

In general to carry on any other business in connection with those herein mentioned, whether manufacturing or otherwise, and to do all things not forbidden by the laws of the State of Maryland and with all the powers conferred upon corporations by the laws of said State of Maryland or elsewhere.

FOURTH: The amount of the total authorized capital stock of this Corporation is Fifty Thousand (\$50,000.00) Dollars, divided into one thousand shares of the par value of Fifty (\$50.00) Dollars each.

FIFTH. The names and place of residence of the incorporators are as follows:

<u>NAME.</u>	<u>ADDRESS.</u>
Raymond Otten Dean	Federalsburg, Maryland.

Walter Leven Boyce
James Harold Dean

Federalburg, Maryland.
Federalburg, Maryland.

all of whom are of full age.

SIXTH. That the following shall serve as officers of said Corporation until their successors shall have been duly elected and qualified, viz:

President:	Raymond Otten Dean.
Vice President:	Walter Leven Boyce.
Secretary-Treasurer:	James Harold Dean.

SEVENTH: That the said Raymond Otten Dean, Walter Leven Boyce and James Harold Dean shall be the Directors of said Corporation until their successors shall have been duly chosen and qualified.

EIGHTH: The existence of this Corporation is to be perpetual.

NINTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatsoever.

TENTH: Subject to the provisions of the corporation law of the State of Maryland, the management of said corporation shall be vested in its officers and a Board of Directors not exceeding five persons.

ELEVENTH: The Corporation reserves the right to amend, alter or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter described by the Laws of the State of Maryland, and all rights and powers conferred on directors and stockholders will be subject to the reservation.

TWELFTH: The amount of capital with which this Corporation will commence business is Twenty thousand (\$20,000.00) Dollars.

We, the undersigned, for the purpose of forming a corporation under the laws of the State of Maryland, do make, file and record this certificate of incorporation and do certify that the facts herein stated are true and we have accordingly hereunto set our respective hands and seals.

Dated at Federalburg, Md.,	<u>Raymond Otten Dean</u> (SEAL)
December 18th, 1945.	(Raymond Otten Dean)
Test as to all signatures:	<u>Walter Leven Boyce</u> (SEAL)
	(Walter Leven Boyce)
<u>Everett Nuttle</u>	<u>James Harold Dean</u> (SEAL)
Everett Nuttle	(James Harold Dean)

STATE OF MARYLAND, CAROLINE COUNTY, to wit:

I HEREBY CERTIFY that on this 18th day of December, A.D. 1945, before me, the subscriber, a Notary Public of the State of Maryland, in and for Caroline County, personally appeared Raymond Otten Dean, Walter Leven Boyce and James Harold Dean, and they 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) EVERETT NUTTLE
Everett Nuttle
Notary Public.
My Commission Expires May 5, 1947

CERTIFICATE OF INCORPORATION
OF

MARYLAND DUNBRIK COMPANY, INC.

received for record December 26, 1945 at 10:00 o'clock A.M., and approved by the

State Tax Commission of Maryland December 26, 1945 as in conformity with law and order-
ed recorded.

A 3684

...Owen E. Hitchens.....
...Emerson C. Harrington, Jr.,
Commissioners

Recorded in Liber 198, folio 9, 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

(COMMISSION'S SEAL)

Albert W. Ward.....Secretary:
ALBERT W. WARD

Capital --\$50,000.00

Increase-of-Capital

Bonus tax paid \$20.00 Recording fee paid \$10.00.

ARTICLES OF AMENDMENT

ARTICLES OF AMENDMENT TO
THE AMENDED ARTICLES OF INCORPORATION OF
THE LIBERTY BANK, EASTON, MARYLAND.

Be it remembered, that
on this 27th., day of February A.D. 1947,
at 12:30 o'clock P.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 at a special meeting of the Board of Directors of
The Liberty Bank, Easton, Maryland, held on the 13th day of February, 1947, at which
more than two-thirds of the said Board were present, a motion was duly made, seconded
and unanimously carried that the Board of Directors of The Liberty Bank recommend to
the stockholders of the corporation that the capital stock of the corporation be
increased from Fifty Thousand (\$50,000.00) Dollars which is divided into five thousand
(5,000) shares of the par value of Ten (\$10.00) Dollars each with a surplus of Thirty-
One Thousand (\$31,000.00) Dollars of Seventy Five Thousand (\$75,000.00) Dollars divided
into Seventy Five (7,500) Hundred shares of the par value of Ten (\$10.00) Dollars each
with a surplus of One Hundred Thirty Five Thousand (\$135,000.00) Dollars, and that
the Amended Certificate of Incorporation or Charter 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.

Examined

That pursuant to a notice of the special meeting of the stockholders of the corporation in pursuance of the aforementioned action of its Board of Directors, and setting forth the objects 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 twenty sixth day of February, 1947, at which the holders of more than two thirds of the stock of the corporation outstanding and entitled to vote were present; and that at said meeting the aforementioned recommendation of the Board of Directors was duly read to the Stockholders, and by them considered; and that, thereupon, by motion duly made, seconded and unanimously carried, it was resolved to strike out Article FOURTH of the Amended Articles of Incorporation or Charter of The Liberty Bank, Easton, Maryland, which reads 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 (5,000) 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 heretofore 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 (5,000) 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 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.

And at said aforementioned meeting of the stockholders it was further resolved that in said Amended Certificate of Incorporation or Charter in lieu of said Article FOURTH so authorized to be stricken out as above recited, there should be substituted a new Article FOURTH changed to read as follows:

FOURTH:

(a) The total amount of capital stock of said Bank is Seventy-Five Thousand (\$75,000.00) Dollars divided into Seventy-Five Hundred (7500) shares of the par value of Ten (\$10.00) Dollars each, with a surplus of One Hundred Thirty Five Thousand (\$135,000.00) Dollars.

(b) All the capital stock of the corporation, including that heretofore 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 Seventy Five (7500) Hundred Shares making an aggregate capital stock of Seventy Five Thousand (\$75,000.00) Dollars in par value, with a surplus in the amount of One Hundred Thirty Five Thousand (\$135,000.00) Dollars. The price to be paid for the new stock is to be Twenty Two Dollars per share and each present stockholder shall be entitled to the preemptive right to subscribe to one share of said new or increased capital stock for each two shares of old stock held by said stockholder and provided he exercise such preemptive right within ten days after the date on which the Stockholders approve and authorize the issuance of said increased capital stock.

(c) That the total number and par value of the shares of the capital stock heretofore authorized is five thousand (5,000) shares of the par value of Ten (\$10.00) Dollars each, aggregating Fifty Thousand (\$50,000.00) Dollars of said capital structure with a surplus of Thirty-One Thousand (\$31,000.00) 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 as 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 or Charter, 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 and the seal of said corporation this 26th day of February 1947, and do 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
 G. Elbert Marshall

 G. Elbert Marshall,
 President of The Liberty Bank,
 Easton, Maryland

(CORPORATE SEAL)

Joseph S. Barnes
 Joseph S. Barnes.

 Joseph S. Barnes,
 Cashier of The Liberty Bank,
 Easton, Maryland.

STATE OF MARYLAND
 COUNTY OF TALBOT, To Wit:

I HEREBY CERTIFY, that on this 26th, day of February 1947, 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.

My commission expires May 5, 1947.

(NOTARIAL SEAL)

Marie G. Vinyard
Marie G. Vinyard
Marie G. Vinyard,
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 26th day of February 1947.

J. D. Hospelhorn
Deputy Bank Commissioner of the State of Maryland. (Acting in the absence of the Bank Commissioner.)

JUDGE'S CERTIFICATE.

I, J. Owen Knotts one of the Judges of the Circuit Court for Talbot County, do hereby certify on this 27th day of February, 1947, that the foregoing Certificate has been submitted to me for examination, and I do further certify that the said Certificate is franed in conformity with the law.

J. Owen Knotts

JUDGE.

CERTIFICATE OF INCORPORATION.

THE ST. MICHAELS AMBULANCE ASSOCIATION, : Be it remembered, that
INCORPORATED :
: on this 7th., day of March A.D. 1947,
CERTIFICATE OF INCORPORATION :
: at 9:00 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, Gertrude B. Marshall, J. Orem Gardner, Dorothy S. Wales and Roger R. Ringgold, the post office address of all of whom is St. Michaels, Maryland, and all of whom are 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 intentions of forming a corporation.

SECOND: The name of the corporation is THE ST. MICHAELS AMBULANCE ASSOCIATION, INCORPORATED.

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

To maintain and operate an ambulance for the benefit of the sick and needy, No part of the earnings of said corporation shall enure to the benefit of any member thereof. For the purposes aforesaid, the corporation shall have the following powers:

(a) To purchase, lease or otherwise acquire any property, real,

Examined

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 the law, for money so borrowed or raised, or to pay for property purchased, leased, mortgaged or otherwise acquired, or for any other lawful consideration, and to secure payment thereof, and the interest thereof by a mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part 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.

It is the intention that none of the powers defined in any of the foregoing clauses of Article 3 shall be in anywise limited to 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 in St. Michaels, Talbot County, Maryland. The resident agent of the corporation is Gertrude B. Marshall, whose post office address is St. Michaels, Talbot County, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The corporation shall have no less than five (5) or more than eleven (11) directors, and the following persons shall act as such until the first annual meeting or until their successors are duly chosen and qualified: Gertrude B. Marshall, J. Orem Gardner, Dorothy S. Wales, Roger R. Ringgold, William I. Haddaway and Lester C. Roe.

SIXTH: Members of the corporation may be elected from time to time in such a manner as may be prescribed by the By-Laws.

SEVENTH: A majority of the active 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. It is intended that this be a benevolent corporation.

IN WITNESS WHEREOF, we have signed this Certificate of Incorporation, this 21st day of December, A.D. 1945,

WITNESS:

..... Elisabeth Wrightson..... as to Gertrude B. Marshall.....
 Elisabeth Wrightson Gertrude B. Marshall

..... Elisabeth Wrightson..... as to J. Orem Gardner.....
 Elisabeth Wrightson J. Orem Gardner

..... Elisabeth Wrightson..... as to Dorothy S. Wales.....
 Elisabeth Wrightson Dorothy S. Wales

..... Elisabeth Wrightson..... as to Roger R. Ringgold.....
 Elisabeth Wrightson Roger R. Ringgold

STATE OF MARYLAND, TALBOT COUNTY, to wit:

THIS IS TO CERTIFY, That on this 21st day of December, A.D. 1945, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County, aforesaid, personally appeared Gertrude B. Marshall, J. Orem Gardner Dorothy S. Wales and Roger R. Ringgold, to me personally known, 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.

My commission expires
 May 5, 1947.
 (NOTARIAL SEAL)

Elisabeth Wrightson
 Elisabeth Wrightson
 Notary Public

* * * * *

CERTIFICATE OF INCORPORATION

OF

THE ST. MICHAELS AMBULANCE ASSOCIATION, INCORPORATED

received for record January 14, 1946 at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland January 14, 1946 as in conformity with law and ordered recorded.

A 3873

Owen E. Hitchins.....
 Emerson C. Harrington, Jr.....
 Commissioners

Recorded in Liber 200, folio 57, 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.

(SEAL)

Albert W. Ward.....
 ALBERT W. WARD Secretary

Capital - None

Increase-of-Capital

Bonus tax paid \$20.00 Recording fee paid \$10.00

ARTICLES OF AMENDMENT

THE ELLIOTT AND McDANIEL COMPANY, :
 INCORPORATED :
 ARTICLES OF AMENDMENT :

Be it remembered, that on this
 12th day of March A.D. 1947, at 9:00
 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:

FIRST: That the charter of The Elliott and McDaniel Company, Incorporated, a Maryland corporation having its principal office in the town of Easton, Talbot County, Maryland, (hereinafter called the Corporation), is hereby amended by changing the name of said Corporation from "The Elliott and McDaniel Company, Incorporated," to "HOWARD N. GERMAN COMPANY, INC."

SECOND: That the board of Directors of the Corporation, at a meeting duly convened and held on the 12th day of February, 1946, 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, was held at the office of said Corporation in the Town of Easton, Talbot County, Maryland, on February 12th., 1946, pursuant to written waiver of notice duly executed by all stockholders of the Corporation and filed with the records of the meeting, and at said meeting the stockholders of the Corporation by the affirmative vote of the holders of two-thirds of all shares of stock of the Corporation issued, outstanding and entitled to vote, duly adopted the amendment of the Charter of the Corporation hereinabove set forth.

IN WITNESS WHEREOF The Elliott and McDaniel 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 February 1946.

(CORPORATION SEAL)

THE ELLIOTT AND McDANIEL COMPANY,
 INCORPORATED,

By: Howard N. German
 President.
 (Howard N. German)

ATTEST:

Emily M. Trice
 Secretary.
 (Emily M. Trice)

State of Maryland)
 County of Talbot) ss:

I HEREBY CERTIFY, That on this 19th day of February, 1946, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Talbot aforesaid, personally appeared Howard N. German, President of The Elliott and McDaniel Company, 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

Examined

Emily M. Trice, 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.

(NOTARIAL SEAL)

Elizabeth Flynn
(Notary Public)
(Elizabeth Flynn)

My Commission Expires: May 5th., 1947.

o o o o o o o

ARTICLES OF AMENDMENT
OF

THE ELLIOTT AND MCDANIEL COMPANY, INCORPORATED
Changing its name to:

HOWARD N. GERMAN COMPANY, INC.

received for record February 20, 1946 at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland February 20, 1946 as in conformity with law and ordered recorded.

A 4216

.....Owen E. Hitchins.....
.....Emerson C. Harrington, Jr.....
Commissioners

Recorded in Liber 203, folio 28, 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.

(COMMISSION'S SEAL)

..... Albert W. Ward.....
ALBERT W. WARD Secretary

Capital-

Increase-of-Capital

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

ARTICLES OF AMENDMENT

TALBOT COUNTY FARM BUREAU : Be it remembered, that on this 12th,
 CO-OPERATIVE, INC. : day of March A.D. 1947, at 9:00 o'clock A.M., the
 ARTICLES OF AMENDMENT : following Articles of Amendment or Instrument of
 _____ : Writing was received to be recorded and is accordingly enrolled as follows, to-wit:

T H I S I S T O C E R T I F Y ;

FIRST: That the Certificate of Incorporation of the TALBOT COUNTY FARM BUREAU CO-OPERATIVE, INC., a Maryland corporation having its principal office in Easton, Talbot County, Maryland, as the same has been amended (hereinafter called the Corporation), is hereby amended by repealing Articles Second, Third, Fourth, Fifth and Sixth of said Certificate of Incorporation, and, after adopting these Articles of Amendment, causing said Certificate of Incorporation, as amended, to read, as follows:

CERTIFICATE OF INCORPORATION
 OF

SOUTHERN STATES EASTON FARMERS COOPERATIVE, INCORPORATED

T H I S I S T O C E R T I F Y :

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,	"
Alfonso Boley,	Royal Oak,	"
James Stewart,	Oxford,	"
Claude F. Sewell,	McDaniel,	"
T. C. Schwaninger,	Trappe,	"
Avery D. Miller,	Cordova,	"
Raymond C. Mueller;	Cordova,	"
Mrs. W. W. Hopkins,	Cordova,	"

all being 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.

ARTICLE A

The new name of the corporation, hereinafter called the "Association", shall be SOUTHERN STATES EASTON FARMERS COOPERATIVE, INCORPORATED.

ARTICLE B

The post office address and the place where the principal office of the Association shall be located is Easton, Talbot County, Maryland. The resident agent of the Association is P. J. Shortall, whose postoffice address is Easton, Maryland. Said resident agent is a citizen of the State of Maryland, actually residing therein, and is the President of the Association.

ARTICLE C

The purposes for which this Association is formed are:

To purchase, prepare, process, manufacture and distribute any and all kinds of farm, garden, orchard, and other supplies, materials and equipment used by farmers; to purchase, receive, grade, pack, process, manufacture, store, market and sell any and all kinds of farm, garden, orchard or other agricultural products

Examined

and the by-products thereof; and to transport the same, even though in so doing it may compete with licensed common carriers.

The Association shall have all suitable or proper power for the accomplishment of these enumerated purposes, and also all powers permitted cooperative associations under the law without specific enumeration,, as fully and completely as if fully enumerated and set forth herein.

ARTICLE D.

The total amount of the authorized capital stock of this Association shall be One Hundred Thousand Dollars (\$100,000.00), par value, of which Thirty Thousand Dollars (\$30,000.00), par value, divided into Three Thousand (3,000) shares of the par value of Ten Dollars (\$10.00) each, shall be 6% preferred stock, and Seventy Thousand Dollars (\$70,000.00), par value, divided into Seventy Thousand (70,000) shares of the par value of One Dollar (\$1.00) each, shall be common stock.

The stockholders of this Association shall, within sixty days after their approval of the amendment set forth herein, surrender to this Association their certificates of preferred stock heretofore issued by the Talbot County Farm Bureau Co-operative, Inc., and shall be entitled to receive in exchange therefor either certificates of new preferred stock mentioned herein of a par value equal to the par value of the certificates surrendered by them, or payment in cash for said preferred stock at its par value, plus any declared and unpaid dividends thereon. The stockholders of this Association shall also, within sixty days after their approval of the amendment set forth herein, surrender to this Association their certificates of common stock heretofore issued by the Talbot County Farm Bureau Co-operative, Inc., and shall be entitled to receive in exchange therefor either certificates of the new common stock mentioned herein of a par value equal to the par value of the certificates surrendered by them, or payment in cash for said common stock at its par value, plus any declared and unpaid dividends thereon.

The preferences, voting powers, rights, restrictions, and qualifications of the preferred stock and common stock of the association shall be as follows: The preferred stock shall be preferred both as to assets and dividends; and out of the net savings of the Association for each fiscal year cumulative dividends of 6 per centum shall be declared and paid at such periods as the Board of Directors may determine before any dividends may be declared on the common stock for such year.

After providing for the payment of all accumulated dividends upon the preferred stock at the rate of 6 per centum in each and every fiscal year of the Association, the then remaining savings shall be paid to the net savings account, out of which money the Board of Directors may, from time to time, declare and pay dividends on the common stock not to exceed 6 per centum per annum. The methods by and the manner in which and the purposes for which the net savings of the Association shall be applied or used, shall be determined from time to time by the Board of Directors.

In the event of any liquidation or dissolution or winding up (whether voluntary or involuntary) of the Association, then, after the payment of its debts, the holders of the outstanding preferred stock shall have a preference on the assets of the Association and shall be entitled to be paid therefrom in full both the par

value of their shares and the unpaid dividends accrued thereon before any amount shall be paid to the holders of the common stock. After the holders of said preferred stock shall have been paid par value for their preferred stock, plus all accrued and unpaid cumulative dividends thereon, the holders of common stock shall be entitled to receive par value for each share of common stock held by them plus declared and unpaid dividends out of the remaining assets and funds. After the holders of said common stock shall have been paid par value for their common stock, - - - plus all declared and unpaid dividends, the assets and funds then remaining shall be distributed to such patrons as the Association shall determine to be the persons entitled thereto under Federal statutes applicable to agricultural cooperative associations and the By-Laws of the Association.

The holders of the preferred and common stock shall not be entitled, as stockholders, to any further share in the savings of the Association or to any further payment in the event of the dissolution of the Association or the distribution of its assets by way of return of capital than as provided above.

The common stock shall be issued to, held by, or transferred to, only such persons or associations as are eligible to membership in the Association according to the requirements for membership prescribed in the By-Laws of the Association.

Voting rights in this Association shall be vested in its common stockholder-members; provided, however, each member shall be entitled to one and only one vote regardless of the number of shares or amount of stock owned by such member.

Whenever any member desires to sell his common stock, he shall first offer it to the Association for purchase by the Association at its par value plus declared and unpaid dividends. In the event such stock is not purchased by the Association or by a person or persons designated as aforesaid, within thirty (30) days after the receipt of a written notice by the Association offering the said stock for sale, then the member may sell the said common stock to any other person or association eligible for membership in the Association. This restriction on the transfer of common stock shall be printed upon every common stock certificate. If the Board of Directors decides to repurchase such common stock, the Association shall have the right to apply any sum or sums of money in which the member may be indebted to the Association on the payment therefor. This shall also govern the repurchase of the common stock in case of the death, dismissal, expulsion, or withdrawal of any member or members.

All or any of the outstanding preferred stock may be redeemed or recalled by this Association at any time as may be determined by the Board of Directors after thirty (30) days' notice and upon payment in cash of the par value thereof, plus accrued and unpaid dividends, if any. All or any of the outstanding common stock may also be redeemed or recalled by this Association at any time as may be determined by the Board of Directors after like notice.

ARTICLE E.

At the meetings of the stockholders, and for all purposes, except when a greater number is required by statute, a quorum shall consist of fifteen stockholders then having voting power.

ARTICLE F.

The affairs of this Association shall be managed by a Board of not less than five (5) Directors, at least two of whom shall be residents of the State of Maryland, and all shall be elected by the stockholders from their own number at such time and for such term of office as the By-Laws may prescribe.

ARTICLE G.

The names and residences of the officers and directors who, unless sooner changed, are for the first year to manage the affairs of the association, are as follows:

OFFICERS

Name	Office	Residence
P. J. Shortall,	President,	Easton, Md.
Earl Hutchinson,	Vice-President,	Cordova, Md.
Norris L. Harrison,	Secretary,	Easton, Md.

DIRECTORS

Name	Residence
P. J. Shortall,	Easton, Md.
Earl Hutchinson,	Cordova, Md.
Hans Asmussen,	Trappe, Md.
Francis A. Schwaninger,	Easton, Md.
T. C. Schwaninger,	Trappe, Md.
A. H. Spies,	Easton, Md.
James Sewell, Jr.,	Sherwood, Md.
T. Bartless Bridges,	McDaniel, Md.
W. Otis Knotts,	Cordova, Md.

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 year last above written.

Eleanor McN. Daffin

(Notarial Seal)

Notary Public.

SECOND: That the Board of Directors of the Corporation, at a meeting duly convened and held on the 29th day of October, 1945, duly advised the amendment of the Certificate of Incorporation of the Corporation hereinabove set forth by passing a resolution declaring that said amendment is advisable, and calling a meeting of the Stockholders (who are the members) to take action thereon.

THIRD: 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 Easton, Talbot County, Maryland, on the 23rd day of January, 1946, and at said meeting a quorum of the Stockholders of the Corporation was present, and such Stockholders by a majority vote duly adopted the amendment of the Certificate of Incorporation 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: Thirty-five Thousand Dollars (\$35,000.00), divided into One Thousand (1000) shares of Preferred Stock of the par value of Ten Dollars (\$10.00) each (four hundred shares of which have been issued and are outstanding), and Twenty-five Thousand (25,000) shares of Common Stock of the par value of One Dollar (\$1.00) each (four thousand fifty-nine and 37/100 (4059.37) shares of which have been issued and are outstanding).

(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 set forth in Article First hereof.

IN WITNESS WHEREOF, TALBOT COUNTY FARM BUREAU CO-OPERATIVE, INC., has caused these presents to be signed in its name and on its behalf by its President, and its corporate seal to be hereunto attached and attested by its Secretary, on this 6th day of February 1946.

(NO
(CORPORATE
(SEAL)

TALBOT COUNTY FARM BUREAU CO-OPERATIVE,
INC.,

By: Percy J. Shortall
President.

ATTEST:

Morris L. Hamison
Secretary.

STATE OF MARYLAND,)
) ss.
TALBOT COUNTY,)

I HEREBY CERTIFY that on this 6th day of Feb., 1946, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Talbot aforesaid, personally appeared Percy J. Shortall, President of Talbot County Farm Bureau Co-operative, Inc., a Maryland corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation; and that at the same time personally appeared Norris L. Harrison and made oath in due form of law that he was Secretary of the meeting of the

members of the Corporation at which the amendment of the Certificate of Incorporation of the Corporation or Association set forth in the aforesaid 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.

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

SEAL

Eleanor McN. Daffin
Notary Public.

ARTICLES OF AMENDMENT

OF

TALBOT COUNTY FARM BUREAU CO-OPERATIVE, INC.
Changing its name to:

SOUTHERN STATES EASTON FARMERS COOPERATIVE, INCORPORATED

received for record February 25, 1946 at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland February 25, 1946 as in conformity with law and ordered recorded.

A 4243

.....Owen E. Hitchins.....
.....Emerson C. Harrington, Jr.....
Commissioners

Recorded in Liber 203, folio 187, 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.

(COMMISSION'S SEAL)

.....Albert W. Ward.....
ALBERT W. WARD Secretary

Capital

Increase-of-Capital

Bonus tax paid \$ None Recording fee paid \$15.00

ARTICLES OF DISSOLUTION

THE TALBOT COUNTRY CLUB, INCORPORATED : Be it remembered, that
 ARTICLES OF DISSOLUTION : on this 20th, day of March A.D. 1947,
 : at 9:00 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 Talbot Country Club, Incorporated, (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:

- | | |
|--------------------|------------------|
| Philip J. Hopkins | Easton, Maryland |
| Walter F. Austin | Easton, Maryland |
| George A. Dobyne | Easton, Maryland |
| Nils Anderson | Easton, Maryland |
| Walter S. McCord | Easton, Maryland |
| Royce R. Spring | Easton, Maryland |
| Frank M. Shook | Easton, Maryland |
| Oliver S. Mullikin | Easton, Maryland |
| Elvino D. Trippe | Easton, Maryland |
| Lee C. Vinyard | Easton, Maryland |
| Ralph A. Townsend | Easton, Maryland |
| J. Tyler Baker | Easton, Maryland |

(c) 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 9th day of November, 1945, duly advised the dissolution of the Corporation and called a meeting of the stockholders to take action thereon.

(d) 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 Easton, Talbot County, Maryland, on the 28th day of December, 1945 and at said meeting the stockholders, by the affirmative vote of the holders of two-thirds of the shares of each (1) class of stock outstanding and entitled to vote thereon, duly authorized the dissolution of the Corporation.

(e) That the Corporation has no known creditors and no assets.

(f) That there is attached thereto a certificate of the tax collectors of Talbot County and City of Easton that no taxes are due and of the Comptroller of the Treasury of the State of Maryland that all taxes assessed to the Corporation by the State Tax Commission and certified to the Comptroller for collection (including taxes for the year 1945) have been paid.

IN WITNESS WHEREOF, The Talbot Country Club, 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 February, 1946.

(CORPORATE SEAL)

TEST: Ralph A. Townsend
 Ralph A. Townsend, Secretary

THE TALBOT COUNTRY CLUB, INCORPORATED
 BY Philip J. Hopkins
 Philip J. Hopkins, President

Examined

STATE OF MARYLAND

COUNTY OF TALBOT, TO WIT:

I HEREBY CERTIFY, that on this 25th day of February, 1946, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County, aforesaid, personally appeared Philip J. Hopkins, President of The Talbot Gountry 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 also personally appeared Ralph A. Townsend 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.

(NOTARIAL SEAL)

Emory W. Slaughter
Notary Public
Emory Slaughter

o o o o o o o o

Office of Comptroller
Treasury Department
Annapolis, Maryland

THIS IS TO CERTIFY, That the books of the State Comptroller's office show that all taxes and charges due the State of Maryland, payable through the said office as of the date hereof by

THE TALBOT COUNTRY CLUB, INCORPORATED have been paid.

WITNESS my hand and official seal this sixth day of March A.D. 1946.

SEAL

J. Millard Tawes
Comptroller

o o o o o o o o

THIS IS TO CERTIFY That the books of the Tax Collector for the City of Easton Talbot County, Maryland, show that no taxes or charges are due the City of Easton from The Talbot Country Club, Incorporated, the said Club owning no property within the City limits.

AS WITNESS my hand and seal this 8th day of March, 1946.

SEAL

Rachel Mason
Tax Collector of the City of Easton

o o o o o o o o

THIS IS TO CERTIFY that the books of the Treasurer of Talbot County, Maryland, show that all taxes and charges due and collectible and payable through said office as of the date hereof by The Talbot County Club, Incorporated, have been paid.

AS WITNESS my hand and official seal this 6th day of March, 1946.

SEAL

Charles N. Sheridan
Treasurer of Talbot County

THE STATE TAX COMMISSION OF MARYLAND

Tax Payment Certificate

THE STATE TAX COMMISSION OF MARYLAND hereby certifies that all taxes payable to it by THE TALBOT COUNTRY CLUB, INCORPORATED a Maryland corporation, except taxes barred by Section 160 of Article 81 of the Annotated Code of Maryland (1939 Edition) or otherwise, but including taxes for the current year, have been paid.

Dated:

March 13, 1946

THE STATE TAX COMMISSION OF MARYLAND

By Harvey C. Eubanks
Harvey C. Eubanks

o o o o o o o

ARTICLES OF DISSOLUTION

OF

THE TALBOT COUNTRY CLUB, INCORPORATED.

received for record March 13, 1946 at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland March 13, 1946 as in conformity with law and ordered recorded.

A 4389

Jos. H. A. Rogan

Owen E. Hitchins

Comissioners

Recorded in Liber 205, folio 302, 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.

(SEAL'S PLACE)

Albert W. Ward
Secretary
ALBERT W. WARD

~~Capital~~~~Increase-of-Capital~~

Bonus tax paid \$ None Recording fee paid \$15.00

CERTIFICATE OF INCORPORATION

CERTIFICATE OF INCORPORATION:
 OF
 C.P. MARTIN & CO., INC. :

Be it remembered, that on this 12th,
 day of April A.D. 1947, at 9 o'clock A.M. the
 following Certificate of Incorporation or Instru-
 ment of Writing was received to be recorded and is accordingly enrolled as follows,
 to wit:-

THIS IS TO CERTIFY that the subscribers, Clarence P. Martin, Joseph H. Downs, Dee D. Martin, Clarence W. Dennis, Jr., whose post office addresses are Oxford, Maryland, and John C. North, whose post office address is Easton, Maryland, all of whom are 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 the corporation is C. P. Martin & Co., Inc.

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, sell, convey, mortgage, lease, improve, invest and deal in, real and personal property of all kinds and wheresoever situate, in the State of Maryland, or elsewhere in the United States of America, or in any foreign country, and to conduct, operate, lease, rent, hire, equip, develop, manage and construct buildings of every kind and description, including hotels, restaurants, stores, warehouses, taverns, clubs, amusement parks, water rights, and concessions of every kind and description.

To acquire, own, trade, exchange, manufacture, build, hire, rent, sell and otherwise deal in boats, vessels and yachts of all kinds, motors, sail and/or auxilliary, and to repair, rebuild and service the same and to purchase, sell and otherwise deal in marine equipment, fixtures, parts, appliances, paraphernalia, goods, wares and merchandise and supplies including gasoline, oils, greases and all other kinds of fuel products or materials used or useful in connection with the same.

To amalgamate, unite or cooperate either generally or to or for any limited extent or period of time, determinable, continuous or otherwise, with any corporation, company, firm or personal already or hereafter to be established for or to any of the objects of this corporation or any part thereof and for such purposes to make, execute and enter into any contract or agreement for sharing of profits 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.

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 incorporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof and to pay for any property,

Examined & Delivered John C. North 4/23/47.

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 within the State of Maryland or elsewhere in the United States of America, or in any foreign country, which may seem to the corporation to be calculated to effectuate the aforesaid corporate objects, or either of them, or to facilitate it in the transaction of its business or 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 from time to time is to do any one or more of the acts and things hereinbefore set forth, provided that in the transaction of the business, the corporation shall be subject at all times to the laws and statutes of such 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 shall be located will be Oxford, Talbot County, Maryland.

The Resident Agent of the corporation is Clarence P. Martin, whose post office address is Oxford, Maryland. Said Resident Agent is a citizen of the State of Maryland, and actually resides therein.

The corporate stock shall consist and be of one hundred (100) shares of common stock of no par value.

The said corporation shall have not less than four nor more than seven directors, and Clarence P. Martin, Joseph H. Downs, Dee D. Martin, John C. North and Clarence W. Dennis, Jr. 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.

The Board of Directors of the corporation is hereby empowered to authorize the issuance from time to time of the shares of its stock without par value thereof 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 private property of the stockholders shall not be subject to the payment of the corporate debts of any extent whatever.

At all elections of directors of the corporation, each stockholder shall be entitled to as many votes for each of the directors for whom he shall vote as shall be equal to the number of his shares.

Directors shall have power to hold their meetings, and to have one or more offices, within or without the State of Maryland, and to keep the books of the 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 Directors.

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 vary the amount to be reserved as working capital, to direct and determine

the use and disposition of any surplue and net profits over and above the capital stock paid, in, to determine (subject to the limitations, if any, of the by laws), whether any, and, if any, what part of the surplus or net profits shall be declared 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 and assets 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 - - - day of April, in the year one thousand nine hundred and forty-six.

Test:

<u>/s/ Mary L. North.</u> (Mary L. North)	/s/	<u>Clarence P. Martin</u> (Clarence P. Martin)
	/s/	<u>Joseph H. Downs.</u> (Joseph H. Downs)
	/s/	<u>Dee D. Martin.</u> (Dee D. Martin)
	/s/	<u>John C. North.</u> (John C. North)
	/s/	<u>Clarence W. Dennis, Jr.</u> (Clarence W. Dennis, Jr.)

STATE OF MARYLAND, TALBOT COUNTY, to wit:

I HEREBY CERTIFY that on this 15th day of April, in the year one thousand nine hundred and forty-six, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County, personally appeared Clarence P. Martin, Joseph H. Downs, Dee D. Martin, John C. North and Clarence W. Dennis, Jr., and did severally acknowledge the foregoing certificate of incorporation to be their act and deed.

As witness my hand and Notarial Seal.

/s/ Mary L. North.
(Mary L. North)
NOTARY PUBLIC.

Notarial Seal.

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CERTIFICATE OF INCORPORATION
OF
C. P. MARTIN & CO., INC.

received for record April 23, 1946 at 9 o'clock A.M., and approved by the State Tax Commission of Maryland April 23, 1946 as in conformity with law and ordered recorded.

A 4733

Owen E. Hitchins

Emerson C. Harrington, Jr.
Commissioners

Recorded in Liber 208, folio 541, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the CIRCUIT Court for Talbot Co.

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
ALBERT W. WARD Secretary

Capital -100 shs. - no par- common

Increase of Capital

Bonus tax paid \$20.00 Recording fee paid \$10.00.

CERTIFICATE OF INCORPORATION

GEORGE SCOTT WALLACE & SONS, INCORPORATED : Be it remembered,
: that on this 12th, day of April
CERTIFICATE OF INCORPORATION :
: A.D. 1947, 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, George Scott Wallace, George Scott Wallace, Junior, J. Thomas Wallace, III, and Eleanor D. Wallace, each and every one residing in Talbot County, State of Maryland, and all 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 the Corporation is GEORGE SCOTT WALLACE & SONS, INCORPORATED, hereinafter called "The 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:-

- 1. To purchase, sell, convey, own, mortgage, lease, improve, use, invest and deal in, real and personal property of all kinds and classes and wheresoever situate, in the State of Maryland, or elsewhere in the United States of America, in any of its territories or possessions, or in any foreign country.

Examined & returned to Walter H. Clayquitt Apr. 22, 1947

2. To purchase, manufacture, hold, own, sell, assign, mortgage, pledge, exchange, guarantee, grade, package, process for human consumption by canning in tins, glass, or other containers, by dehydration methods, by freezing, by brinning, by pickling or by ^{any} other means whatsoever any or all types of foods or food products.

3. To prepare for market, deal in, distribute foods and food products of every kind, or character and canners' or food processors' supplies and equipment of every sort or nature whatever.

4. To act as and conduct the business of commission merchants, factors, brokers, brokers' broker, manufactures' representatives or agents of every kind and description in the selling of all kinds and classes of canned goods, processed, dehydrated, frozen, brined pickled foods, vegetables, fruits, cereals, grains, seafoods and products of the soil, or the rivers or seas, whether in their natural state, or otherwise.

5. To purchase, build, own, hold, buy, sell, lease, use, equip and operate plants, factories, manufacturing establishments, processing houses, sales rooms, offices and all equipment necessary or desirable for manufacturing, buying, processing, selling, storing, advertising, displaying, transporting and distributing such foods, food products and canners and food processors' supplies and equipment.

6. To have one or more offices to carry on all or any of its operations and businesses without restrictions or limits as to amount, to purchase or otherwise acquire, hold, own, use, rent, trade in, lease, mortgage, sell, convey transfer or dispose of real and personal property of every kind and description in any of the States, districts, territories or possessions of the United States and in any and all foreign countries, subject to the laws of such States, districts, territories, possessions or countries.

7. To buy or otherwise acquire, hold, own, use, sell, assigns, invest or trade in, mortgage, pledge, lease, grant, license, in respect of, or otherwise dispose of Letters Patent of the United States, or any foreign country, patents, patent rights, licenses and pledges, inventions, improvements and processes, formulæ, trade marks and trade names, relating to or useful in connection with any business of this or any other corporation, person, firm or association.

8. To amalgamate, join, unite or cooperate either generally or for any limited extent or period of time, determinable, continuous or otherwise, with any corporation, company, firm or persons already or hereafter to be established for or to any of the objects of this Corporation or any part thereof and for such purposes to make, execute and enter into any contract or agreement for sharing of profits 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.

9. To acquire by purchase, lease or otherwise, the property, rights, business, good will, franchises and assets of every kind of any corporation, associ-

ation, 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.

10. To carry on any other business within the State of Maryland, or elsewhere, in the United States of America, its territories or possessions, or in any foreign country, which may seem to The Corporation to be calculated to effectuate the aforesaid corporation objects, or either of them, or to facilitate it in the transaction of its aforesaid business or 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 from time to time is 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 such State, or foreign country, at all times, in which the same may be transacted or its property may be located.

The post office address of which the principal office of the said Corporation in this State shall be located will be Royal Oak, Talbot County, Maryland.

The Resident Agent of The Corporation is George Scott Wallace, whose post office address is Royal Oak, Talbot County, State of Maryland. Said resident agent is a citizen of Maryland, and actually resides therein.

The corporate stock shall consist and be of One Thousand (1,000) Shares of Common Stock of Ten Dollars (\$10.00) Par Value.

The said Corporation shall have not less than four, nor more than seven Directors, and George Scott Wallace, George Scott Wallace, Junior, J. Thomas Wallace, III, and Eleanor D. Wallace shall act as such and serve in the capacity of President, Vice-President, Secretary and Treasurer, respectively, 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 policies, and, subject to any provisions of statute or to vote of its shareholders, determine all matters and questions pertaining to its business and affairs.

The private property of the shareholders, shall not be subject to the payment of the corporate debts to any extent whatever.

At all elections of directors of The Corporation, each shareholder shall be entitled to as many votes for each of the directors for whom he shall vote as shall be equal to the number of his shares.

Directors shall have power to hold their meetings, and to have one or more offices, within or without the State of Maryland, and to keep the books of The 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 directors.

In addition to the aforesaid general powers, and to the powers con-

ferred by statute, the Board of Directors shall have power to open stock books, to fix and vary the amount to be reserved as working capital, to direct and determine the use of and disposition of any surplus and net profits over and above the capital stock paid in, to determine (subject to the limitations, if any, of the by-laws), whether any, and, if any, what part of any surplus or net profits shall be declared dividends and when paid to its shareholders, 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 of the property and assets of The Corporation as an entirety, shall be made except after obtaining the affirmative vote at a duly called meeting of the holders of not less than sixty per cent of all the issued and outstanding stock of The Corporation, nor shall any such sale be made for than a cash consideration except after obtaining the affirmative vote at a duly called meeting of the holders of not less than seventy-five per cent 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 20th day of April, in the year one thousand nine hundred and forty-six.

TEST:

George Scott Wallace
(George Scott Wallace)

George Scott Wallace, Junior
(George Scott Wallace, Junior)

J. Thomas Wallace III
(J. Thomas Wallace, III)

Eleanor D. Wallace
(Eleanor D. Wallace)

Elizabeth Flynn
Elizabeth Flynn

STATE OF MARYLAND, COUNTY OF TALBOT, TO WIT:

I HEREBY CERTIFY, That on this 20th day of April, in the year one thousand nine hundred and forty-six, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared George Scott Wallace, George Scott Wallace, Junior, J. Thomas Wallace, III, and Eleanor D. Wallace, and severally acknowledged the foregoing Certificate of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.

(NOTARIAL)
(SEAL)

Elizabeth Flynn
(Notary Public)
ELIZABETH FLYNN

My Commission Expires: May 5th., 1947.

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CERTIFICATE OF INCORPORATION
OF
GEORGE SCOTT WALLACE & SONS, INCORPORATED

received for record April 23, 1946 at 9 o'clock A.M., and approved by the State Tax Commission of Maryland April 23, 1946 as in conformity with the law and ordered recorded.

A 4772

Owen E. Hitchins

Emerson C. Harrington, Jr.
Commissioners

Recorded in Liber 209, folio 189, 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 Co.

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
ALBERT W. WARD Secretary

Capital - \$10,000

~~Increase-of-Capital-~~

Bonus tax paid \$20.00 Recording fee paid \$10.00

CERTIFICATE OF INCORPORATION

J. McKENNY WILLIS AND SON, INCORPORATED : BE IT REMEMBERED, that on
CERTIFICATE OF INCORPORATION : this 9th, day of May A.D. 1947, 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, J. McKenny Willis, Jr., 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 corporation.

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

J. McKENNY WILLIS AND SON, 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:-

To bargain for, buy, hold, store, hypothecate, mortgage, sell or otherwise dispose of, and in every way deal in grain, seed, feed, fertilizer, farm produce of all kinds, and the by-products thereof, farm supplies and equipment and

Examined.

machinery of all kinds; to mix, manufacture, experiment with and in any way create or make any new products or by-products of farm produce and farm supplies of every kind or character.

To buy, lease, build, erect, own, hold, maintain, equip, mortgage, sell or otherwise deal with any and all types of buildings, bins, elevators, factories, warehouses, show rooms, office buildings, weighing scales, loading devices and all other structures or equipment necessary or desirable for the purchase, storage, holding, manufacture, mixing, advertising or sale, or other disposition of, or activity in connection with the handling of grain, seed, feed, fertilizer, farm produce of all kinds and the by-products thereof, and farm supplies, machinery and equipment of all kinds.

To buy, lease, own, hold, mortgage, sell, convey or otherwise deal in or dispose of, real or personal property of all kinds that may be deemed necessary or desirable for the promotion of any of the above 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, partnership, firm or individual carrying on, or 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 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 Easton, Maryland. The resident agent of the Corporation is J. McKenny Willis, Jr., 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 six Directors and J. McKenny Willis, Jr., T. Stewart Barwick, Charles F. Schuck, Carroll C. Elliott, James T. Kirby and Pearl R. Brown shall act as such until the first annual meeting or until their successors are duly chosen or qualified.

SIXTH: The total amount of the authorized capital stock of the Corporation is Two Hundred Thousand Dollars (\$200,000.00) par value, divided into Two Thousand (2,000) Shares of the par value of One Hundred (\$100.00) 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 purchase by the Corporation out of its surplus, at such time or times and in such amounts, as it shall deem advisable, shares of its own stock of any class, whether now or hereafter authorized, and securities convertible into shares of its own stock, whether now or hereafter authorized, at such price or prices as the Board of Directors shall deem to be the fair market value thereof; such purchase or purchases to be for the purpose of resale, reissue or retirement as the said Board may determine.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed this Certificate of Incorporation on April 27th., 1946.

Witness:

ELIZABETH FLYNN
(Elizabeth Flynn)

J. MCKENNY WILLIS JR.
(J. McKenny Willis, Jr.)

T. HUGHLETT HENRY
(T. Hughlett Henry)

T. HUGHLETT HENRY JR.
(T. Hughlett Henry, Jr.)

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:-

I HEREBY CERTIFY, That on this 27th., day of April, in the year one thousand nine hundred and forty-six, before me, the subscriber a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared J. McKenny Willis, Jr., T. Hughlett Henry and T. Hughlett Henry, Jr., and severally acknowledged the foregoing Certificate of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.

(NOTARIAL SEAL)

Elizabeth Flynn
(Notary Public)
(Elizabeth Flynn)

My Commission Expires: May 5th., 1947.

CERTIFICATE OF INCORPORATION
OF

J. MCKENNY WILLIS AND SON, INCORPORATED

received for record May 1, 1946 at 9 o'clock A.M., and approved by the State Tax Commission of Maryland May 1, 1946 as in conformity with law and ordered recorded.

A 4881

Owen E. Hitchins

Emerson C. Harrington, Jr.
Commissioners

Recorded in Liber 210, folio 308, 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.

(COMMISSION'S SEAL)

Albert W. Ward
ALBERT W. WARD Secretary

Capital -\$200,000.00

Increase-of-capital

Bonus tax paid \$40.00 Recording fee paid \$10.00

STOCK ISSUANCE STATEMENT

J. McKENNY WILLIS & SON, INCORPORATED : BE IT REMEMBERED, that on this 9th,
: day of May A.D. 1947, at 9 o'clock A.M.,
STOCK ISSUANCE STATEMENT : 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 J. McKenny Willis & Son, Incorporated, a Maryland Corporation, having its principal office in Easton, Maryland (hereinafter called the Corporation), at a meeting duly convened and held on May 1st., 1946, by resolution

(a) duly authorized the issuance of Fifteen Hundred (1500) fully paid and non-assessable shares of the par value of One Hundred (\$100.00) Dollars each of the capital stock of the Corporation, for the following consideration:-

The entire grain and feed business of the individual business known as "J. McKenny Willis & Son", operated at Easton, Maryland, including all of its assets and subject to all of its liabilities as of May 1st., 1946, as shown on its statement of net worth at the close of business on April 30th., 1946, which said statement is as follows:-

ASSETS:

Current Assets:

Cash in Bank	\$ 1,929.43
Petty Cash	56.00
Accounts Receivable	78,082.86
Notes Receivable	857.55
Merchandise Inventory	89,901.58
Total Current Assets	\$. 170,827.42

Fixed Assets:

Buildings, Plant	\$ 36,443.74
Buildings, Easton Point	1,981.34
Machinery and Equipment	30,777.07
Autos and Trucks	2,743.47

Examined

Furniture and Fixtures	\$ 1,245.77	
Land - Plant	2,600.00	
Land - Easton Point.	2,300.00	
Total Fixed Assets.		\$ 78,091.39

Other Assets:

Capital Stock of Maryland Chicken Cooperative.	\$ 1,000.00	
Due from Employees (Hospitalization Insurance.	48.65	
Due from Elliott and McDaniels	94.48	
Freight and Parts - Machinery Not Billed	90.25	1,233.38

Carried Forward \$ 250,152.19

Brought Forward \$ 250,152.19

Deferred Charges:

Prepaid Insurance - Business	\$ 4,934.91	
Interest Paid In Advance	487.07	
Total Deferred Charges		\$ 5,421.98

TOTAL ASSETS \$ 255,574.17

LIABILITIES AND CAPITAL:Liabilities:

Notes Payable	\$ 104,700.00	
Salaries Payable.	413.87	
Accrued Interest Payable.	460.30	
Total Liabilities.		\$ 105,574.17

Capital:

J. M. Willis, Jr., Capital Account.	\$ 150,000.00	
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TOTAL LIABILITIES AND CAPITAL \$ 255,574.17

(b) stated that, in its opinion, the actual value of said consideration is not less than One Hundred and Fifty Thousand (\$150,000.00) 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, J. McKenny Willis & Son, 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 the -1st,- day of May, in the year one thousand nine hundred and forty-six.

ATTEST:

Pearl R. Brown (CORPORATE)
Secretary (SEAL)
(Pearl R. Brown)

J. MCKENNY WILLIS & SON, INCORPORATED,

By: J. MCKENNY WILLIS JR
President
(J. McKenny Willis, Jr.)

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY, That on this -1st.- day of May, in the year one thousand nine hundred and forty-six, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared J. McKenny Willis, Jr., President of J. McKenny Willis & Son, 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; at the same time also appeared Charles F. Schuck 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 and belief.

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

(NOTARIAL)
(SEAL)

Elizabeth Flynn
(Notary Public)
(Elizabeth Flynn)

My Commission Expires: May 5th., 1947.

STOCK ISSUANCE STATEMENT

OF

J. McKENNY WILLIS & SON, INCORPORATED

received for record June 8, 1946 at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland June 8, 1946 as in conformity with law and ordered recorded.

A 5226

Owen E. Hitchins

Emerson C. Harrington, Jr.
Commissioners

Recorded in Liber 214, folio 13, 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.

(COMMISSION'S SEAL)

Albert W. Ward
ALBERT W. WARD Secretary

~~Capital-~~

~~Increase-of-Capital~~

Bonus tax paid \$ None Recording fee paid \$5.00

ARTICLES OF DISSOLUTION

THE ST. MICHAELS DEVELOPING COMPANY :
INCORPORATED :
ARTICLES OF DISSOLUTION :
----- :

BE IT REMEMBERED, that on this 9th,
day of May A.D. 1947, 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 The St. Michaels Developing Company, hereinafter called the Corporation, is located is St. Michaels, Maryland.

(b) That the name and Post Office address of each of the Directors of the Corporation are as follows:

Edward R. Buck, St. Michaels, Maryland.

Enrolled

- Robert L. Seth, St. Michaels, Maryland.
- Alvin R. Caulk, St. Michaels, Maryland.
- D. Hughes LeCompte, St. Michaels, Maryland.
- Philip H. Hope, St. Michaels, Maryland.

(c) That the name, title and Post Office address of each of the Officers of the Corporation are as follows:

- Edward R. Buck, President, St. Michaels, Maryland.
- D. Hughes LeCompte, Secretary-Treasurer, St. Michaels, Maryland.

(d) That a majority of the whole Board of Directors of the Corporation, by Resolution adopted by a meeting of the Board of Directors, duly convened and held on February 15, 1946, 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 principal office of the Corporation at St. Michaels, Maryland, on February 28, 1946, at which meeting two-thirds of the stockholders of said Corporation were present, and at said meeting, by the affirmative vote of two-thirds of all the shares of stock outstanding and entitled to vote, the dissolution of the Corporation was duly authorized.

(e) That the Corporation has no known creditors.

(f) That there is attached hereto (1) a Certificate of The State Tax Commission of Maryland that all taxes payable to it by the Corporation, except taxes barred by Section 160 of Article 81 of the Annotated Code of Maryland (1939 Edition) or otherwise, but including taxes for the current year, have been paid; (2) a Certificate of the Comptroller of the Treasury that all taxes and charges due the State of Maryland by the Corporation have been paid; (3) a Certificate of the County Treasurer for Talbot County that all taxes owed to said County, including taxes for the year 1946, have been paid; (4) a Certificate of the Collector of Taxes for the Town of St. Michaels, Maryland, that all taxes and other charges payable to said Town, including taxes and charges for the year 1946, have been paid.

IN WITNESS WHEREOF, the said The St. Michaels Developing Company, a body corporate of the State of Maryland, has caused these presents to be signed in its name and on its behalf of Edward R. Buck, its President, attested by D. Hughes LeCompte, its Secretary-Treasurer, this 11th- day of May, 1946.

THE ST. MICHAELS DEVELOPING COMPANY,

ATTEST:

/s/ D. Hughes LeCompte.....
 D. HUGHES LECOMPTE
 Secretary-Treasurer.

By /s/ Edward R. Buck.....
 EDWARD R. BUCK, President.

STATE OF MARYLAND, TALBOT COUNTY, ss:

I HEREBY CERTIFY, That on this 11th day of May A.D. 1946, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County, aforesaid, personally appeared Edward R. Buck, President of The St. Michaels Developing 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 also personally appeared D. Hughes LeCompte and made oath in due form of law that he was the Secretary at 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 his knowledge, information and belief.

AS WITNESS my hand and Notarial Seal.

My commission expires

May 5, 1947

(Notarial Seal)

/s/ Elizabeth Wrightson
Notary Public

THE STATE TAX COMMISSION OF MARYLAND

Tax Payment Certificate

THE STATE TAX COMMISSION OF MARYLAND hereby certifies that all taxes payable to it by

THE ST. MICHAELS DEVELOPING COMPANY

a Maryland corporation, except taxes barred by Section 160 of Article 81 of the Annotated Code of Maryland (1939 Edition) or otherwise, but including taxes for the current year, have been paid.

Dated:

April 29, 1946

THE STATE TAX COMMISSION OF MARYLAND

By Harvey C. Eubanks

OFFICE OF COMPTROLLER
Treasury Department
Annapolis, Maryland

THIS IS TO CERTIFY, That the books of this State Comptroller's Office show that all taxes and charges due the State of Maryland, payable through the said office as of the date hereof by

ST. MICHAELS DEVELOPING COMPANY

have been paid.

WITNESS my hand and official seal this seventh day of April, A. D.

1946.

SEAL

J. Millard Tawes
Comptroller

OFFICE OF COUNTY TREASURER TALBOT COUNTY, MARYLAND

Tax Payment Certificate

THE COUNTY TREASURER OF TALBOT COUNTY MARYLAND hereby certifies that all taxes payable to him by "THE ST. MICHAELS DEVELOPING COMPANY." A Maryland corporation, except taxes barred by Section 160 of Articles 81 of the Annotated Code of Maryland (1939 Edition) or otherwise, but including taxes for the current year, have been paid.

Dated: May 8, 1946

THE COUNTY TREASURER OF TALBOT CO. MD.

SEAL

Chas. N. Sheridan

OFFICE OF THE COLLECTOR OF TAXES FOR ST. MICHAELS, MARYLAND

Tax Payment Certificate

THE COLLECTOR OF TAXES of the town of St. Michaels, Talbot County, Maryland, hereby certifies that all taxes payable to said town by "St. Michaels Developing Company", a Maryland corporation, except taxes barred by Section 160 of Article 81 of the Annotated Code of Maryland (1939 Edition), or otherwise, but including that taxes for the current year, have been paid.

Dated May 11, 1946.

THE COLLECTOR OF TAXES FOR ST. MICHAELS, MD.

SEAL

By: Mary Anne Sewell

ARTICLES OF DISSOLUTION

OF

THE ST. MICHAELS DEVELOPING COMPANY

received for record May 15, 1946 at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland May 15, 1946 as in conformity with law and ordered recorded.

A 4982

Owen E. Hitchins

Emerson C. Harrington, Jr.
Commissioners

Recorded in Liber 211, folio 303, 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.

(COMMISSION'S SEAL)

Albert W. Ward
ALBERT W. WARD Secretary

Capital-

Increase-of-Capital

Bonus tax paid \$ None Recording fee paid \$15.00

CERTIFICATE OF INCORPORATION
OF
HOTEL TALBOT CORPORATION

HOTEL TALBOT CORPORATION :
CERTIFICATE OF INCORPORATION :
_____ : Be it remembered, that on this 23rd,
day of May A.D. 1947, at 9:00 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:

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Arthur J. Grymes, 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 corporation.

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

HOTEL TALBOT 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:-

To own, hold, manage and operate hotels, inns, tourist homes, motor courts, garages, restaurants, and any other type of business incident to the operation of the aforesaid businesses in Talbot County, Maryland, or elsewhere; to buy, sell, lease, construct, erect, operate, maintain or otherwise deal in any type of building or structure for the conduct of any of the aforesaid businesses, or businesses incident to the same; to acquire by purchase, lease or otherwise, own, hold, mortgage, buy, sell, or convey all other types of real estate, leasehold property, franchises, property rights, other interests or assets, located in Talbot County, Maryland, or elsewhere, which may be calculated to promote, or deemed to be advantageous to, the conduct of any of the aforesaid businesses.

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 partnership, 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 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 trans-

E. Hammed

acted 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 Arthur J. Grymes, 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 Arthur J. Grymes, Muriel Saltonstall Grymes and Muriel S. Grymes shall act as such until the first annual meeting or until their successors are duly chosen or qualified.

SIXTH: The total amount of the authorized capital stock of the Corporation is Two Hundred Thousand Dollars (\$200,000.00) par value, divided into Two Thousand (2,000) Shares of the par value of One Hundred (\$100.00) 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 consideration as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the Corporation.

(2) The Board of Directors of the Corporation is hereby empowered to authorize the purchase by the Corporation out of its surplus, at such time or times and in such amounts, as it shall deem advisable, shares of its own stock of any class, whether now or hereafter authorized, and securities convertible into shares of its own stock, whether now or hereafter authorized, at such price or prices as the Board of Directors shall deem to be the fair market value thereof; such purchase or purchases to be for the purpose of resale, reissue or retirement as the said Board may determine.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed this Certificate of Incorporation on June 29th., 1946.

Witness:

Elizabeth Flynn
(Elizabeth Flynn)

Arthur J. Grymes
(Arthur J. Grymes)

T. Hughlett Henry
(T. Hughlett Henry)

T. Hughlett Henry Jr.
(T. Hughlett Henry Jr.)

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:-

I HEREBY CERTIFY, That on this 29th. day of June, in the year one thousand nine hundred and forty-six, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared Arthur J. Grymes, T. Hughlett Henry and T. Hughlett Henry, Jr., and severally acknowledged the foregoing Certificate of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.

(NOTARIAL SEAL)

Elizabeth Flynn
(Notary Public)
(Elizabeth Flynn)

My Commission Expires: May 5th., 1947.

CERTIFICATE OF INCORPORATION
OF
HOTEL TALBOT CORPORATION

received for record July 1, 1946 at 10:30 o'clock A.M., and approved by the State Tax Commission of Maryland July 1, 1946 as in conformity with law and ordered recorded.

A 5493

Owen E. Hitchins

Emerson C. Harrington, Jr.
Commissioners

Recorded in Liber 216, folio 476, 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.

(SEAL'S PLACE)

Albert W. Ward
ALBERT W. WARD Secretary

Capital \$200,000.00

Increase of Capital

Bonus tax paid \$40.00 Recording fee paid \$10.00

CERTIFICATE OF INCORPORATION

TALBOT COUNTY PROGRESSIVE ASSOCIATION, INCORPORATED :
: Be it remembered, that on this 23rd,
: day of May A.D. 1947, at 9:00 o'clock A.M.,
CERTIFICATE OF INCORPORATION :
: 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, Lillie P. Webb, Ida H. Brooks, Mamie L. Fitchett and Mattie T. McDaniel, each and everyone residing in the Town of Easton, Talbot County, State of Maryland, and all 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 the Corporation is THE TALBOT COUNTY PROGRESSIVE ASSOCIATION, INCORPORATED, hereinafter called "The Corporation".

Examined

The purposes for which The Corporation is formed and the objects to be promoted by it, are generally stated, as benevolent and charitable, and to enculcate the principles of Christian Charity and Universal Brotherly Love; and for general objects and purposes as above mentioned or described to exercise any or all of the following powers.

1. To organize, maintain and operate for the advancement of community interest and the promotion of educational and philanthropic work along practical lines, with particular emphasis and attention paid to the improvement of the status of the Colored Race in and around Talbot County and elsewhere within the State of Maryland.

2. To build, construct, erect, organize, maintain and operate social clubs for pleasure, recreation and the hereinbefore mentioned purposes, no part of the net earnings of which are to enure to the benefit of any member.

3. To build, construct, erect, organize, maintain supervise and operate social clubs and various playgrounds and recreational parks for the benefit and training of the juvenile of the Colored Race, and to generally aid in the stemming of the rising tide of juvenile delinquency by training, supervision and educational methods.

4. To construct, erect, operate, maintain and supervise various homes for the aged and infirm of the Colored Race whereby the burdens of their declining years may be enlightened and they may be as free from the worries of the worldly and every day world as possible..

5. To establish, maintain and supervise a fund whereby the proceeds of which will go toward the relief of the poor, distressed, destitute and needy of the Colored Race.

For the purposes aforesaid, The Corporation shall have the following powers and authorities:

(a). To purchase, lease or otherwise acquire and hold any property, real, personal or mixed which may be considered necessary or convenient for any of the purposes of the said Corporation; and to sell, lease, mortgage or otherwise dispose of any part thereof.

(b). To raise or borrow 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 cause, and to secure the payment thereof and the interest thereon by a mortgage upon or pledge, 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.

The foregoing enumeration of the purposes, objects and powers of The Corporation are 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, objects or power mentioned, or to limit or restrict any of the powers of The Corporation; it being intended 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 which are now or may hereafter be in force, except as are herein expressly limited or restricted.

The Post Office address at which the principal office of The Corporation in this State shall be and will be located, will be Easton, Talbot County, Maryland.

The Resident Agent of The Corporation is Mamie L. Fitchett, whose post office address is Easton, Talbot County, Maryland. Said Resident Agent is of full legal age, a citizen of the State of Maryland and actually resides therein.

THERE SHALL BE NO CORPORATE STOCK ISSUED IN ANY AMOUNT, CLASS, CHARACTER OR FORM.

The said Corporation shall have not less than three nor more than seven Trustees, and Lillie P. Webb, Ida H. Brooks, Mamie L. Fitchett and Mattie T. McDaniel shall serve as such and shall also serve as President, Vice-President, Secretary and Treasurer, respectively, of The Corporation until the first meeting of the members or until their successors are duly chosen and qualified.

The management of the property, business and affairs of The Corporation shall be and are vested in the Board of Trustees, who shall dictate its general business policies, and, subject to any provision of statute or to a vote of its membership, determine all matters and questions pertaining to its business and affairs.

The private property of the members of The Corporation shall not be subject to the payment of the corporate debts to any extent whatsoever.

Seven members of The Corporation shall constitute a quorum at all meetings of members for the transaction of business, unless and until otherwise provided by the By-Laws.

Members may resign or be removed, vacancies may be filled and additional members elected as provided in the By-Laws.

IN WITNESS WHEREOF, we have hereunto set our hands this 20th day of July, in the one thousand nine hundred and forty-six.

	/s/	Lillie P. Webb (Lillie P. Webb)
	/s/	Ida H. Brooks (Ida H. Brooks)
TEST:	/s/	Mamie L. Fitchett (Mamie L. Fitchett)
	/s/	Mattie T. McDaniel (Mattie T. McDaniel)
	/s/	Mary L. North MARY L. NORTH

STATE OF MARYLAND, COUNTY OF TALBOT, TO WIT:-

I HEREBY CERTIFY, That on this 20th day of July, in the year one thousand nine hundred and forty-six, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared Lillie P. Webb, Ida H. Brooks, Mamie L. Fitchett and Mattie T. McDaniel, and severally acknowledged the foregoing Certificate of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.

My Commission Expires: May 5th., 1947. /s/ Mary L. North
(Notary Public)
MARY L. NORTH

(SEAL'S)
(PLACE)

CERTIFICATE OF INCORPORATION
OF
TALBOT COUNTY PROGRESSIVE ASSOCIATION, INCORPORATED

received for record July 23, 1946 at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland July 23, 1946 as in conformity with law and ordered recorded.

A 5639

Owen E. Hitchins

Emerson C. Harrington, Jr.
Commissioners

Recorded in Liber 218, folio 210, 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.

(SEAL'S PLACE)

/s/ Albert W. Ward
Secretary
ALBERT W. WARD

Capital - None

Increase of Capital

Bonus tax paid \$20.00 Recording fee paid \$10.00

STOCK ISSUANCE STATEMENT

TRAPPE CANNING COMPANY, INCORPORATED : Be it remembered, that on this
: :
STOCK ISSUANCE STATEMENT : 23rd, day of May A.D. 1947, at 9:00 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 Trappe Canning Company, Incorporated, a Maryland Corporation, having its principal office in Trappe, Maryland (hereinafter called ^{the} Corporation), at a meeting duly convened and held on July 1st., 1946, by resolution

(a) duly authorized the issuance of Five (5) fully paid and non-assessable shares of the shares of the par value of One Hundred (\$100.00) Dollars each of the capital stock of the Corporation, for the following consideration:-

The entire canning and quick-freezing business of the individual business known as "Trappe Canning Company", operated at Trappe, Maryland, including all of its assets and subject to all of its liabilities as of July 1st., 1946, as shown on its

Examined

statement of net worth at the close of business on June 30th., 1946, which said statement is as follows:-

ASSETS:

CURRENT ASSETS:

Cash on hand and in Bank	\$ 2,355.41
Petty Cash	111.55
Accounts Receivable	42,152.54
Inventories (taken by management)	52,514.13
<u>Total Current Assets</u>	<u>\$ 97,133.63</u>

	<u>Cost:</u>	<u>Reserve for Depreciation:</u>	<u>Book Value:</u>	
<u>FIXED ASSETS:</u>				
Land	\$ 250.00	\$ ----	\$ 250.00	
Buildings	28,601.45	1,516.58	27,084.87	
Machinery	87,814.70	7,205.79	80,608.91	
Saw Mill Equipment	2,000.00	775.00	1,225.00	
Farm Equipment	4,308.50	1,473.19	2,835.31	
Automobiles and Trucks	10,260.81	5,651.04	4,609.77	
Office Fixtures	2,145.84	389.93	1,755.91	
	<u>\$ 135,381.30</u>	<u>\$ 17,011.53</u>	<u>\$ 118,369.77</u>	
<u>NOT USED IN BUSINESS:</u>				
Property - Oxford, Road	10,000.00	2,180.85	7,819.15	
Property - O. L. Harrison	4,814.32	69.21	4,745.11	
Three Acres - Woodland	300.00	- - -	300.00	
<u>Total Fixed Assets</u>	<u>\$ 150,495.62</u>	<u>\$ 19,261.59</u>	<u>\$ 131,234.03</u>	<u>\$ 131,234.03</u>
Unexpired Insurance				<u>2,549.15</u>
			<u>Total Assets</u>	<u>\$ 230,916.81</u>

LIABILITIES AND CAPITAL

CURRENT LIABILITIES:

Notes Payable			
Liberty Bank		\$14,000.00	
Farmers and Merchants Bank		5,500.00	
Harry Fox		<u>10,000.00</u>	\$ 29,500.00
Accounts Payable			60,155.76
Social Security and Withholding Taxes			2,645.85
Accrued Interest Expense			1,615.20
Mortgage Payable - Portion Payable within one year			<u>31,500.00</u>
		<u>Total Current Liabilities</u>	<u>\$ 125,416.81</u>
Mortgage Payable - Reconstruction Finance Corporation - balance due after June 30, 1947			<u>105,000.00</u>
		<u>Total Liabilities</u>	<u>\$ 230,416.81</u>
Capital Account - Maurice T. Adams			<u>500.00</u>
		<u>Total Liabilities and Capital</u>	<u>\$ 230,916.81</u>

(b) stated that, in its opinion, the actual value of said consideration is not less than Five Hundred (\$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.

IN WITNESS WHEREOF, Trappe Canning 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 the 1st. day of July, in the year one thousand nine hundred and forty-six.

ATTEST:
 (SEAL'S PLACE)
 Joseph S. Barnes
 Secretary.
 (Joseph S. Barnes)

TRAPPE CANNING COMPANY, INCORPORATED,
 By: Maurice T. Adams
 President.
 (Maurice T. Adams)

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

I HEREBY CERTIFY, That on this 1st. day of July, in the year one thousand nine hundred and forty-six, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Maurice T. Adams, President of Trappe Canning 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; at the same time also appeared Joseph S. Barnes 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 and belief.

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

(SEAL'S PLACE)

/s/ Elizabeth Flynn
(Notary Public)

My Commission Expires: May 5th., 1947.

(Elizabeth Flynn)

.....

STOCK ISSUANCE STATEMENT
OF
TRAPPE CANNING COMPANY, INCORPORATED.

received for record July 19, 1946 at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland July 19, 1946 as in conformity with law and ordered recorded.

A 5628

Owen E. Hitchins

Emerson C. Harrington, Jr.
Commissioners

Recorded in Liber 218, folio 153, 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.

(SEAL'S PLACE)

/s/ Albert W. Ward
ALBERT W. WARD Secretary

Capital

Increase-of Capital

Bonus tax paid \$ None Recording fee paid \$5.00

CERTIFICATE OF INCORPORATION

THE TALBOT ROD AND GUN CLUB, INCORPORATED : Be it remembered, that on this
 CERTIFICATE OF INCORPORATION : 23rd, day of May A.D. 1947, at 9:00
 : o'clock A.M., the following Certificate
 of Incorporation or Instrument of Writing was received to be recorded and is accord-
 ingly enrolled as follows, to-wit:

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Hugh C. Miller, Bernhard A. Block and Dal W. Price whose respective post office addresses are Easton, 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 (which is hereinafter called the Corporation) is

THE TALBOT ROD AND GUN CLUB, INCORPORATED

THIRD: The purpose for which said Corporation is formed and the objects to be promoted by it are as follows: To organize, maintain and operate a rod 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, and to promote a feeling of true fraternalism and sportsmanship among those interested in outdoor sports and the conservation of fish and game. 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 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 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, 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.

Examined & Approved To Calvin P. Butler 2-6-53

It is the intention that none of the powers defined in any of the foregoing clauses of this 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 in which the principal office of the Corporation in this State will be located is the residence of J. F. Freeland, near Easton, Talbot County, Maryland. The resident agent of the Corporation is JESSE FERDINAND AND FREELAND, 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 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; J. F. FREELAND, DAL W. PRICE, M. B. SMITH, JAMES M. WARNER, BERNHARD A. BLOCK, HUGH C. MILLER, EDWARD H. BOYD, DR. E. A. COBLE, VAUGHN D. KNOTTS, and WEBER FAULKNER, all of Easton, Talbot County, Maryland.

SIXTH: The management of the business, property and affairs of the said Corporation shall be vested in the Board of Governors, 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 members, 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, 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 members, the affirmative vote of not less than two-thirds of those present (provided a quorum be present); and the Board of Governors 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 Governors thereof, being intended in furtherance and not in limitation of the general powers conferred by law upon the Governors or upon the Corporation.

SEVENTH: Members of the Corporation may be elected from time to time in such a manner as may be prescribed or authorized by the By-Laws.

EIGHTH: In order to constitute a quorum at any meeting or meetings of members of said Corporation, it shall be necessary for at least twenty-one members of said Corporation to be present.

NINTH: The Corporation will have no capital stock.

TENTH: 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.

ELEVENTH: This Corporation is to have perpetual existence.

IN WITNESS WHEREOF, we, the subscribers, have signed this Certificate of Incorporation on this 2nd day of July, A. D., 1946.

WITNESS:

JAS. M. WARNER
JAS. M. WARNER

HUGH C. MILLER
HUGH C. MILLER

JAS. M. WARNER
JAS. M. WARNER

BERNARD A. BLOCK
BERNARD A. BLOCK

JAS. M. WARNER
JAS. M. WARNER

DAL. W. PRICE
DAL. W. PRICE

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I hereby certify that on this 2nd day of July, A.D. 1946, before me, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared, Hugh C. Miller, Bernard A. Block, and Dal W. Price, 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.

(Seal)

HELEN WITHGOTT
HELEN WITHGOTT

My Commission expires May 5, 1947.

CERTIFICATE OF INCORPORATION
OF

THE TALBOT ROD AND GUN CLUB, INCORPORATED

received for record July 10, 1946 at 2:30 o'clock P.M., and approved by the State Tax Commission of Maryland July 10, 1946 as in conformity with law and ordered recorded.

A 5517

Owen E. Hitchens

Emerson C. Harrington, Jr.
Commissioners

Recorded in Liber 217, folio 105, 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.

(SEAL'S PLACE)

Albert W. Ward
ALBERT W. WARD Secretary

Capital - None

Increase of Capital

Bonus tax paid \$20.00 Recording fee paid \$10.00

CERTIFICATE OF INCORPORATION

TRAPPE CANNING COMPANY, INCORPORATED : Be it remembered, that on this 23rd,
 CERTIFICATE OF INCORPORATION : day of May A.D. 1947, at 9:00 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, Maurice T. Adams, whose post office address is Trappe, Maryland, William S. Willis, whose post office address is Easton, Maryland, and Joseph S. Barnes, whose post office address is Easton, Maryland, all being of full legal age, do under and by virtue of the Public General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

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

TRAPPE CANNING 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:-

To own and operate factories, plants, viners, canning houses, deep-freezing plants and other places of business for the processing, canning, freezing and preparation for sale in any manner of all kinds and sorts of farm produce, crops, fruits, live stock, poultry and all foodstuffs of whatsoever nature, including the processing, canning and other preparation for sale of the by-products of such farm produce, crops, fruits, live stock, poultry and other foodstuffs.

To purchase, raise, manufacture, sell, hold, own hypothecate, or otherwise deal with, in any manner, any of the above enumerated products, either as raw materials, partially treated, manufactured or processed, or fully treated, manufactured or processed; specifically including, but not by way of limitation of these purposes or powers, the right to act as agent or factor for similar enterprises or business for sale of their products, the purchase and re-sale of such products, and the purchase and completion of processing of products raised or partially processed by another person, firm or corporation.

To acquire by purchase, lease or otherwise, hold, own, sell, convey, mortgage or otherwise deal in real estate, farms for the growing or raising of farm produce, property rights, stock, businesses, good will, franchises and assets of every kind or nature of any corporation, association, firm or individual, carrying on in whole or in part the aforesaid businesses, or any other business which the Corporation may be authorized to carry on or which may be calculated directly or indirectly to effecuate

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the aforesaid objects or purposes, to facilitate the transaction of its aforesaid business, or to enhance the value of its property; and to pay for the same in cash, stocks or bonds of the Corporation or otherwise as provided by the Statutes of Maryland.

To exercise all and every the powers or rights generally conferred on corporations by the laws of the United States of America, the State of Maryland, and any other State or Country in which the Corporation may conduct its business; to conduct its business in the State of Maryland and elsewhere, including all states and territories of the United States and foreign countries, provided that in the transaction of its business, the Corporation shall be subject to the laws and statutes of each State or territory or country in which its business shall be transacted or its property located.

FOURTH: The post-office address of the place at which the principal office of the Corporation in this State will be located is Trappe, Maryland. The resident agent of the Corporation is Maurice T. Adams, whose post-office address is Trappe, Maryland. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: The Corporation shall have three directors and Maurice T. Adams, William S. Willis and Joseph S. Barnes 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 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 purchase by the Corporation out of its surplus, at such time or times and in such amounts, as it shall deem advisable, shares of its own stock of any class, whether now or hereafter authorized, and securities convertible into shares of its own stock, whether now or hereafter authorized, at such price or prices as the Board of Directors shall deem to be the fair market value thereof; such purchase or purchases to be for the purpose of resale, reissue or retirement as the said Board may determine.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed this Certificate of Incorporation on the 29th day of June, A. D. 1946.

Witness:

/s/ T. Hughlett Henry, Jr.
(T. Hughlett Henry, Jr.)

/s/ Maurice T. Adams
(Maurice T. Adams)

/s/ Wm. S. Willis
(William S. Willis)

/s/ Joseph S. Barnes
(Joseph S. Barnes)

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 29th day of June, in the year one thousand nine hundred and forty-six, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared Maurice T. Adams, William S. Willis and Joseph S. Barnes, and severally acknowledged the foregoing Certificate of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.

(SEAL'S PLACE)

/s/ Elizabeth Flynn
(Notary Public)
(Elizabeth Flynn)

My Commission Expires: May 5th., 1947.

o o o o o o o

CERTIFICATE OF INCORPORATION
OF
TRAPPE CANNING COMPANY, INCORPORATED.

received for record July 1, 1946 at 10:30 o'clock A.M., and approved by the State Tax Commission of Maryland July 1, 1946 as in conformity with law and ordered recorded.

A 5494

Owen E. Hitchins

Emerson E. Hitchins, Jr.
Commissioners

Recorded in Liber 216, folio 480, 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.

(SEAL'S PLACE)

/s/ Albert W. Ward
Secretary
ALBERT W. WARD

Capital - \$100,000.00

Increase-of-Capital

Bonus tax paid \$20.00 Recording fee paid \$10.00

CERTIFICATE OF INCORPORATION

GREGSON, ELLISON CORPORATION : Be it remembered, that on this 11th, day of
Certificate of Incorporation : June A.D. 1947, at 9:00 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, Henry H. Ellison, III, whose post office address is Easton, Maryland, Frank C. Gregson, III, whose post office address is Easton,

Examined

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

GREGSON, ELLISON 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:-

To bargain for, buy, hold, sell, or otherwise dispose of and in every way deal in refrigerating equipment, air-conditioning equipment, paints, frozen and processed foods and products, household appliances and all types of merchandise; to act as agent, broker, sales representatives, wholesaler or retailer with respect to the purchase or sale of any of the above enumerated types of equipment and merchandise, or any other machinery, equipment or merchandise in which it might be deemed advantageous for the Corporation to deal with.

To buy, lease, build, erect, own, hold, maintain, equip, mortgage, sell or otherwise deal with any and all types of buildings, stores, display rooms, warehouses, office buildings and other structures and all types of equipment necessary or desirable for the purchase, storage, holding, advertising, sale or other disposition of or activity in connection with the handling of refrigerating equipment, air-conditioning equipment, paints, frozen and processed foods and products, household appliances and all types of merchandise.

To buy, lease, own, hold, mortgage, sell, convey or otherwise deal in or dispose of, real or personal property of all kinds that may be deemed necessary or desirable for the promotion of any of the above 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, partnership, 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 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 Easton, Maryland. The resident

agent of the Corporation is Henry H. Ellison, III, 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 five Directors and Henry H. Ellison, III, Frank C. Gregson, III, Rebecca P. Ellison, Margaret H. Gregson and T. Hughlett Henry, Jr., shall act as such until the first annual meeting or until their successors are duly chosen or 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 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, 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 purchase by the Corporation out of its surplus, at such time or times and in such amounts, as it shall deem advisable, shares of its own stock of any class, whether now or hereafter authorized, and securities convertible into shares of its own stock whether now or hereafter authorized, at such price or prices as the Board of Directors shall deem to be the fair market value thereof; such purchase or purchases to be for the purpose of resale, reissue or retirement as the said Board may determine.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed this Certificate of Incorporation on August 6th., 1946.

Witness:

Elizabeth Flynn
(Elizabeth Flynn)

Henry H. Ellison III
(Henry H. Ellison, III)

Frank C. Gregson III
(Frank C. Gregson III)

T. Hughlett Henry Jr.
(T. Hughlett Henry, Jr.)

STATE OF MARYLAND, TALBOT COUNTY, to wit:-

I HEREBY CERTIFY, That on this 6th day of August, in the year one thousand nine hundred and forty-six, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared HENRY H. ELLISON, III, FRANK C. GREGSON, III, and T. HUGHLETT HENRY, JR., and severally acknowledged the foregoing Certificate of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.

(SEAL'S PLACE)

Elizabeth Flynn
(Notary Public)
(Elizabeth Flynn)

My Commission Expires: May 5th., 1947.

CERTIFICATE OF INCORPORATION
OF
GREGSON, ELLISON CORPORATION

received for record August 7, 1946 at 4:00 o'clock P.M., and approved by the State Tax Commission of Maryland August 7, 1946 as in conformity with law and ordered recorded.

A 5795

Owen E. Hitchins

Emerson C. Harrington, Jr.
Commissioners

Recorded in Liber 219, folio 512, 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.

(SEALS' PLACE)

/s/ Albert W. Ward
Secretary
ALBERT W. WARD

Capital - \$100,000.00

Increase of Capital

Bonus tax paid \$20.00 Recording fee paid \$10.00

CERTIFICATE OF INCORPORATION

CHESAPEAKE FROZEN FOODS, INCORPORATED :
: CERTIFICATE OF INCORPORATION. :
:

Be it remembered, that on
this 11th, day of June A.D. 1947, at 9:00
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, Frank Bershire Gunther, whose post office address is Easton, Maryland, Mary H. Gunther, 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

CHESAPEAKE FROZEN FOODS, INCORPORATED.

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

E. Harrington

To buy, sell, own, hold, store, process, freeze, package, distribute and otherwise, in any manner, deal in and handle all meats, vegetables, fruits, seal foods, poultry and other foodstuffs of every type and description, including the by-products of such foodstuffs; to experiment with, develop, process in whole or in part, advertise, promote the sale of, distribute or sell as agent, owner, retailer, wholesaler, distributor, processor, manufacturer, or otherwise, all or any of the aforesaid foodstuffs, or by-products thereof, whether raw, cooked, canned, frozen, processed or partially processed; to process from raw materials or complete the processing of partially processed; to process from raw materials or complete the processing of partially processed foodstuffs of all descriptions and ^{the} by-products thereof whether by way of slaughtering, rendering, curing, smoking, blanching, chilling, ageing, dressing, drawing, packing, freezing or otherwise.

To buy, sell, manufacture, lease, let, act as agent, salesman, promoter, dealer, retailer or wholesaler, or otherwise deal in frozen food lockers, storage equipment and machinery, cabinets and deep freeze units for food storage, dressing, processing and packaging equipment of all sorts and kinds, refrigerators, and all types of good machinery and equipment.

To buy, lease, build, erect, own, hold, maintain, equip, mortgage, sell or otherwise deal with all types of buildings, warehouses, works, factories, freezing plants, canneries, locker plants, shops, stores, offices, show rooms and all other types of structures or equipment necessary or desirable for the purchase, storage, holding, manufacture, processing, packaging, warehousing, advertising or sale, or other disposition of, or activity in connection with the handling of any or all of the aforesaid foodstuffs or by-products thereof.

To buy, lease, own, hold, mortgage, sell, convey or otherwise deal in or dispose of, real or personal property of all kinds that may be deemed necessary or desirable for the promotion of any of the above 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, partnership, 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 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 in Easton, Maryland. The resident Agent

of the Corporation is Frank Berkshire Gunther, 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 Five Directors and Frank Berkshire Gunther, Mary H. Gunther, George D. Olds, III, Catharine C. Olds 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 One Hundred Thousand Dollars (\$100,000.00) par value, divided into ten thousand (10,000) shares of the par value of Ten Dollars (\$10.00) 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 purchase by the Corporation out of its surplus, at such time or times and in such amounts, as it shall deem advisable, shares of its own stock of any class, whether now or hereafter authorized, and securities convertible into shares of its own stock whether now or hereafter authorized, at such price or prices as the Board of Directors shall deem to be the fair market value thereof; such purchase or purchases to be for the purpose of resale, reissue or retirement as the said Board may determine.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed this Certificate of Incorporation on August 28th., 1946.

Witness:	/s/	Frank Berkshire Gunther (Frank Berkshire Gunther)
	/s/	Mary H. Gunther (Mary H. Gunther)
	/s/	T. Hughlett Henry Jr. (T. Hughlett Henry, Jr.)

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

I HEREBY CERTIFY, That on this 28th. day of August, in the year one thousand nine hundred and forty-six, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared FRANK BERKSHIRE GUNTHER, MARY H. GUNTHER and T. HUGHLETT HENRY, JR., and severally acknowledged the foregoing Certificate of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.

(SEAL'S PLACE)

/s/ Elizabeth Flynn
(Elizabeth Flynn)
(Notary Public)

My Commission Expires: May 5th., 1947.

CERTIFICATE OF INCORPORATION
OF
CHESAPEAKE FROZEN FOODS, INCORPORATED

received for record August 29, 1946 at 9:00 o'clock A. M., and approved by the State Tax Commission of Maryland August 29, 1946 as in conformity with law and ordered recorded.

A 5937

Owen E. Hitchins

Emerson C. Harrington, Jr.
Commissioners

Recorded in Liber 221, folio 165, 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.

(SEALS PLACE)

/s/ Albert W. Ward
Secretary
ALBERT W. WARD

Capital -- \$100,000.00

Increase of Capital

Bonus tax paid \$20.00 Recording fee paid \$10.00

STOCK ISSUANCE STATEMENT

CHESAPEAKE FROZEN FOODS, INCORPORATED : Be it remembered, that on this
STOCK ISSUANCE STATEMENT : 12th, day of June A.^D. 1947, 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 Chesapeake Frozen Foods, Incorporated, a Maryland Corporation, having its principal office in Easton, Maryland (hereinafter called the Corporation), at a meeting duly convened and held on August 29th., 1946, by resolution_

(a) Duly authorized the issuance of Thirty-two Hundred Thirty-nine and Fifty-two One-thousandths (3239 52/1000) fully paid and none-assessable shares of the par value of Ten (\$10.00) Dollars each of the capital stock of the Corporation, for the following consideration:-

The entire frozen food processing and locker plant business of the individual business known as "Chesapeake Frigid Food Service", operated at Easton and Centreville, Maryland, including all of its assets and subject to all of its liabilities as of August 29th., 1946, as shown on its statement of net worth at the close of business

Examined

on August 28th., 1946, which said statement is as follows:-

ASSETS:

<u>Current Assets:</u>		
Cash in Bank.	\$	865.78
Petty Cash.		35.00
Accounts Receivable		1,814.77
Credit Balances with Suppliers.		14.00
Total Current Assets.	\$	2,729.55
<u>Fixed Assets:</u>		
Land - Easton, Maryland	\$	1,424.52
Land - Centreville, Maryland.		379.70
Building - Easton, Maryland		12,433.76
Slaughter House		606.44
Annex Building.		1,332.50
Centreville Building.		1,697.10
Equipment - Easton.		14,823.33
Equipment - Annex		1,456.00
Equipment - Centreville		2,099.46
Furniture and Fixtures.		1,436.74
Auto Equipment.		913.26
Carried Forward	\$	38,602.81
	\$	2,729.55
Brought Forward	\$	38,602.81
Prepaid Insurance	\$	457.53
Prepaid Taxes		139.62
Inventory		235.74
Total Fixed Assets.	\$	39,435.70
		\$42,165.25

TOTAL ASSETS. \$42,165.25

Current Liabilities:

Accounts Payable.	\$	925.28
Due - United States Treasury - Social Security Tax.		14.26
Due - United States Treasury - Withholding Tax.		71.60
Total Current Liabilities	\$	1,011.14
Mortgage due Miss Catherine Gregg.		3,000.00
Reserve for depreciation - Easton Building.		691.43
" " " - Annex Building		121.52
" " " - Centreville Building		186.48
" " " - Easton Equipment		2,901.75
" " " - Annex Equipment.		339.36
" " " - Centreville Equipment.		490.00
" " " - Furniture and Fixtures		346.07
" " " - Truck		618.10
" " " - Slaughter House.		68.88
Owner's Investment -- Frank Berkshire Gunther		32,390.52
		\$42,165.25

TOTAL LIABILITIES AND INVESTMENT \$42,165.25

(b) stated that, in its opinion, the actual value of said consideration is not less than Thirty-two Thousand Three Hundred Ninety Dollars and Fifty-two (\$32,390.52) Cents.

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, Chesapeake Frozen Foods, Incorporated, has caused these presents to be signed in its name and on its behalf by its President and it corporate seal to be hereto affixed and attested by its Secretary on the 19th day of September, in the year one thousand nine hundred and forty-six.

ATTEST:

(SEAL'S PLACE)
George D. Olds,
Secretary
(George D. Olds, III)

CHESAPEAKE FROZEN FOODS, INCORPORATED,
By: Frank B. Gunther
President
(Frank B. Gunther)

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

I HEREBY CERTIFY, that on this 19th day of September, in the year one thousand nine hundred and forty-six, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Frank B. Gunther, President of Chesapeake Frozen Foods, 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; at the same time also appeared George D. Olds, III, 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 and belief.

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

(SEAL'S PLACE) /s/ Elizabeth Flynn
(Notary Public)
My Commission Expires: May 5th., 1947. (Elizabeth Flynn)

STOCK ISSUANCE STATEMENT

OF

CHESAPEAKE FROZEN FOODS, INCORPORATED

received for record September 20, 1946 at 9:00 o'clock A. M., and approved by the State Tax Commission of Maryland September 20, 1946 as in conformity with law and ordered recorded.

A 6111

Owen E. Hitchins

Emerson C. Harrington, Jr.
Commissioners

Recorded in Liber 222, folio 501, 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.

(SEAL'S PLACE) /s/ Albert W. Ward
Secretary
ALBERT W. WARD

Capital -

Increase of-Capital-

Bonus tax paid \$ None Recording fee paid \$5.00

ARTICLES OF DISSOLUTION

TRED AVON FLYING SERVICE, INCORPORATED : Be it remembered, that on this 16th,
 ARTICLES OF DISSOLUTION : day of July A.D. 1947, at 8:00 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:

FIRST: That Tred Avon Flying Service, Incorporated, a Maryland Corporation (hereinafter called the Corporation) is hereby dissolved under Section 96 of Article 23 of the Annotated Code of Maryland (1939 Edition).

SECOND: (a) That the post-office address of the place at which the principal office of 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:-

Malcolm L. Hathaway - Easton, Maryland.

Frances B. Hathaway - Easton, Maryland.

Jane B. Shaw - du Pont Airport, Wilmington, Delaware.

(c) That the name, title and post-office address of each of the officers of the Corporation are as follows:-

Malcolm L. Hathaway - President - Easton, Maryland

Frances B. Hathaway - Secretary - Easton, Maryland

Frances B. Hathaway - Treasurer - Easton, Maryland

THIRD: That on or before the 15th day of September, A.D. 1946, notice that dissolution of the Corporation had been authorized pursuant to the provisions of said Section 96 was mailed to all the known creditors of the Corporation at their addresses according to the records of the Corporation.

FOURTH: That there are attached hereto certificates of the Comptroller of the Treasury, the State Tax Commission and the Collector of Taxes of Talbot County, that all taxes payable by them by the Corporation, except taxes barred by Section 160 of Article 81 of the Annotated Code of Maryland (1943 Supplement), or otherwise, but including taxes for the year 1946, have been paid.

FIFTH: 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 August 26th., 1946, duly advised the dissolution of the Corporation, and called a meeting of the Stockholders to take action thereon.

SIXTH: 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 Easton, Maryland, on September 7th., 1946, 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.

Examined

IN WITNESS WHEREOF, Tred Avon Flying Service, 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 this 22nd day of October, A.D. 1946.

(CORPORATE SEAL)

TRED AVON FLYING SERVICE, INCORPORATED,

By Malcolm L. Hathaway President.

(Malcolm L. Hathaway)

ATTEST:

Frances B. Hathaway
Secretary
(Frances B. Hathaway)

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

I HEREBY CERTIFY, That on this 22nd day of October, in the year one thousand nine hundred and forty-six, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared Malcolm L. Hathaway, President of Tred Avon Flying Service, Incorporated, and in the name and on behalf of the said Corporation; acknowledged the foregoing Articles of Dissolution to be the corporate act of said Corporation; at the same time personally appeared Frances B. Hathaway and made oath in due form of law that she was Secretary of the meeting of Stockholders of said Corporation at which the dissolution of said Corporation was authorized, and that the matters and facts set forth in said Articles of Dissolution are true to the best of her knowledge and belief.

AS WITNESS my hand and Notarial Seal.

(NOTARIAL SEAL)

My Commission Expires: May 5th., 1947.

ELIZABETH FLYNN
(Notary Public)
(Elizabeth Flynn)

THE STATE TAX COMMISSION OF MARYLAND

Tax Payment Certificate

THE STATE TAX COMMISSION OF MARYLAND hereby certifies that all taxes payable to it by TRED AVON FLYING SERVICE, INCORPORATED a Maryland corporation, except taxes barred by Section 160 of Article 81 of the Annotated Code of Maryland (1939 Edition) or otherwise, but including taxes for the current year, have been paid.

Dated: October 15, 1946

THE STATE TAX COMMISSION OF MARYLAND

(SEAL'S PLACE)

By Harvey C. Eubanks
Harvey C. Eubanks

OFFICE OF COMPTROLLER
TREASURY DEPARTMENT
ANNAPOLIS, MARYLAND

J. Millard Tawes
Comptroller
Joseph O'C. McCusker
Chief Deputy

September 16th, 1946

Mrs. Frances B. Hattaway
Easton, Maryland

Dear Mrs. Hattaway:

We are pleased to enclose certificate showing payment of taxes to the State Comptroller by the Tred Avon Flying Service,

Inc. This certificate ^{is} /to be used in Dissolution Proceedings.

Very Truly yours,

J. Millard Tawes, Comptroller

By J. O. McCusker,

Chief Deputy Comptroller

JOMcC: HMT

OFFICE OF COUNTY TREASURER

Charles N. Sheridan, Treasurer

Easton, Md.

October 18, 1946

Tax Payment Certificate

I, Charles N. Sheridan, County Treasurer of Talbot County, hereby Certify that all taxes payable to Talbot County by Tred Avon Flying Service, Incorporated, a Maryland Corporation, accept taxes barred by Section 160 of Article 81 of the Annotated Code of Maryland (1939 Edition) or otherwise, but including taxes for the current year, have been paid.

Charles N. Sheridan
Charles N. Sheridan, Treasurer of
Talbot County. per B W

ARTICLES OF DISSOLUTION

OF

TRED AVON FLYING SERVICE, INCORPORATED

received for record October 24, 1946 at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland October 24, 1946 as in conformity with law and ordered recorded.

A 6379

E.
Owen Hitchins

Emerson C. Harrington, Jr.
Commissioners

Recorded in Liber 225, folio 285, 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 MEREBY 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)

/s/ Albert W. Ward

ALBERT W. WARD Secretary

Capital

Increase of Capital

Bonus tax paid \$ None Recording fee paid \$15.00

CERTIFICATE OF INCORPORATION

CERTIFICATE OF INCORPORATION:
 of
 WATERLOT, INC.

Be it remembered, that on this 16th,
 day of July A.D. 1947, at 8:00 o'clock A.M., the
or Instrument of Writing
 following Certificate of Incorporation was received

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

THIS IS TO CERTIFY that the subscribers, George A. Fechtman, and Lyna Adderley the post office address of each of whom is Oxford, Talbot County, Maryland, and Weta Footitt, of One West Thirtieth Street, New York City, New York, all 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 the corporation is WATERLOT, INC.

THE PURPOSES for which and for any of which the corporation is formed and the businesses and objects to be carried on and promoted by it are as follows:

To purchase, sell, convey, mortgaged, lease, improve, invest and deal in, real and personal property of all kinds and wheresoever situate, in the State of Maryland, or elsewhere in the United States of America or in any foreign county, and to conduct, operate, lease, rent, hire, equip, develop, manage, construct and erect buildings of every kind and description, including hotels, restaurants, dining rooms, stores, warehouses, taverns, clubs, amusement parks, water rights, games and concessions of every kind and description.

To acquire, own, trade, exchange, manufacture, build, hire, rent, sell and otherwise deal in boats, vessels and yachts of all kinds, motor, sale and/or auxiliary, and to repair, rebuild and service the same and to purcahse, sell and otherwise deal in marine equipment, fixtures, parts, appliances, paraphernalia, goods, wares and merchandise and supplies, including gasoline, oils greases and all other kinds of fuel products or materials used or useful in connection with the same.

To amalgamate, unite or cooperate either general or to or for any limited extent or period of time, determinable, continuous or otherwise, with any other corporation, company, firm, partnershp or persons already or hereafter to be established for or to any of the objects of this corporation or any part thereof and for such purposes to make, execute and enter into any contract or agreement for sharing of profits 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.

To acquire by purchase, lease or otherwise, the property, rights, business, good will, franchises, licenses 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,

Examined

good will, franchises, licenses and assets so acquired in the stock, bonds or other securities of the corporation or otherwise.

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 evidence of indebtedness of this corporation, of any character, to such amount and in such denomination and on such terms as the Board of Directors may determine, 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 corporation, 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 corporation, 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.

To carry on any other business within the State of Maryland or elsewhere in the United States of America, or in any foreign country, which may seem to be corporation to be calculated to effectuate the aforesaid corporate objects, or either or any of them, or to facilitate it in the transaction or its aforesaid business or 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 from time to time is 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 at all times to the laws and statutes of such 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 shall be located will be Oxford, Talbot County, 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, and actually resides therein.

THE CORPORATE STOCK shall consist and be of one hundred (100) shares of common stock of no part value.

THE DIRECTORS of said corporation shall be not less than three nor more than seven in number, and George A. Fechtman, Lyna Adderley and Weta Footitt 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 policies, and, subject to any provisions of statute or to vote of its stockholders, determine all matters and questions pertaining to its business and affairs.

THE BOARD OF DIRECTORS of the corporation is hereby empowered to authorize the issuance from time to time of the shares of its stock without par value thereof 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 PRIVATE PROPERTY OF THE STOCKHOLDERS shall not be subject to the payment of the corporate debts to any extent whatever.

AT ALL ELECTIONS OF DIRECTORS of the corporation, each stockholder shall be entitled to as many votes for each of the directors for whom he shall vote, as shall be equal to the number of his shares.

DIRECTORS SHALL HAVE POWER to hold their meetings, and to have one or more offices, within or without the State of Maryland, and to keep the books of the 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 Directors.

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 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, if any, of the by laws), whether any, and, if any, what part of any surplus or net profits shall be declared 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 and assets 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 28th day of September, in the year one thousand nine hundred and forty-six.

Test as to all signatures:

(Signed) Ann Messinger.
Ann Messinger.

(Signed) George A. Fechtman
(George A. Fechtman)

(Signed) Lyna Adderley
(Lyna Adderley)

(Signed) Weta Footitt
(Weta Footitt)

STATE OF NEW YORK, COUNTY OF New York, to wit:

I HEREBY CERTIFY that on this 28th day of September, in the year one thousand nine hundred and forty-six, before me, the subscriber, a Notary Public of the State of New York, in and for New York County, personally appeared George A. Fechtman, Lyna Adderley and Weta Footitt, and did severally acknowledge the foregoing certificate of incorporation to be their act and deed.

As witness my hand and Notarial Seal.

Notarial Seal

(Signed) Ann Messinger.
NOTARY PUBLIC.
(Ann Messinger)

Bronx County
Bronx Co. Clk's No. 78, Reg. No. 64-M-7
N.Y.Co. Clk's No. 705, Reg. No. 282-M-7
Commission Expires March 30, 1947

CERTIFICATE OF INCORPORATION

OF

WATERLOT, INC.

received for record October 26, 1946 at 9 o'clock A.M., and approved by the State Tax Commission of Maryland October 26, 1946 as in conformity with law and ordered recorded.

A 6415

.....Owen E. Hitchins.....
.....Emerson C. Harrington, Jr.
.....Commissioners

Recorded in Liber 225, folio 455, 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 Co.

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
ALBERT W. WARD Secretary

Capital-100 shs. - com. - no par

Increase of Capital

Bonus tax paid \$20.00 Recording fee paid \$10.00

CERTIFICATE OF INCORPORATION

CERTIFICATION OF INCORPORATION : Be it remembered that on this 31st
 OF : day of July A.D. 1947 at 8:00 A.M. the
 E.E. STREETS MEMORIAL POST No. 5118, : following Certificate of Incorporation
 VETERANS OF FOREIGN WARS OF THE :
 UNITED STATES, INCORPORATED : or Instrument of Writing was received
 :
 : to be recorded and is accordingly en-

rolled as follows, to wit:

THIS IS TO CERTIFY:

That we, the subscribers, all citizens of the State of Maryland and of the United States, do hereby associate ourselves together as a body politic under the laws of the State of Maryland, as a corporation not-for-profit, and whose name and address is as follows: C. Robert Howens, Commander, whose post office address is Easton, Maryland; Edward E. Stewart, Senior Vice-Commander, whose post office address is St. Michaels, Maryland; Lee S. Lyons, Junior Vice-Commander, whose post office address is Easton, Maryland; Giles G. Jump, Quartermaster, whose post office address is Trappe, Maryland; Virgil Taylor, Chaplain, whose post office address is Easton, Maryland; P. Evans Cox, Surgeon, whose post office address is Easton, Maryland; H. Herbert Balch, Post Advocate, whose post office address is Easton, Maryland; John Walter Smith, Trustee, whose post office address is Easton, Maryland; Paul E. Parris, Trustee, whose post office address is Easton, Maryland; Robert B. Haley, Trustee, whose post office address is Easton, Maryland; and Eugene H. Price, Adjutant, whose post office address is Easton, Maryland; 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.

ARTICLE I

The name of the corporation (which is hereinafter called the Corporation) is E. E. STREETS MEMORIAL POST NO. 5118, VETERANS OF FOREIGN WARS OF THE UNITED STATES, INCORPORATED.

ARTICLE II

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

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(1) Fraternal, patriotic, historical and educational; to preserve and strengthen comradeship among its members; to assist worthy comrades; to perpetuate the memory and history of our dead, and to assist their widows and orphans, to maintain true allegiance to the Government of the United States of America and fidelity to its Constitution and laws; to foster true patriotism; to maintain and extend the Institutions of American freedom; and to preserve and defend the United States from all her enemies, whomsoever.

(2) To take by gift or devise and to purchase, sell, transfer, mortgage and lease or rent real and personal property and do all things necessary and essential thereto.

Examined & returned to Robert Howens Feb. 11, 1948.

- (3) To do all things necessary and essential to carry on the activities, rehabilitation, welfare and social work of the Post, including the establishment and operation of recreation rooms and club facilities for the use and comfort of the members and Auxiliary and other veterans.

The said E. E. STREETS MEMORIAL POST NO. 5118, VETERANS OF FOREIGN WARS OF THE UNITED STATES, INCORPORATED, shall at all times remain under the jurisdiction of and be governed according to the Constitution and By-Laws of the Veterans of Foreign Wars of the United States, and in the event any provisions of the By-Laws of this Certificate of Incorporation conflict with the National Constitution and By-Laws of the Veterans of Foreign Wars of the United States, the National Constitution and By-Laws of the Veterans of Foreign Wars of the United States will determine the purposes and objectives of said incorporation, there being nothing contained in the Constitution and By-Laws of the Veterans of Foreign Wars of the United States which is inconsistent with the laws of the United States or the State of Maryland.

ARTICLE III

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 said Corporation is Eugene H. Price, Easton, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

ARTICLE IV

This Corporation not-for-profit shall have no capital stock; shall have perpetual existence subject to the provisions of the laws of the State and the Constitution and By-Laws of the Veterans of Foreign Wars of the United States,

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ARTICLE V

OFFICERS

Section 1: The officers of this Corporation (sometimes referred to as "Directors" and/or "Trustees"), their nomination, election or appointment, installation, power and authority shall be in accordance with the provisions of the National By-Laws of the Veterans of Foreign Wars of the United States.

Section 2: The number of officers (Directors) of this Corporation shall be the number as provided for a Post of the Veterans of Foreign Wars of the United States by the National By-Laws of Foreign Wars of the - - - - -

Section 3: The names and addresses of the present persons who are to act in the capacity of principal officers (Directors) until the selection of their successors are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE OF OFFICE IN POST</u>
C. Robert Rowens	Easton, Maryland	Commander
Edward E. Stewart	St. Michaels, Md.	Senior Vice-Commander
Lee S. Lyons	Easton, Maryland	Junior Vice-Commander
Giles G. Jump	Trappe, Maryland	Quartermaster

Virgil Taylor	Easton, Maryland	Chaplain
P. Evans Cox	Easton, Maryland	Surgeon
H. Herbert Balch	Easton, Maryland	Post Advocate
John Walter Smith	Easton, Maryland	Trustee
Robert B. Haley	Easton, Maryland	Trustee
Paul E. Parris	Easton, Maryland	Trustee
Eugene H. Price	Easton, Maryland	Adjutant

ARTICLE VI

The qualifications of the members and the manner of their admission into this Corporation not-for-profit shall be as follows:

No person shall be a member of this Corporation unless he has served honorably as an officer or enlisted man in the Army, Navy or Marine Corps of the United States of America in any foreign war, insurrection, or expedition, which service shall be recognized as campaign medal service and governed by the authorization of the award of a campaign badge of the Government of the United States of America.

The active and voting membership of this Corporation shall at all times be confined to the active membership in good standing in E. E. STREETS MEMORIAL POST NO. 5118, VETERANS OF FOREIGN WARS OF THE UNITED STATES, with eligibility to, acquiring of, suspension from and discontinuance of membership being in accordance with the National Constitution and By-Laws of the Veterans of Foreign Wars of the United States.

ARTICLE VII

All assets of this Corporation shall be and remain assets of the Veterans of Foreign Wars of the United States and shall be used, spent and distributed in accordance with the National Charter, Constitution and By-Laws of the Veterans of Foreign Wars of the United States. In the event of a dissolution of this Corporation, all its assets shall be the Property of E. E. STREETS MEMORIAL POST NO. 5118, VETERANS OF FOREIGN WARS OF THE UNITED STATES: and, in the event of the simultaneous dissolution of this Corporation and of the forfeiture of the Charter issued by the Veterans of Foreign Wars of the United States to said subordinate unit, then, and in that event, title to all of the assets of this Corporation shall be in the Veterans of Foreign Wars of the United States to be disposed of in accordance with the National By-Laws Rules and Regulations of the said Veterans of Foreign Wars of the United States. At no time shall the assets of this Corporation be distributed among its individual members hereof.

ARTICLE VIII

This Corporation not-for-profit shall have the following general powers:

To have perpetual succession with power to sue and be sued in courts of law and equity; to receive, hold, own, use and dispose of such real estate, personal property, money, contract, rights and privileges as shall be deemed necessary and incidental for its corporate purposes; to adopt, amend apply, and administer By-Laws and Regulations to carry out its purposes, not inconsistent with the laws of the United States or of any State; and such other powers as are not inconsistent or in conflict with the Constitution and By-Laws of the Veterans of Foreign Wars of the United States.

The Corporation shall not purchase, sell or mortgage any real estate without notice therefor to the members of the Corporation at a regular or special meeting called for said purpose and by vote of approval of a majority of those members present at such regular or special meeting called for such purpose.

Should any conflict arise between the provisions of this Charter and the provisions of the Constitution and By-Laws of the Veterans of Foreign Wars of

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the United States, said conflicting provisions in this Charter shall not be effective until approved by the Commander-in-Chief of the Veterans of Foreign Wars of the United States.

The right to repeal, alter or amend this Charter at any time is hereby expressly reserved, but any alteration, modification, or amendment made to said Charter shall be governed by the Constitution and By-Laws of the Veterans of Foreign Wars of the United States and not in conflict therewith, and no amendment, modification, or alteration shall be made which will in anywise conflict with the provisions of the National By-Laws of the Veterans of Foreign Wars of the United States, nor shall any change whatsoever be effective until the same has been approved by the Commander-in-Chief of the Veterans of Foreign Wars of the United States.

IN WITNESS WHEREOF, We have signed and sealed this Certificate of Incorporation on the 15th day of October, Nineteen Hundred and Forty-six.

TEST as to all signatures:

/s/ Lee S. Gillis
Lee S. Gillis

/s/ C. Robert Rowens (SEAL)
C. Robert Rowens, Commander

/s/ Edward E. Stewart (SEAL)
Edward E. Stewart, Senior Vice Commander

/s/ Lee S. Lyons (SEAL)
Lee S. Lyons, Junior Vice-Commander

/s/ Giles G. Jump (SEAL)
Giles G. Jump, Quartermaster

/s/ Virgil Taylor (SEAL)
Virgil Taylor, Chaplain

/s/ P. Evans Cox (SEAL)

P. Evans Cox, Surgeon

/s/ H. Herbert Balch (SEAL)

H. Herbert Balch, Post Advocate

/s/ John Walter Smith (SEAL)

John Walter Smith, Trustee

/s/ Paul E. Parris (SEAL)

Paul E. Parris, Trustee

/s/ Robert B. Haley (SEAL)

Robert B. Haley, Trustee

/s/ Eugene H. Price (SEAL)

Eugene H. Price, Adjutant

STATE OF MARYLAND, TALBOT COUNTY, to wit:-

I HEREBY CERTIFY, That on this 15th day of October, A. D. 1946, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County, aforesaid, personally appeared C. Robert Rowens, Edward I. Stewart, Lee S. Lyons, Giles G. Jump, Virgil Taylor, P. Evans Cox, H. Herbert Balch, John Walter Smith, Paul E. Parris, Robert B. Haley, and Eugene H. Price, all of the above named incorporators, and they severally acknowledged the foregoing Certificate of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal the day and year aforesaid.

/s/ Emma M. Eglseider

Notary Public

NOTARIAL SEAL ATTACHED

APPROVAL OF COMMANDER OF THE DEPARTMENT OF MARYLAND, VETERANS OF FOREIGN WARS OF THE UNITED STATES, REGARDING CERTIFICATE OF INCORPORATION OF THE

E. E. STREETS MEMORIAL POST NO. 5118, VETERANS OF FOREIGN WARS OF THE UNITED STATES, EASTON, MARYLAND.

I, Robert T. Creamer, Jr., Commander of the Department of Maryland, Veterans of Foreign Wars of the United States, do hereby certify this 25th day of October, 1946, that I have read the attached copy of the Certificate of Incorporation of the E. E. Streets Memorial Post No. 5118, Veterans of Foreign Wars of the United States, Inc., and I do hereby recommend to the Commander-in-Chief that the permission of the Veterans of Foreign Wars of the United States be given said unit to incorporate under the laws of the State of Maryland as set forth in and said Certificate.

/s/ Robert T. Creamer, Jr.

COMMANDER OF THE DEPARTMENT OF MARYLAND,
VETERANS OF FOREIGN WARS OF THE UNITED STATES

ATTEST:

/s/ Reginald H. Murphy, Jr.,

DEPARTMENT ADJUTANT

HEADQUARTERS DEPART. OF MD. V.F.W. CORPORATE SEAL ATTACHED

APPROVAL OF CERTIFICATE OF INCORPORATION OF SUBORDINATE POST OF
COMMANDER-IN-CHIEF, VETERANS OF FOREIGN WARS OF THE UNITED STATES

The attached copy of the Certificate of Incorporation of E. E. STREETS

MEMORIAL POST NO. 5118, VETERANS OF FOREIGN WARS OF THE UNITED STATES having been read, and it appearing to the undersigned that the Commander of the Department of Maryland has recommended the same for approval, the permission of the Veterans of Foreign Wars of the United States is hereby given to the said unit to incorporate under the laws of the State of Maryland, as set forth in said Certificate of Incorporation.

Dated this 15th day of November, 1946, at Kansas City, in the State of Missouri.

VETERANS OF FOREIGN WARS OF THE UNITED STATES

By /s/ Louis E. Starr
COMMANDER-IN-CHIEF

ATTEST:

/s/ Paul S. Laurence
ADJUTANT-GENERAL

CERTIFICATE OF INCORPORATION

OF
E. E. STREETS MEMORIAL POST NO. 5118, VETERANS
OF FOREIGN WARS OF THE UNITED STATES,
INCORPORATED

received for record December 18, 1946 at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland December 18, 1946 as in conformity with law and ordered recorded.

A 6821

Joseph H. A. Rogan

Emerson C. Harrington, Jr.
Commissioners.

Recorded in Liber 229, folio 410, 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.

(NO SEAL)

Albert W. Ward
Secretary

- - None

Capital

Increase of Capital

Bonus tax paid \$20.00 Recording fee paid \$10.00

CERTIFICATE OF INCORPORATION

EASTERN SHORE CONCRETE, INC. : Be it remembered that on this 31st
 CERTIFICATE OF INCORPORATION : day of July A.D. 1947 at 8:00 o'clock
 (under Section 3) : A.M., the following Certificate of
 : or Instrument of Writing
 : Incorporation/was received to be recorded

and is accordingly enrolled as follows, to wit:

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, William H. Philpot, whose post-office address is 1708 First National Bank Building, Baltimore, Md., George W. Ulrich, whose post-office address is 1708 First National Bank Bldg., Baltimore, Md., and Herbert M. Brune, Jr., whose post-office address is 1708 First National Bank Bldg., Baltimore, Md., 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 EASTERN SHORE CONCRETE, 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 extract, excavate, refine, and otherwise produce all raw materials necessary in the production of concrete and allied materials; to manufacture, buy, sell and otherwise deal in the products of concrete; to manufacture and sell all types of ready-mixed concrete; to buy, sell, erect, lease, exchange, and otherwise dispose of or deal in concrete buildings; and to manufacture, buy, sell, or otherwise deal in machinery and equipment of all kinds and character, and parts thereof and accessories thereto for the manufacture of concrete, concrete products, or structures made from concrete or concrete products; and to repair, alter, preserve, and render service in respect to concrete plants, machinery, and equipment of all kinds, and to structures of all kinds and character made from concrete.

To do a general commission merchant's and selling agent's business; to buy, sell, and otherwise dispose of, hold, own, manufacture, produce, export and import, and deal in, either as principal or agent, and upon commission or otherwise, all kinds of personal property whatsoever, without limit as to amount; to make and enter into all manner and kinds of contracts, agreements, and obligations by or with any person or persons, corporation, or corporations, government or governments, whether foreign or domestic, for the purchasing, acquiring, manufacturing, repairing, selling, and dealing in any article of personal property

Examined

of any kind or nature whatsoever, and generally with full power to perform any and all acts connected with the same or arising therefrom or incidental thereto, and all acts proper or necessary for the purpose of the business, or conducive to its best interests.

To acquire by purchase or otherwise, hold, own, develop, improve, sell, convey, exchange, mortgage, lease and otherwise deal or trade in and dispose of real property and any estate, interest or rights therein; to lend money on bonds secured by mortgage on real or personal property or otherwise; to erect, construct, alter, maintain and improve houses and buildings of every description on any lands of the corporation or upon any other lands of the corporation or upon any other lands, and to rebuild, alter and improve existing houses and buildings thereon, to the extent now or hereafter permitted by law.

To purchase, exchange, hire or otherwise acquire such personal property, chattels, rights, easements, permits, privileges and franchises as may -- lawfully be purchased, exchanged, hired or acquired under the General Corporation Law of Maryland.

To borrow money for its corporate purposes, and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures or other obligations from time to time, for the purchase of property or for any purpose in or about the business of the corporation, and, if deemed proper, to secure the payment of any such obligation by mortgage, pledge, deed or trust otherwise.

To underwrite, purchase, acquire, hold, pledge, hypothecate, exchange, sell, deal in and dispose of, alone or in syndicates or otherwise in conjunction with others, stocks, bonds, and other evidences of indebtedness and obligations of any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, and evidences of any interest, in respect of any such stocks, bonds and other evidences of indebtedness and obligations; to issue in exchange therefor its own stocks, bonds or other obligations; and, while the owner or holder of any such, to exercise all the rights, powers and privileges of ownership in respect thereof; and, to the extent now or hereafter permitted by law, to aid by loan, subsidy, guaranty or otherwise those issuing, creating or responsible for any such stocks, bonds, or other evidences of indebtedness or obli-

gations or evidences of any interest in respect thereof.

To conduct business in the State of Maryland, other states, territories, districts and colonies of the United States of America and in foreign countries; to have one or more offices outside of the State of Maryland.

To acquire, hold, dispose of, transfer, reissue or cancel its own securities (including shares of its capital stock of any class) in any manner and to any extent now or hereafter permitted by the laws of Maryland and by this Certificate of Incorporation provided that shares of its own capital stock belonging to the corporation shall not be voted upon directly or indirectly.

To purchase, take on lease or in exchange, hire or otherwise acquire, hold, own, possess, equip, improve, develop, deal in, sell, convey, assign, mortgage, pledge or otherwise encumber any and all goods, wares, merchandise, commodities and other property, real, personal and mixed of every kind and description, and rights, estates, interests, franchises, licenses and privileges in such property, real, personal or mixed, wheresoever situated or located.

To apply for, acquire, register, use and hold, sell, assign, or otherwise dispose of, either absolutely or by way of lease, mortgage, pledge or license, to grant licenses in respect of and otherwise turn to account, any letters patent of the United States or of any foreign country, or pending applications therefor, and any inventions, improvements, devices, trade secrets, formulae, processes, trade marks, tradenames, brands, labels, copyrights, and privileges and any right, title or interest therein, that may relate to or be useful in connection with any business which the corporation is authorized to carry on.

To sell, assign, transfer, convey, lease or exchange all or substantially all of its property and assets, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part stock or shares in, and/or other securities of, any one or more corporations, companies, associations, trusts or entities, as its Board of Directors shall deem expedient and for the best interests of the corporation, when and as authorized by the affirmative vote of the holders of two-thirds of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of two-thirds of the voting stock issued and outstanding.

To enter into, make, perform and carry out or cancel and rescind contracts for any lawful purposes pertaining to its business with any person, firm, association, trust, company, corporation, or entity or governmental, municipal or public authority, domestic or foreign, and to carry out any one or more of the objects or purposes of the corporation as principal, factor, agent, trustee or otherwise, and either alone or with associates.

The foregoing clauses shall be construed as powers as well as objects and purposes. The enumeration herein of specific objects, purposes and powers shall not be held to limit or restrict in any way the general objects, purposes and powers of the corporation. The matters specified in any clause shall, except where otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of this Certificate of Incorporation, but the objects, purposes and powers specified in each of the clauses of this Article shall be regarded as independent objects, purposes and powers.

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 Alfred C. Quimby 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 Frank S. Pritchett, Irving H. Boggs of Dover, Delaware and Alfred C. Quimby of Easton, 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 capital stock of the Corporation is Two Hundred and Fifty (250) shares without nominal or par value, of which One Hundred (100) shares are Preferred Stock and One Hundred and Fifty (150) shares are Common.

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 the shares of Preferred Stock shall be entitled to receive, and the corporation shall be bound to pay thereon, preferential cumulative dividends, as and when declared by the Board of Directors, out of the annual net profits of the corporation or out of its net assets in excess of its capital, as determined pursuant and subject to the provisions of the Maryland General Corporation Law at the rate of Six (\$6.00) Dollars per share per annum cumulative from the date of issuance and payable on the dates set by the Board of Directors before any dividends shall be declared or paid upon or set apart for the holders of the shares of Common Stock.

After full dividends at the rate of Six (\$6.00) Dollars for the then current

year, and all previous years, shall have been declared or paid upon or set apart for the holders of the shares of Preferred Stock, additional dividends may be declared or paid or set apart during such year. Such additional dividends, if declared, shall be set apart for or paid exclusively to the holders of the shares of Common stock, share and share alike.

The corporation, conformable with Section 54 of the Maryland General Corporation Law, may from time to time redeem the whole or any part of the Preferred Stock at the price of One Hundred and Six (\$106.00) Dollars per share plus any arrearages of dividends thereon that may be due and unpaid. The notice of such redemption shall be mailed not less than thirty (30) days prior to the date upon which the stock is to be redeemed to each holder of stock so to be redeemed, at his address as it appears on the books of the corporation. In the event that less than all of the outstanding Preferred Stock of the corporation is to be redeemed, the amount to be redeemed and the method of effecting such redemption, may be determined by the Board of Directors. On and after the date fixed for such redemption, the holders of shares so called for redemption shall cease to be entitled to any further dividends and the respective holders thereof shall have no right or interest thereon or therein, by reason of the ownership of such shares, except to receive the said redemption price, as a debt without interest, upon presentation and surrender of their certificates therefor.

In the event of any liquidation, dissolution or winding up of the corporation, whether voluntary or involuntary, the holders of the shares of Preferred Stock shall be entitled to receive out of the assets of the corporation (whether from capital or surplus or both) the sum of One Hundred Dollars (\$100.00) per share, plus any arrearages of dividends that may be due and unpaid thereon, before any distribution shall be made to the holders of the shares of Common stock, and thereafter the holders of the shares of Common Stock shall be entitled, to the exclusion of the holders of the shares of Preferred Stock, to share ratably in all assets of the corporation remaining after such payment to the holders of the shares of Preferred Stock. If, upon such liquidation, dissolution or winding up of the corporation, the assets of the corporation shall be insufficient to permit the payment in full to the holders of the shares of Preferred Stock of the amount distributable as aforesaid, then the entire assets of the corporation shall be distributed ratably among the holders of the shares of Preferred Stock. The foregoing provisions of this paragraph shall not, however, be deemed to require the distribution of assets among the holders of the shares of Preferred Stock and the holders of the shares of Common Stock in the event of a consolidation, merger, lease or sale, which does not in fact result in the liquidation or winding up of the enterprise.

Subject to the Maryland General Corporation Law each share of stock, whether Preferred or Common, shall be entitled to one vote at all stockholders meetings, except that at all elections of directors the Preferred Stock, when issued and outstanding, as a class and to the exclusion of the holders of the shares of Common stock, shall be entitled to elect one-third of the directors, and

the Common Stock, as a class and to the exclusion of the holders of the Preferred Stock, shall be entitled to elect two-thirds of the directors. However, if the election is for a director or directors whose term of office has not expired then that director or those directors shall be elected only by the class of stock that elected the director or directors whose term has not expired.

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

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

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed this Certificate of Incorporation on December 19th, 1946.

Witness as to all:

Louis C. Stroheker
Louis C. Stroheker

William H. Philpot (L.S.)
William H. Philpot

George W. Ulrich (L.S.)
George W. Ulrich

Herbert M. Brune, Jr. (L.S.)
Herbert M. Brune, Jr.

STATE OF MARYLAND)
) SS:
CITY OF BALTIMORE)

I HEREBY CERTIFY, that on December 19, 1946, before me, the subscriber, a notary public of the State of Maryland in and for the City of Baltimore afore-said personally appeared William H. Philpot, George W. Ulrich, and Herbert M. Brune, 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.

(NOTARIAL)
(SEAL)

Louis C. Stroheker
Louis C. Stroheker
Notary Public
Comm Exp 5/5/47

CERTIFICATE OF INCORPORATION
OF
EASTERN SHORE CONCRETE, INC.

received for record December 19, 1946 at 2:15 o'clock P.M., and approved by the State Tax Commission of Maryland December, 19, 1946 as in conformity with law and ordered recorded.

A 6858

Joseph H. A. Rogan
Emerson C. Harrington, Jr.
Commissioners.

Recorded in Liber 230, folio 80, one of the Charter Records of the State Tax Commission of Maryland.

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To the Clerk of the C I R C U I T Court for Talbot Co.

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)

Albert W. Ward
Secretary
Albert W. Ward

Capital - 250 shs. - no par - 100 shs. pfd.
~~Increase in Capital~~ 150 shs. Com.
Bonus tax paid \$20.00 Recording fee paid \$15.00

ST. MICHAELS MILLING COMPANY, INCORPORATED :
: Be it remembered that on this
CERTIFICATE OF INCORPORATION. : 31st day of July A. D. 1947 at
: 8:00 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, Jennings B. Quillin, whose post-office address is St. Michaels, Maryland; J. Everett Dulin, whose post-office address is St. Michaels, Maryland; and J. Clifton Jones, whose post-office address is St. Michaels, 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

ST. MICHAELS MILLING 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:

(a) To carry on and conduct the business of manufacturing wheat flour, poultry and animal feeds and accessories and other kindred items; to buy, sell, manufacture and otherwise deal in grains, commercial feeds, seeds, fertilizers and the by-products thereof, and to sell the products so manufactured and to carry on such other business operations and transactions as are incident to a general milling and manufacturing business; to raise poultry for sale or other disposition and to handle and deal in farm products of any kind or character and to engage in farming or other agricultural operations.

(b) To buy, lease, build, erect, own, hold, maintain, equip, mortgage, sell or otherwise deal in any and all types of buildings, bins,

Examined

elevators, warehouses, show rooms, office buildings, weighing scales, loading devises and all other structures, machinery or equipment necessary or desirable for the purpose of carrying on the aforesaid business or businesses, or any of them.

✓ (c) To buy, lease, own, hold, mortgage, sell, convey or otherwise deal in or dispose of real or personal property of all kinds that may be considered necessary or desirable for the promotion of any of the above purposes.

(d) To purchase, lease or otherwise acquire and dispose of real estate, property rights, business, good-will, franchises and assets of every kind of any corporation, firm, partnership or individual, carrying on or having carried on, in whole or in part, any of the aforesaid businesses or any other business that the Corporation may be authorized to carry on; and to pay for the same in cash, 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 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.

FOURTH: The post-office address of the place at which the principal office of the Corporation in this State will will be located is St. Michaels, Maryland. The Resident Agent of the Corporation is Jennings B. Quillin, whose post-office address is St. Michaels, 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 Jennings B. Quillin, J. Everett Dulin and J. Clifton Jones 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 Fifty Thousand Dollars (\$150,000.00) par value, divided into one thousand five hundred (1,500) shares of the par value of One Hundred Dollars (\$100.00) 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 purchase by the Corporation out of its surplus, at such time or times and in such amounts, as it shall deem advisable, shares of its own stock of any class, whether now or hereafter authorized, and securities convertible into shares of its own stock whether now or hereafter authorized, at such price or prices as the Board of Directors shall deem to be the fair market value thereof; such purchase or purchases to be for the purpose of resale, reissue or retirement as the said Board may determine.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed this Certificate of Incorporation on December 21, 1946.

WITNESS:

Geraldine Farmer
Geraldine Farmer

Jennings B. Quillin
Jennings B. Quillin

J. Everett Dulin
J. Everett Dulin

J. Clifton Jones
J. Clifton Jones

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 21st day of December, in the year one thousand nine hundred and forty-six, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared Jennings B. Quillin, J. Everett Dulin and J. Clifton Jones and severally acknowledged the foregoing Certificate of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.

(Notarial Seal)
My Commission expires May 5, 1947

Geraldine Farmer
(Geraldine Farmer)
Notary Public

CERTIFICATE OF INCORPORATION
OF
ST. MICHAELS MILLING COMPANY, INCORPORATED

received for record December 24, 1946 at 11 o'clock A.M., and approved by the State Tax Commission of Maryland December 24, 1946 as in conformity with law and ordered recorded.

A 6890

Owen E. Hitchins

Emerson C. Harrington, Jr.
Commissioners

Recorded in Liber 230, folio 246, 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 and recorded by the State Tax Commission of Maryland.

AS WITNESS my hand and seal of the said Commission at Baltimore.

(SEAL)

Albert W. Ward
Secretary

Albert W. Ward

Capital - \$150,000 - 1,500 shs. - \$100 par

~~Increase of Capital~~

Bonus tax paid \$30.00 Recording fee paid \$10.00

ARTICLES OF AMENDMENT

ARTICLES OF AMENDMENT TO THE ARTICLES OF :
INCORPORATION OF THE TILGHMAN BANK OF :
TILGHMAN, MARYLAND. :

Be it remembered, that on
this 29th, day of August A.D. 1947, at 1:16
o'clock P.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, at a meeting of the Board of Directors of The Tilghman Bank, of Tilghman, Maryland, held on the 11th day of July, 1947, at which more than a majority of the said Board was present, a motion was duly made, seconded and unanimously carried, that the Board of Directors of The Tilghman Bank, of Tilghman, Maryland, recommend to the stockholders of the Corporation that the capital stock of the Corporation be increased from Ten Thousand Dollars (\$10,000.00) to Twenty-five Thousand Dollars (\$25,000.00), and that the Certificate of Incorporation of the Corporation be amended to effect that result, and 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.

Examined & delivered to John L. Shortz Sept. 5, 1947

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, of Tilghman, Maryland, was duly held on the 6th day of August, 1947, 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 ~~and~~ 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, of Tilghman, Maryland, as follows:-

"SECTION IV: The total amount of the capital stock of said Bank is Ten Thousand Dollars (\$10,000.00), divided into One Thousand (1,000) shares of the par value of Ten Dollars (\$10.00), each;"

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

"SECTION IV: The total amount of the stock of the said Bank is Twenty-five Thousand Dollars (\$25,000.00), divided into Twenty-five Hundred (2,500) shares of the par value of Ten Dollars (\$10.00), each."

Of the additional shares herein authorized, One Thousand (1,000) of said shares shall be distributed equally and ratably to all stockholders of record as a 100% stock dividend. The remaining Five Hundred (500) shares of stock authorized by this Amendment, shall be sold at a price of Fifteen Dollars (\$15.00) per share, Ten Dollars (\$10.00) of which will be credited to capital and Five Dollars (\$5.00) to surplus. Said Five Hundred (500) shares shall be first offered to the old stockholders for purchase on the basis of the right to purchase one (1) share of the new stock for each two (2) full shares of common stock now owned. The shares of stock not so purchased by the old stockholders will then be offered for sale to the general public.

That at said meeting of stockholders of The Tilghman Bank, of Tilghman, 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 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 Amendment effectual.

IN WITNESS WHEREOF, the President and Cashier of The Tilghman Bank, of Tilghman, Maryland, have hereunto affixed their signatures this 14th day of August, 1947, 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.

(CORPORATE SEAL)

Harry R. Howeth.
President of The Tilghman Bank,
of Tilghman, Maryland.

Harry T. Barton
Cashier of The Tilghman Bank,
of Tilghman, Maryland.

STATE OF MARYLAND :
COUNTY OF Talbot : TO WIT:

I HEREBY CERTIFY, that on this 14th day of August, 1947, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared HARRY R. HOWETH, President of The Tilghman Bank, of Tilghman, Maryland, and HARRY T. BARTON, JR., Cashier of the said Bank, and on behalf of The Tilghman Bank, of Tilghman, Maryland, each acknowledged the foregoing Certificate of Amendment as the act and deed of said Corporation.

AS WITNESS my hand and Notarial Seal.

(NOTARIAL)
(- SEAL -)

G. Frank Jackson
NOTARY PUBLIC

CERTIFICATE OF APPROVAL OF BANK COMMISSIONER

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

AS WITNESS my hand this 15th day of August, 1947.

(COMMISSIONER'S SEAL)

J. D. Hospelhorn
Deputy Bank Commissioner of the State
of Maryland.
(Acting in the absence of the Bank Commissioner.)

I, J. Owen Knotts, one of the Judges of the Circuit Court of 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.

J Owen Knotts
Judge

August 21st. 1947.

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STOCK ISSUANCE STATEMENT

ST. MICHAELS MILLING COMPANY, INCORPORATED. :
: Be it remembered, that on this
STOCK ISSUANCE STATEMENT :
: 5th, day of September, A.D. 1947, at
9:00 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 St. Michaels Milling Company, Incorporated, a Maryland corporation, having its principal office in St. Michaels, Maryland (hereinafter called the Corporation) at a meeting duly convened and held on January 2, 1947, by resolution:

(a) Duly authorized the issuance of six hundred and twenty (620) fully paid and non-assessable shares of the par value One Hundred (\$100.00) Dollars each of the capital stock of the Corporation for the following consideration:

The land, buildings, machinery and equipment, office furniture and equipment, trucks and automobile, inventory and cash of Jennings B. Quillin, sole owner of the milling business operated by him under the name of St. Michaels Milling

Examined

Company, St. Michaels, Maryland, as per statement of the value of said property and assets on December 31, 1946, as follows:

Land	\$ 2,050.00
Buildings	10,285.62
Machinery and Equipment	2,196.53
Office furniture and equipment	633.25
5 Chevrolet trucks and 1 Chevrolet coupe	6,124.97
Inventory consisting of	
Materials to be used in the manufacture of	
wheat flour and animal and poultry feeds	\$38,461.50
Manufactured feeds and supplies bought for resale	1,871.50
Cash	376.63
	<u>\$62,000.00</u>

(b) Stated that, in its opinion, the actual value of said consideration is not less than Sixty-two Thousand (\$62,000.00) 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, St. Michaels Milling 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 hereunto affixed and attested by its Secretary, this 2nd day of January, 1947.

ATTEST: ST. MICHAELS MILLING COMPANY (CORPORATE)
 INCORPORATED. (S-E--A-L)

M. Elizabeth Cohee Secretary By Jennings B. Quillin President
 (M. Elizabeth Cohee) (Jennings B. Quillin)

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 2nd day of January, 1947, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared Jennings B. Quillin, President of St. Michaels Milling 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 J. Clifton Jones 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 state/^{ment}are true to the best of his knowledge, information and belief.

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

(NOTARIAL SEAL) Geraldine Farmer
 My commission expires May 5, 1947. (Geraldine Farmer)
 Notary Public

o o o o o o o
 STOCK ISSUANCE STATEMENT
 OF

ST. MICHAELS MILLING COMPANY, INCORPORATED
 received for record January 6, 1947 at 9 o'clock A.M., and approved by the State Tax Commission of Maryland January 6, 1947 as in conformity with law and ordered recorded.

A 7068 Owen E. Hitchins
 Emersson C. Harrington, Jr.
 Commissioners

Recorded in Liber 232, folio 160, 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 Co.

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 said Commission at Baltimore.

(SEAL'S PLACE)

ALBERT W. WARD Albert W. Ward
Secretary

~~Capital~~

~~Increase of Capital~~

~~Bonus tax paid \$~~ ——— Recording fee paid \$5.00

CERTIFICATE OF INCORPORATION

ARTICLES OF INCORPORATION OF : Be it remembered, that on this 5th, day of
: "THE NOBLE MOTOR COMPANY" : September, A.D. 1947, at 9:00 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, that the subscriber, John W. Noble, whose post office address is Easton, Talbot County, Maryland, Verta K. Noble, whose post office address is Easton, Talbot County, Maryland and K. Thomas Everngam, whose pose office address is Denton, Caroline County, Maryland, all being of full legal age do hereby associate themselves together with the intention of forming a corporation under and by virtue of the General Corporation Laws of the State of Maryland (Article 23, Public General Laws of Maryland".

FIRST: That the name of the corporation is "The Noble Motor Company".

SECOND: That the principal office of the corporation is to be located at Easton, Talbot County, Maryland and the post office address will be the same. That the resident agent of the corporation is John W. Noble, whose post office address is Easton, Talbot County, Maryland, who is a citizen of the United States of America and of the State of Maryland and actually resides therein.

THIRD: That the nature of the business of the corporation and the objects and purposes proposed to be transacted, promoted, or carried on by it, are as follows, to wit:

(a) To engage in any lawful activity or business, including the business of buying, selling and dealing in automobiles, trucks, cars, motor vehicles, and vehicles of all kinds, automobile parts, and repairs and generally to conduct an automobile business in all its branches.

(b) To purchase or otherwise acquire, lease, assign, mortgage, pledge or otherwise dispose of any trade-names, trade-marks concessions, inventions, formulae improvements, processes of any nature whatsoever, copyrights, and letters patent of the United States and of foreign countries, and to accept and grant licenses thereunder.

(c) To subscribe or cause to be subscribed for, and to purchase or otherwise acquire, hold for investment, sell, assign, transfer, mortgage, pñedge, exchange, distribute or otherwise dispose of the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of tru_t, debentures, secur-

Examined

ities, obligations, notes and other evidences of indebtedness of any corporation, stock company or association, now or hereafter existing, and whether created by or under the laws of the State of Maryland, or otherwise, and whole owners of any of said shares of capital stock or bonds or other property to exercise all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with power to designate some person for that purpose from time to time to the same extent as natural persons might or could do.

(d) To purchase, hold, sell and reissue the shares of its own capital stock.

(e) To buy, lease, or otherwise acquire, so far as may be permitted by law

the whole or any part of the business, good will, and assets of any person, firm, association or corporation (either foreign or domestic) engaged in a business of the same general character as that for which this corporation is organized.

(f) To indorse, guarantee and secure the payment and satisfaction of bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations and evidences of indebtedness, and also to guarantee and secure the payment or satisfaction of interest on obligations and of dividends on shares of the capital stock of other corporations, also to assume the whole or any part of the liabilities, existing or prospective, of any person, corporation firm or association, and to aid in any manner any other person or corporation, and to aid in any manner any other person or corporation with which it has business dealings, or whose stocks, bonds, or other obligations are held or are in any manner guaranteed by the Corporation, and to do any other acts and things for the preservation, protection, improvement, or enhancement of the value of such stocks bonds, or other obligations.

(g) To engage in any other manufacturing or mercantile business of any kind or character whatsoever, and to that end to acquire, hold, hown and dispose of any and all property, assets, stocks, bonds and rights of any and every kind.

(h) Without in any particular limiting any of the objects and powers of the corporation, it is hereby expressly declared and provided that the corporation shall have power to do all things hereinbefore enumerated, and also to issue or exchange stocks, bonds and other obligations in payment for property purchased or acquired by it, or for any other object in or about its business, to borrow money without limit, to mortgage or pledge its franchises, real or personal property, income and profits accruing to it, any stocks, bonds or other obligations, or any property which may be acquired by it, and to secure any bonds or other obligations by it issued or incurred.

(i) To carry on any business whatsoever which the corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated, directly or indirectly, to promote the interests of the corporation or to enhance the value of its property, to conduct its business in this state, in other states, in the District of Columbia, in the territories and colonies of the United States, and in foreign countries and to hold, purchase, mortgage and convey real and personal property, either in or out of the State of Maryland, and to have and to exercise all powers conferred by the laws of Maryland upon corporations formed under the act pursuant to and under which this corporation is formed.

FOURTH: The total amount of authorized capital stock of the corporation is as follows:

150 shares of voting common stock of the par value of ONE HUNDRED

(\$100.00) DOLLARS a share.

150 Shares of non-voting common stock of the par value of ONE HUNDRED (\$100.00) DOLLARS a share.

The amount of capital stock with which the corporation will commence business in THIRTY T_OUSAND (\$30,000.00) DOLLARS,

There shall be no difference between the voting and nonvoting shares of stock, except as to the voting privileges.

FIFTH: The corporation shall have three directors, subject to increase as may be provided by the By-Laws and the said John W. Noble, Verta K. Noble and K. Thomas Everngam, shall act as directors until the first meeting of the stockholders or until their successors are duly elected and qualified, and at no time shall the Board of Directors consit of less than three directors, at least one of whom shall be a resident of the State of Maryland.

The directors shall be elected at the annual meeting of the stockholders to be held at the principal office of the corporation at Easton, Talbot County, Maryland, on the 2nd day of January, at 12 noon each year. The Board of Directors shall have the power to fill any vacancy in the said Board or any other office and are unlimited in their power.

SIXTH: The first meeting of the incorporators and directors for the purpose of organizing and adopting by-laws and the election of executive officers, shall be held at the principal place of business of the corporation at Easton, Talbot County, Maryland on the 2nd day of January, 1947.

SEVENTH: The Board of Directors are hereby specially empowered to purchase the assets of the Noble Motor Company, a partnership, or any part thereof and to own and operate the same as the officers and directors shall determine as best. The said John W. Noble shall serve as President; Verta K. Noble as Secretary and Treasurer, and K. Thomas Everngam, as Vice-President and Counsel, until the first annual meeting or until their successors are duly chosen and qualified.

EIGHTH: At all meetings of the stockholders, cumulative voting shall be allowed and each stockholder may vote by written proxy. The private property of the stockholders shall never be subject to the payment of corporate debts to any extent whatever.

NINTH: The corporation is to have perpetual existence.

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 to make and amend the by-Laws from time to time as may be found necessary, and all rights, conferred on stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, we have hereunto signed our names and subscribed our seals to this Certificate and Articles of Incorporation this 31st day of December 1946.

TEST:

Betty A. Bullock

John W. Noble (SEAL)
John W. Noble

Verta K. Noble (SEAL)
Verta K. Noble

K. Thomas Everngam (SEAL)
K. Thomas Everngam

STATE OF MARYLAND, CAROLINE COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 31st day of December, 1946, before me, the subscriber, a Notary Public, in and for the State and County aforesaid, personally appeared John W. Noble, Verta K. Noble and K. Thomas Everngam, the subscribers to the foregoing Certificate and Articles of Incorporation of "The Noble Motor Company" and did severally acknowledge the same to betheiract and deed.

AS WITNESS my hand and Notarial Seal.

Betty Louise Asche
Notary Public

SEAL

Betty Louise Asche

o o o o o o o o o o

CERTIFICATE OF INCORPORATION
OF
THE NOBLE MOTOR COMPANY

received for record January 8, 1947 at 9 o'clock A.M., and approved by the State Tax Commission of Maryland January 8, 1947 as in conformity with law and ordered recorded.

A 7101

Owen E. Hitchins

Emerson C. Harrington, Jr.
Commissioners

Recorded in Liber 232, folio 367, 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 Co.

IT IS HEREBY CERTIFIED, that the within instrument, together with all approved endorsements thereon, is a true copy as received/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
ALBERT W. WARD Secretary

Capital - 150 shs. - voting com. - \$100 par
150 shs. - non-voting com. - \$100 par
\$30,000

~~Increase of Capital~~

Bonus tax paid \$20.00 Recording fee paid \$15.00

ARTICLES OF INCORPORATION

ARTICLES OF INCORPORATION OF : Be it remembered, that on this 5th, day
: of September, A.D. 1947, at 9:00 o'clock A.M. the
"NOBLE MOTOR REBUILDERS, INC." : 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, that the subscribers, John W. Noble, whose post office address is Easton, Talbot County, Maryland, Vorta K. Noble, whose post office address is Easton, Talbot County Maryland, and K. Thomas Everngam, whose post office address is Denton, Caroline County, Maryland, all being of full legal age, do hereby associate themselves, together with the intention of forming a corporation under and by virtue of the General Corporation Laws of the State of Maryland (Article 23, Public General

Examined

Laws of Maryland).

FIRST: That the name of the corporation is "Noble Motor Rebuilders, Inc."

SECOND: That the nature of the business of the corporation and the objects and purposes proposed to be transacted, promoted, or carried on by it, are as follows, to wit:

(a) To engage in any lawful activity or business, including the business of rebuilding motors of automobiles, trucks, cars, tractors and motor vehicles, and also including the repairing, reworking and remaking of automobiles and motor parts, and generally to conduct an automobile motor rebuilding business in all its branches.

(b) To purchase or otherwise acquire, lease, assign, mortgage, pledge or otherwise dispose of any trade-names, trade-marks, concessions, inventions, formulæ, improvements, processes of any nature whatsoever, copyrights, and letters patent of the United States and of foreign countries, and to accept and grant licenses thereunder.

(c) To subscribe or cause to be subscribed for, and to purchase or otherwise acquire, hold for investment, sell, assign, transfer, mortgage, pledge, exchange, distribute or otherwise dispose of the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, notes and other evidences of indebtedness of any corporation, stock company or association, now or hereafter existing, and whether created by or under the laws of the State of Maryland, or otherwise, and while owners of any of said shares of capital stock or bonds or other property to exercise all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with power to designate some person for that purpose from time to time to the same extent as natural persons might or could do.

(d) To purchase, hold, sell and reissue the shares of its own capital stock.

(e) To buy, lease, or otherwise acquire, so far as may be permitted by law, the whole or any part of the business, good will, and assets of any person, firm, association or corporation (either foreign or domestic) engaged in a business of the same general character as that for which this corporation is organized.

(f) To indorse, guarantee and secure the payment and satisfaction of bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations and evidences of indebtedness, and also to guarantee and secure the payment of satisfaction of interest on obligations and of dividends on shares of the capital stock of other corporations, also to assume the whole or any part of the liabilities, existing or prospective, of any person, corporation, firm or association, and to aid in any manner any other person or corporation with which it has business dealings, or whose stocks, bonds, or other obligations are held or are in any manner guaranteed by the corporation, and to do any other acts and things for the preservation, protection, improvement, or enhancement of the value of such stocks, bonds, or other obligations.

(g) To engage in any other manufacturing or mercantile business of any kind or character whatsoever, and to that end to acquire, hold, own and dispose of any and all property, assets, stocks, bonds and rights of any and every kind.

(h) Without in any particular limiting any of the objects and powers of the corporation, it is hereby expressly declared and provided that the corporation shall have power to do all things hereinbefore enumerated, and also to issue or exchange stocks, bonds and other obligations in payment for property purchased or acquired by it, or for any other object in or about its business, to borrow money without limit, to mortgage or pledge its franchises, real or personal property, income and profits accruing to it, any stocks, bonds or other obligations, or any property which may be acquired by it, and to secure any bonds or other obligations by it issued or incurred.

(i) To carry on any business whatsoever which the corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated, directly or indirectly, to promote the interests of the corporation or to enhance the value of its property, to conduct its business in this state, in other states, in the District of Columbia, in the territories and colonies of the United States, and in foreign countries and to hold, purchase, mortgage and convey real and personal property, either in or out of the State of Maryland, and to have and to exercise all the powers conferred by the laws of Maryland upon corporations formed under the act pursuant to and under which this corporation is formed.

THIRD: That the principal office of the corporation is to be located at Easton, Talbot County, Maryland and the post office address will be the same. That the resident agent of the corporation is Verta K. Noble, whose post office address is Easton, Talbot County, Maryland, who is a citizen of the United States of America and of the State of Maryland and actually resides therein.

FOURTH: The total amount of authorized capital stock of the corporation shall be THIRTY THOUSAND (\$30,000.00) DOLLARS, which shall be apportioned as follows:

One hundred fifty (150) shares of voting common stock of the par value of ONE HUNDRED (\$100.00) DOLLARS a share.

One hundred fifty (150) shares of non-voting common stock of the par value of ONE HUNDRED (\$100.00) DOLLARS a share.

No holder of stock of any class shall be entitled to as a matter of right to subscribe for or purchase any part of any new or additional issue of stock of any class, on 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.

FIFTH: The corporation shall have three directors, subject to increase as may be provided by the By-Laws and the said John W. Noble, Verta K. Noble and K. Thomas Everngam, shall act as directors until the first meeting of the stockholders or until their successors are duly elected and qualified, and at no time shall the Board of Directors consist of less than three directors, at least one of whom shall be a resident of the State of Maryland.

The directors shall be elected at the annual meeting of the stockholders to be held at the principal office of the corporation at Easton, Talbot County, Maryland, on the 1st day of January, at 12 noon each year. The Board of Directors shall have the power to fill any vacancy in the said Board or any other office and are unlimited in their power.

SIXTH: The first meeting of the incorporators and directors for the purpose of organizing and adopting by-laws and the election of executive officers, shall be held at the principal place of business of the corporation at Easton, Talbot County,

Maryland on the 2nd day of January, 1947.

SEVENTH: The Board of Directors are hereby specially empowered to acquire part of the assets of the Noble Motor Company, a partnership, and to own and operate the same as the officers and directors shall determine as best. Unless the By-laws otherwise provide, any officer or employee of the corporation (other than a director) maybe removed with or without cause by the Board of Directors or by a Committee or superior officer upon whom such power of removal may be conferred by the By-Laws or by authority of the Board of Directors.

EIGHTH: At all meetings of the stockholders, cumulative voting shall be allowed and each stockholder may vote by written proxy. The private property of the stockholders shall never be subject to the payment of corporate debts to any extent whatever.

NINTH: The corporation is to have perpetual existence.

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 to make and amend the by-laws from time to time as may be found necessary, and all rights, conferred on stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, we have hereunto signed our names and subscribed our seals to this Certificate and Articles of Incorporation this 1st day of January 1947.

TEST:

Betty A. Bullock

John W. Noble (SEAL)
John W. Noble

Verta K. Noble (SEAL)
Verta K. Noble

K. Thomas Everngam (SEAL)
K. Thomas Everngam

STATE OF MARYLAND, CAROLINE COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 1st day of January, 1947, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared K. Thomas Everngam, John W. Noble Verta K. Noble subscribers to the afore-going Certificate and Articles of Incorporation of "Noble Motor Rebuilding, Inc." and did severally acknowledge the same to betheiract and deed.

AS WITNESS my hand and Notarial Seal.

Seal

Betty Louise Asche
Notary Public

o o o o o o o

CERTIFICATE OF INCORPORATION

OF

NOBLE MOTOR REBUILDERS, INC.

received for record January 8, 1947, at 9 o'clock A.M., and approved by the State Tax Commission of Maryland January 8, 1947 as in conformity with law and ordered recorded.

A 7102

Owen E. Hitchins

Emerson C. Harrington, Jr.
Commissioners

Recorded in Liber 232, folio 373, 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 Co.

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
Albert W. Ward
Secretary

Capital - \$30,000 - 150 shs. voting com. - \$100 par
150 Shs. non-voting com. - \$100 par

Increase of Capital

Bonus tax paid \$ 20.00 Recording fee paid \$15.00.

CERTIFICATE OF INCORPORATION

JOHNSON'S PHARMACY, INCORPORATED : Be it remembered, that on this 5th, day
CERTIFICATE OF INCORPORATION : of September A.D. 1947, at 9 o'clock A.M., the
: following Certificate of Incorporation or Instru-
ment of Writing was received to be recorded and is accordingly enrolled as follows,
to-wit:

THIS IS TO CERTIFY;

FIRST: That we, the subscribers, Harry R. Kinnamon, whose post office address is St. Michaels, Maryland, John C. Wharton, whose post office address is St. Michaels, Maryland, and D. Hughes LeCompte, whose post office address is St. Michaels, 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 JOHNSON'S PHARMACY, 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:

(a) To manufacture, buy, compound, sell and otherwise deal in at wholesale or retail, all kinds of drugs, medicines, chemicals, oils, paints, patent and other medicines, sanitary appliances, ice cream, soda water, beverages, tobaccos, cigars, and other goods and merchandise used in and pertaining to said business, and to deal in and carry on a general merchandise business and do all acts and things reasonable and necessary for the conduct of such business;

(b) 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 all or any part thereof;

(c) To operate, conduct and carry on restaurants, stores or any other business which may seem to the Corporation to be calculated directly or indirectly to effecutuate the aforesaid objects or purposes, to enhance the value of its property

Examined

or rights, or to facilitate the transaction of its aforesaid business, in whole or in part;

(d) 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 statues of each state or foreign country in which the same may be transacted or its property may be located.

It is 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 or in limitation of, or as a waiver of, any other powers, rights or privileges, granted or conferred by the laws of the State of Maryland, now or hereafter in force, except as in this Article expressly limited or restricted, but in furtherance of the same.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State shall be located will be St. Michaels, Maryland. The resident agent of the Corporation is D. Hughes LeCompte, whose post office address is St. Michaels, Maryland. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: The Corporation shall have not less than three, nor more than five directors, and Harry R. Kinnamon, John C. Wharton and D. Hughes LeCompte shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total amount of authorized stock is Forty Thousand (\$40,000.00) Dollars par value of common stock, divided into Four Thousand (4,000) 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 unto 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.

IN WITNESS WHEREOF, we have signed this Certificate of Incorporation this 10th day of January, A. D. 1947.

WITNESS:

Lee S. Gillis
Lee S. Gillis

as to

Harry R. Kinnamon
Harry R. Kinnamon

Lee S. Gillis
Lee S. Gillis

as to

John C. Wharton
John C. Wharton

Lee S. Gillis
Lee S. Gillis

as to

D. Hughes LeCompte
D. Hughes LeCompte

STATE OF MARYLAND, TALBOT COUNTY, to wit:

THIS IS TO CERTIFY, That on this 10th day of January, A. D. 1947, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County, aforesaid, personally appeared Harry R. Kinnamon, John C. Wharton and D. Hughes LeCompte, to me personally known, and severally acknowledged the foregoing Certificate of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.

(NOTARIAL SEAL)

Fred J. Greenfield, Jr.
Notary Public

My Commission Expires:
May 5, 1947

Fred J. Greenfield, Jr.

CERTIFICATE OF INCORPORATION

OF

JOHNSON'S PHARMACY, INCORPORATED

received for record January 11, 1947 at 9 o'clock A.M., and approved by the State Tax Commission of Maryland January 11, 1947, as in conformity with law and ordered recorded.

A 7130

Owen E. Hitchins

Emerson C. Harrington, Jr.
Commissioners

Recorded in Liber 232, folio 511, 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 Co.

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
ALBERT W. WARD Secretary

Capital - \$50,000

Increase of Capital

Bonus tax paid \$20.00 Recording fee paid \$10.00

CERTIFICATE OF INCORPORATION

THE ELEY & MOORE CONCRETE & CINDER BLOCK COMPANY. : Be it remembered, that on this 5th, day of
CERTIFICATE OF INCORPORATION. : September, A.D. 1947, at 9:00 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:

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Elizabeth J. Eley, whose post-office address is Queen Anne, Maryland; George C. Moore, whose post-office address is Queen Anne, Maryland; and E. Roy Hopkins, whose post-office address is Queen Anne, Maryland,

Examined

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 ELEY & MOORE CONCRETE & CINDER BLOCK 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:

(a) To carry on and conduct the business of manufacturing, selling and otherwise dealing in concrete blocks, cinder blocks, burial vaults and other concrete products and to buy and sell sand and gravel.

(b) To buy, lease, build, erect, own, hold, maintain, equip, mortgage, sell or otherwise deal in any and all types of buildings, warehouses, office buildings, and all other structures, machinery or equipment necessary or desirable for the purpose of carrying on the aforesaid business or businesses, or any of them.

(c) To buy, lease, own, hold, mortgage, sell, convey or otherwise deal in or dispose of real or personal property of all kinds that may be considered necessary or desirable for the promotion of any of the above purposes.

(d) To purchase, lease, or otherwise acquire and dispose of real estate, property rights, business, good-will, franchises and assets of every kind of any corporation, firm, partnership or individual, carrying on or having carried on, in whole or in part, any of the aforesaid businesses or any other business that the Corporation may be authorized to carry on; and to pay for the same in cash, 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 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, or 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 to all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post-office address of the place at which the principal office of the Corporation in this State will be located is Queen Anne, Maryland. The Resident Agent of the Corporation is Elizabeth J. Eley, whose post-office address is Queen Anne, 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 ~~xxxxxxx~~ nor more than five Directors, and Elizabeth J. Eley, George C. Moore and E. Roy Hopkins 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 Dollars (\$100,000.00) par value, divided into one thousand (1,000) shares of the par value of One Hundred Dollars (\$100.00) each.

SEVENTH: The 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 purchase by the Corporation out of its surplus, at such time or times and in such amounts, as it shall deem advisable, shares of its own stock of any class, whether now or hereafter authorized, and securities convertible into shares of its own stock whether now or hereafter authorized, at such price or prices as the Board of Directors shall deem to be the fair market value thereof; such purchase or purchases to be for the purpose of resale, reissue or retirement as the said Board may determine.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed this Certificate of Incorporation on January 18, 1947.

WITNESS:

F. E. Fleming
(F. E. Gleming)

Elizabeth J. Eley
Elizabeth J. Eley

George C. Moore
George C. Moore

E. Roy Hopkins
E. Roy Hopkins

STATE OF MARYLAND, CAROLINE COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 18th day of January, in the year one thousand nine hundred and forty-seven, before me, the subscriber a Notary Public of the State

of Maryland, in and for Caroline County aforesaid, personally appeared Elizabeth J. Eley, George C. Moore and E. Roy Hopkins and severally acknowledged the afore-going Certificate of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.

(NOTARIAL SEAL)

My commission expires May 5, 1947.

F. E. Fleming
(F. E. Fleming)
Notary Public

CERTIFICATE OF INCORPORATION

OF

THE ELEY & MOORE CONCRETE & CINDER BLOCK COMPANY

received for record January 21, 1947 at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland January 21, 1947 as in conformity with law and ordered recorded.

A 7191

Owen E. Hitchins

Emerson C. Harrington, Jr.
Commissioners

Recorded in Liber 233, folio 259, 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 W 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

(SEAL'S PLACE)

Capital --\$100,000.00

Increase of Capital

Bonus tax paid \$20.00 Recording fee paid \$10.00.

STOCK ISSUANCE STATEMENT

THE ELEY & MOORE CONCRETE & CINDER BLOCK COMPANY : Be it remembered, that on
: :
STOCK ISSUANCE STATEMENT : this 9th, day of September, A.
: : o'clock
: : D., 1947, at 9:00/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 The Eley & Moore Concrete & Cinder Block Company, a Maryland corporation, having its principal office in Queen Anne, Maryland (hereinafter called the Corporation) at a meeting duly convened and held on February 1, 1947, by resolution:

(a) Duly authorized the issuance of one hundred and forty (140) fully paid and non-assessable shares of the par value One Hundred (\$100.00) Dollars each of the capital stock of the Corporation for the following consideration:

Examined

The entire business of Elizabeth J. Eley and George C. Moore, owners and co-partners in the operation of the concrete and cinder block business at Queen Anne, Talbot County, Maryland, trading under the name of Eley & Moore Block Company, including the lands, buildings, machinery and equipment, merchandise inventory, accounts receivable, cash and other assets of said business, and subject to the liabilities of said business, all of which is more particularly set forth in the following statement of said business made at the close of business on January 31, 1947, to wit:

ELEY & MOORE BLOCK CO.

JANUARY 31, 1947

ASSETS

ACCOUNTS RECEIVABLE:

Eley Lumber Company.....\$ 324.11

CASH..... 143.54

MERCHANDISE INVENTORIES:

440 Bags Cement.....	\$ 267.00	
12564 Slag Blocks.....	1,130.76	
4932 Cement Blocks.....	<u>443.88</u>	<u>1,838.64</u>
Carried Forward.....		\$ 2,306.29
Brought forward.....		\$ 2,306.29

FIXED ASSETS:

Land (under Building).....	\$ 167.85	
Building.....	5,654.62	
Machinery & Equipment:		
1 Hydraulic Truck.....	\$ 343.31	
1 Ford Tractor.....	865.23	
1 Baldwin Loader.....	525.00	
1 Conveyor.....	562.51	
1 Pallet Oiler.....	74.58	
1 Ferguson Scoop.....	57.68	
3500 Pallets.....	1,238.22	
1 Stearns Model A. Clipper.....	2,738.80	
1 Stearns Skip Loader.....	719.02	
1 Stearns Mixer.....	<u>1,034.09</u>	8,158.44
Heating Stoves (2 brooders).....	38.36	
Small Tools.....	<u>13.85</u>	<u>14,033.12</u>
<u>SAND BANK</u>		<u>400.00</u>
<u>TOTAL</u>		<u>\$16,739.41</u>

LIABILITIES & CAPITAL

VOUCHERS PAYABLE:

Beaven Brothers.....	\$ 14.04	
Bethlehem Steel Co.....	211.70	
Easton Hardward & Furniture Co.....	.70	
Eley Lumber Company.....	373.23	
Jump Hardware & Implement Co.....	80.93	
Oliver Mullikin.....	32.85	
Noble Motor Co.....	12.90	
Tri-County Garage.....	2.35	
Eastern Shore Public Service Co.....	10.71	\$ 739.41
<u>NOTES PAYABLE</u>		<u>2,000.00</u>

CAPITAL:

Elizabeth J. Eley Capital Account.....	\$ 7,000.00	
George C. Moore Capital Account.....	<u>7,000.00</u>	<u>14,000.00</u>
<u>TOTAL</u>		<u>\$16,739.41</u>

(b) States that, in its opinion, the actual value of said consideration is not less than Fourteen Thousand (\$14,000.00) 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, The Eley & Moore Concrete & Cinder Block Company has caused these presents to be signed in its name and on its behalf of its President and its corporate seal, to be hereunto affixed and attested by its Secretary, this first day of February, 1947.

ATTEST:

E. Roy Hopkins
Secretary
(E. Roy Hopkins)

(CORPORATE)
(SEAL.....)

THE ELEY & MOORE CONCRETE
& CINDER BLOCK COMPANY.

By George C. Moore
President
(George C. Moore)

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY, that on this first day of February, 1947, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared George C. Moore, President of The Eley & Moore Concrete & Cinder Block Company, 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 E. Roy Hopkins 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.

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

(NOTARIAL SEAL)

Geraldine Farmer
(Geraldine Farmer)
Notary Public.

My commission expires May 5, 1947.

STOCK ISSUANCE STATEMENT

OF

THE ELEY & MOORE CONCRETE & CINDER BLOCK COMPANY

received for record February 10, 1947 at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland February 10, 1947 as in conformity with law and ordered recorded.

A 7376

Owen E. Hitchins

Joseph H. A. Rogan
Commissioners

Recorded in Liber 235, folio 241, 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 said Commission at Baltimore.

(SEAL'S PLACE.)

Albert W. Ward
Secretary
ALBERT W. WARD

~~Capital~~

~~Increase of Capital~~

Bonus tax paid \$None Recording fee paid \$5.00.

CERTIFICATE OF INCORPORATION

THE HARBOR CLUB, INCORPORATED : Be it remembered, that on this 5th, day of
 CERTIFICATE OF INCORPORATION. : September, A.D. 1947, 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:

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Virginia Bartlett, Mary I. Cassidy, Ethel S. Driggs, Virginia P. Henry, Hallie H. Jackson, Betty S. Lipscomb, Gwendolyn D. Massey, Margaret J. Shipherd and Grace G. Wilford, each of 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 HARBOR CLUB, INCORPORATED

THIRD: The purpose for which the Corporation is formed is to operate and maintain a social club, the income or profits of which shall in no way inure to the benefit of any individual person. To effectuate the aforesaid purpose, the Corporation shall be authorized:-

To acquire by purchase, lease or otherwise, hold, own, sell, mortgage, convey and otherwise deal in real estate, property rights and assets of every kind, of any corporation, association, partnership or individual, wheresoever the same may be situate, whether in the State of Maryland or elsewhere; and to pay for the same in cash, by mortgage or otherwise, in any manner, provided by the Statutes of Maryland.

To buy, lease, build, erect, own, hold, maintain, equip, mortgage, sell or otherwise deal with any and all types of buildings, grounds, equipment or personal property being necessary or desirable for its own use or for any other purpose deemed advantageous to the Corporation.

To invest any funds coming into the hands of the Corporation in real estate, personalty, bonds, stocks or in any other property which may be deemed a desirable investment for the Corporation.

To conduct and operate its affairs 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 the same may be located.

To carry on any business or do any act or thing which may seem to the Corporation to be calculated directly or indirectly to effectuate the aforesaid object or purpose, (the above enumerated powers being specifically intended as an enumeration and not as a definition or limitation), to enhance the value of its property and rights or to facilitate the transaction of its affairs in whole or in part.

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 Ethel S. Driggs, whose post office address is Easton, Maryland. Said resident agent is a citizen of the State of Maryland and actually

E. Driggs

resides therein.

FIFTH: The Corporation shall be managed by a board of not less than three nor more than twelve governors and Virginia Bartlett, Mary I. Cassidy, Ethel S. Driggs, Virginia P. Henry, Hallie H. Jackson, Betty S. Lipscomb, Gwendolyn D. Massey, Margaret J. Shipherd and Grace G. Wilford shall act as such until their successors are duly chosen and qualified.

SIXTH: The Corporation shall be a membership corporation having no capital stock, each member, who shall be duly elected and qualified for membership in accordance with the by-laws of the Corporation, being an equal owner of the property and assets of said Corporation so long as she shall remain a member of the Corporation.

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

(1) Members of the Corporation shall be chosen and elected by the Board of Governors, in accordance with the provisions of the by-laws. Members shall be entitled to share in the property of the Corporation and to vote at any meeting of the membership, only so long as they shall remain in good standing, as provided in the by-laws.

(2) The Corporation shall issue no bonds, notes, or other obligations encumbering its property or assets except pursuant to action approved by a two-thirds vote of all members present at a duly constituted meeting of the membership held pursuant to 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 March 27th, 1947.

WITNESS:

Elizabeth Flynn
(Elizabeth Flynn)

Virginia Bartlett
Virginia Bartlett

WITNESS:

Elizabeth Flynn
(Elizabeth Flynn)

Mary I. Cassidy
Mary I. Cassidy

Ethel S. Driggs
Ethel S. Driggs

Virginia P. Henry
Virginia P. Henry

Betty S. Lipscomb
Betty S. Lipscomb

Hallie H. Jackson
Hallie H. Jackson

Gwendolyn D. Massey
Gwendolyn D. Massey

Margaret J. Shipherd
Margaret J. Shipherd

Grace G. Wilford
Grace G. Wilford

STATE OF MARYLAND, TALBOT COUNTY, to wit:-

I HEREBY CERTIFY, That on this 27th day of March, 1947, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County afore-said, personally appeared Virginia Bartlett, Mary I. Cassidy, Ethel S. Driggs, Virginia P. Henry, Hallie H. Jackson, Betty S. Lipscomb, Gwendolyn D. Massey, Margaret J. Shipherd and Grace G. Wilford and each acknowledged the foregoing Certificate of

Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.

(NOTARIAL SEAL)

Elizabeth Flynn
Notary Public
(Elizabeth Flynn)

My Commission Expires: May 5th., 1947.

CERTIFICATE OF INCORPORATION.

OF

THE HARBOR CLUB, INCORPORATED

received for record March 31, 1947 at 9 o'clock A.M., and approved by the State Tax Commission of Maryland March 31, 1947 as in conformity with law and ordered recorded.

A 7802

Joseph H. A. Rogan

Emerson C. Harrington, Jr.
Commissioners

Recorded in Liber 239, folio 338, 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 Co.

IT IS HEREBY CERTIFIED, that the within instrument, together with all endosements 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
ALBERT W. WARD Secretary

Capital - none

Increase of Capital

Bonus tax paid \$20.00 Recording fee paid \$10.00.

ARTICLES OF REVIVAL

THE TALBOT COUNTY FREE LIBRARY ASSOCIATION, :
INCORPORATED :
ARTICLES OF REVIVAL :

Be it remembered, that on this
9th, day of September, A.D. 1947, at :
9:00 o'clock A.M., the following

Articles of Revival 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 Talbot County Free Library Association, Incorporated, a Maryland corporation (hereinafter called the Corporation), was forfeited on 10/25/43 for the non-payment of taxes and these Articles of Revival are for the purpose of reviving its charter.

SECOND: That the undersigned Walter F. Austin was the last acting president, and the undersigned Constance S. Skillin was the last acting secretary of the Corporation:

THIRD: The name of the Corporation at the time of the forfeiture of its charter was The Talbot County Free Library Association, Incorporated.

Examined

FOURTH: The name by which the Corporation will hereafter be known is
County
The Talbot/Free Library Association, Incorporated.

FIFTH: The post-office address of the place at which the principal office
of the Corporation in this State will be located is Easton, Maryland, which is the
city in which its principal office was located at the time of the forfeiture of its
charter. The resident agent of the Corporation is Donald S. Ross, a citizen of the
State of Maryland actually residing therein, the post-office address of whom is
Easton, Maryland.

SIXTH: That all annual reports which should have been filed by the Corpora-
tion with the State Tax Commission if its charter had not been forfeited have been
filed.

SEVENTH: That all State and local taxes (other than taxes on real estate)
and interest and penalties due by the Corporation irrespective of any period of
limitation prescribed by law affecting the collection of any part of such taxes,
and an amount equal to all State and local taxes (other than tax on real estate)
and interest and penalties, which irrespective of any period of limitation pre-
scribed by law affecting the collection of any part of such taxes, would have been
payable by the Corporation if its charter had not been forfeited, have been paid.

-2-

IN WITNESS WHEREOF, Walter F. Austin, the lasting president, and
Constance S. Skillin the last acting secretary of The Talbot County Free Library
Association, Incorporated have signed these Articles of Revival this 7th day of
February., 1947.

Walter F. Austin
Last Acting President
Walter F. Austin

Constance S. Skillin
Last Acting Secretary
Constance S. Skillin

STATE OF MARYLAND :
 : SS
COUNTY OF TALBOT :

I HEREBY CERTIFY That on this 7th day of Feb., 1947, before me,
the subscriber, a Notary Public of the State of Maryland in and for the County Afore-
said, personally appeared Walter F. Austin, the last acting president of The Talbot
County Free Library Association, Incorporated, a Maryland corporation, and made oath
in due form of law that the matters and facts set forth in the foregoing articles of
revival are true to the best of his knowledge, information and belief.

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

(NOTARIAL)
I)
(SEAL)

ELIZABETH FLYNN
Elizabeth Flynn
Notary Public
My Commission Expires: May 5th., 1947.

(Over)

STATE OF NEW YORK :
 : SS
County of New York :

I HEREBY CERTIFY, That on this 10th day of February, 1947, before me, the

subscriber, a Notary Public of the State of New York, in and for the County aforesaid, personally appeared Constance S. Skillen, the last acting Secretary of said Corporation, and made oath in due form of law that the matters and facts set forth in said articles of revival are true to the best of her knowledge, information and belief.

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

My Commission Expires:

Anne Goeckeritz
(Notary Public)

(NOTARIAL SEAL)

ANNE GOECKERITZ
NOTARY PUBLIC, STATE OF NEW YORK
Residing in King's Co. No. 214, Reg. No. 490-G-8
Cert. Filed in N.Y. Co. No. 484, Reg. No. 666-G-8
Commission expires March 30, 1948

STATE TAX COMMISSION OF MARYLAND.

THIS IS TO CERTIFY That all franchise taxes payable by "The Talbot County Free Library Association, Incorporated" to State Tax Commission of Maryland up to and including the year 1946, have been paid.

State Tax Commission of Maryland

By Harvey C. Eubanks
Harvey C. Eubanks

o o o o o o o

ARTICLES OF REVIVAL

OF

THE TALBOT COUNTY FREE LIBRARY ASSOCIATION INCORPORATED.

received for record February 19, 1947 at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland February 19, 1947 as in conformity with law and ordered recorded.

A 7466

Joseph H. A. Rogan

Emerson C. Harrington, Jr.
Commissioners

Recorded in Liber 236, folio 172, 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 of Baltimore.

(SEAL'S PLACE)

Albert W. Ward
Secretary
ALBERT W. WARD

Capital-

Increase-of-Capital

Revival fee \$5.00 Recording fee paid \$10.00

CERTIFICATE OF INCORPORATION

A. BOWDLE HIGHLEY, INC. : Be it remembered that on this 2nd day of
CERTIFICATE OF INCORPORATION : October A. D. 1947 at 9:00 o'clock A.M., the
 :
 : following Certification 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. Paul Schmidt, whose post office address is 3300 O'Sullivan Building, Baltimore, Maryland, Charles Mindel, whose post office address is 3300 O'Sullivan Building, Baltimore, Maryland, and Milton S. Schiller, whose post office address is 3300 O'Sullivan Building, 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: The name of the corporation (which is hereinafter called "Corporation") is

A. BOWDLE HIGHLEY, INC.

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

(a) To carry on the business of farming, dairying, truck and market gardening, and of producing, canning, merchandising, manufacturing and preserving all kinds of farm, dairy, fruit, vegetable and garden products.

(b) To buy and sell on commission or otherwise, at wholesale or retail, butter, milk, cheese and all other dairy products, eggs, poultry, fruit, meats, vegetables and all kinds of farm products, and to transact all business incidental or appurtenant thereto, and to purchase and acquire the assets, property or stock of any person or corporation operating any similar business.

(c) To buy, own and sell and use for breeding purposes, horses, cattle, sheep, hogs and other stock.

(d) To breed horses, buy and sell horses on commission or otherwise, let horses for hire, board and train horses, carry on the business of a riding academy, and carry on the business of harness racing or any other form of horse racing.

(e) To carry on the business of a racecourse in all its branches, and in particular to lay out and prepare lands for the running of horse races or races of any kind, and to construct grand or other stands, booths, stabling, paddocks, clubhouses, refreshment rooms and other erections, buildings and conveniences, and to conduct, hold and promote race meetings, and other shows and exhibitions.

Examined

(f) To carry on the general business of buying, selling, owning and leasing real estate and all matters connected therewith, or incident thereto.

(g) To carry on a general mercantile or merchandise business and to purchase, sell and deal in such goods, supplies and merchandise as are or may be sold in a general store.

(h) To buy, sell, trade and deal in, at wholesale and retail, groceries, provisions, food supplies, wares, vegetables, produce and all other articles and things incidental to a general grocery, vegetable, food supply, poultry, fish, game, produce and provision mercantile business.

(i) To engage in the business of wholesale and retail liquor dealers and jobbers in whiskey, brandy, beer, ale, wines and other spirituous and vinous liquors.

(j) To conduct the business of a filling and service station, which business shall include the dealing in gasoline and all other petroleum products; all kinds of oils and products used for motor fuel or lubrication; all manner of accessories and appliances to be used on motor vehicles of every description; and the washing, polishing and storing of motor vehicles.

(k) To purchase, sell, lease and make repairs to automobiles, their parts and accessories; and to buy, sell, own, lease and operate garages, repair shops, motels, parking lots and trailer camps, and to carry on all business incidental thereto.

(l) To conduct and operate a restaurant, cafeteria, ice cream parlor, soda water counter, tobacco stand, one or all, either separately or in connection with each other; to provide and conduct any and all kinds of refreshment rooms.

(m) To provide accommodations by way of telephone, telegraph and mailing facilities, and any other conveniences or facilities for general use and benefit of customers and others.

(n) To grant to other corporations, firms, associations or persons the right or privileges to carry on any kind of business on the premises of the company, as lessee, licensee or otherwise, on such terms as may be deemed expedient or proper.

(o) To acquire by purchase, lease or otherwise, and to own, hold, develop, improve, mortgage, sell, exchange, let, use, operate or, in any manner and to any extent, encumber or dispose of any other property, real or personal, necessary or advisable to accomplish any of the purposes, or to carry on and promote the business or objects referred to in this Certificate of Incorporation.

(p) To purchase, lease or otherwise acquire, all or any part of the property, trade-marks, trade names, rights, businesses, contracts, good will, franchises, patents, patents applied for, use of patents and patents applied for, and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent) carrying on, or having carried on, in whole or in part, the business or businesses which this Corporation is authorized to carry on; and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof; and to pay for any such property, trade-marks, trade names, rights, businesses, contracts, good will, franchises, patents, patents applied for, use of patents and

patents applied for or assets by the issue, in accordance with the laws of the State of Maryland, of stock, bonds or other securities of the Corporation, or otherwise.

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

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

(s) To apply for, obtain, register, purchase, lease or otherwise acquire, and to hold, use, own operate and introduce, and to sell, assign or otherwise dispose of, any trade-marks, trade names, copyrights, patents, inventions, improvements and processes used in connection with or secured under Letters Patent of the United States, or elsewhere or otherwise, and to use, exercise, develop, grant licenses in respect of, or otherwise to turn to account any such trademarks, patents, copyrights, licenses, processes and the like, or any such property or rights.

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

(u) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland, or any other State, territory, district, colony or dependency of the United States of America, or of any foreign country, and while the owner or holder of any such shares of stock voting trust certificates, bonds, or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(v) To advance money with or without security, and without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation, and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment 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.

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

(x) To carry on all or any of the businesses of manufacturers of and dealers and workers in cement and other kindred substances, concrete, cinder, slag, lime, plasters, whiting, clay, gravel, sand, silex, minerals, earth, coke, fuel, natural and artificial stone, builders' requisites and conveniences of all kinds and all other products and by-products as are incidental to those hereinbefore enumerated.

The aforesaid 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 on all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is Trappe, Talbot County, Maryland. The resident agent of the Corporation is A. Bowdle Highley, whose post office address is Trappe, Talbot County, Maryland; said resident agent is a citizen of the State and resides therein.

FIFTH: The business of the Corporation shall be managed exclusively by a Board of not less than three (3) Directors, except in such parts as the laws of Maryland specifically authorize action solely upon the part of the Stockholders, and J. Paul Schmidt, Charles Mindel and Milton S. Schiller shall act as Directors until the First Annual Meeting or until their successors are duly chosen and qualified. The Directors, by a majority vote, may, in accordance with the provisions of the By-Laws, regulate, increase or decrease the number of Directors at the First Meeting of the Board of Directors, or at any subsequent meeting, to such a number, not less than three (3) as they may deem necessary.

SIXTH: The total amount of authorized capital stock of the Corporation is Five Thousand (5,000) shares of Common Stock without par value.

SEVENTH: In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized as follows:

To make, alter and repeal additional and supplementary By-Laws not inconsistent with the By-Laws adopted by the Stockholders of this Corporation, provided by said By-Laws, adopted as aforesaid, confer such power upon the Board

of Directors; to open stock books; to fix and vary the amount to be reserved as working capital; to direct and determine the use of any surplus or net profits; to determine whether any, and if any, what part of any surplus or net profits shall be declared as dividends.

To create, make and issue mortgages, bonds, deeds of trust, trust agreements and negotiable or transferable instruments and securities, secured by mortgage or otherwise, and to do every other act and thing necessary to effectuate the same; to purchase or otherwise acquire, and to sell or otherwise dispose of, for the Corporation, any property, rights or privileges which the Corporation is authorized to acquire, at such prices and on such terms and conditions, and for such consideration as they think fit, at their discretion, to pay for any property or rights acquired by the Corporation either wholly or partially, in money or in stock, bonds, debentures or other securities of the Corporation;

To remove or suspend any officer of the Corporation, and to fix, and, from time to time, to change their salaries or emoluments; to appoint an Executive Committee, which shall have all the powers, within the law of the State of Maryland, as shall be designated by the Directors; to appoint, and, at their discretion, remove or suspend, any managers, officers, assistants, clerks, agents and servants, permanently or temporarily, as they, from time to time, think fit, and to determine their duties, and fix, and, from time to time, change their salaries or emoluments, and to require security in such instances and in such amounts as they think fit.

To confer by resolution, upon any officer of the Corporation, the right to choose, remove or suspend such subordinate officers, managers, assistants, agents, clerks, factors or servants; to appoint any person or persons to accept and hold in trust for the Corporation any property belonging to the Corporation, or in which it is interested, or for any other purpose, and to exercise and do all such duties and things as may be requisite in relation to any such trust;

To determine who shall be authorized to sign on the Corporation's behalf bills, notes, receipts, acceptances, endorsements, checks, releases, contracts, and documents; from time to time to provide for the management of the affairs of the Corporation at home or abroad in such manner as they think fit, and, in particular, from time to time to delegate any of the powers of the Board of Directors to any committee, officers or agent, and to appoint any person or persons to be the agents of the Corporation with such powers (including the power to delegate) and upon such terms as they think fit; from time to time to determine whether and to what extent and at what times and places, and under what conditions and regulations the accounts and books of this Corporation (other than the stock ledger), or any of them, shall be open to the inspection of Stockholders; and no Stockholders shall have any right to inspect any account book or document of this Corporation, except as conferred by statute, unless authorized by the resolution of the Directors; to designate, in accordance with the By-Laws, two or more of its number to constitute and Executive Committee, which Committee shall, for the time submitted, have and exercise any or all of the powers of the Board of Directors in the management of the business and affairs of this Corporation, and have power to authorize the seal

of this Corporation to be affixed to all papers which may require it.

The Directors shall have the power, in accordance with the By-Laws, to hold their meetings, and to have one or more offices outside the State of Maryland, and to keep the books of this Corporation outside the State of Maryland at such places as may be from time to time designated by the Board of Directors.

The Corporation may by its By-Laws confer upon the Directors powers and authorities additional to the foregoing and to those expressly conferred upon them by statute.

EIGHTH: 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 restrictions or limitations, if any, as may be set forth in the By-Laws of the Corporation.

NINTH: The Charter of this Corporation may, from time to time, be amended for any purpose, including an amendment or amendments which change the terms of any of the outstanding stock by classification, reclassification or otherwise, upon the affirmative vote of two-thirds of all the shares of stock outstanding and entitled to vote.

TENTH: No contract or other transaction between this Corporation and any other corporations, 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.

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

IN WITNESS WHEREOF, we have signed this Certificate of Incorporation this 1st day of April, 1947.

J. Paul Schmidt
J. Paul Schmidt

Test as to each:
Edna M. Steedman
Edna M. Steedman

Charles Mindel
Charles Mindel

Milton S. Schiller
Milton S. Schiller

STATE OF MARYLAND, CITY OF BALTIMORE, to wit:

I HEREBY CERTIFY, that on this 1st day of April 1947, before me, the subscriber, a Notary Public of the State of Maryland, in and for the City of Baltimore aforesaid, personally appeared J. PAUL SCHMIDT, CHARLES MINDEL and MILTON S. SCHILLER, and severally acknowledged the foregoing Certificate of Incorporation to be their act.

WITNESS my hand and Notarial Seal.

(NOTARIAL)
(SEAL)

Edna Mae Steedman
Notary Public
Edna Mae Steedman

CERTIFICATE OF INCORPORATION
OF
A. BOWDLE HIGHLEY, INC.

received for record April 1, 1947 at 9:15 o'clock A.M., and approved by the State Tax Commission of Maryland April 1, 1947 as in conformity with law and ordered recorded.

A 7833

Owen E. Hitchins

Emerson C. Harrington, Jr.
Commissioners

Recorded in Liber 239, folio 533, one of the Charter Records of the State Tax Commission of Maryland.

To the Clerk of the CIRCUIT Court for Talbot Co.

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)

Albert W. Ward
Secretary
Albert W. Ward

Capital - 5000 shs. Com. no par

~~Increase-of-Capital~~

Bonus tax paid \$20.00 Recording fee paid \$10.00

CERTIFICATION OF INCORPORATION

THE GEORGE SCOTT WALLACE AND SONS CORPORATION
CERTIFICATE OF INCORPORATION
: Be it remembered that on this 2nd day
: of October A. D. 1947 at 9:0'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, George Scott Wallace, Junior, J. Thomas Wallace, III, and Walter White Claggett, each and every one residing in Easton, Talbot County, State of Maryland, and all 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.

*Examined and Admired to
Walter W. Claggett 10/23/47.*

The name of the corporation is THE GEORGE SCOTT WALLACE AND SONS CORPORATION, hereinafter called "The Corporation".

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

(1) To purchase, sell, convey, own, lease, mortgage, improve, use, invest and deal in, real and personal property of all kinds and classes and wheresoever situate, in the State of Maryland or elsewhere in the United States of America, in any of its territories or possessions, or in any foreign country.

(2) To purchase, manufacture, hold, own, sell, assign, mortgage, pledge, exchange, guarantee, grade, package, crate, box, seal, process for human consumption by canning, preserving, salting, brinning, pickling, by any method known as dehydration, freezing, frosting, cooling or chilling, in tins, glass, paper, fiber or any other types of containers, or by any other means whatsoever any or all types of food, food products, juices, beverages, malt beverages or alcoholic drinks of every sort or nature whatever.

(3) To prepare for market, deal in, distribute food, food products, juices, beverages, malt or alcoholic beverages of every kind or character and canners', distillers', and food processors' supplies and equipment of every sort or nature whatever.

(4) To act as and conduct the business of commission merchants, factors, brokers, brokers' broker, manufacturers' representatives, distributors or agents of every kind and description in the selling or buying of all kinds and classes of canned goods, processed, dehydrated, frozen, chilled, frosted, salted, brined, pickled, preserved, foods, food products, vegetables, fruits, cereal, grains, poultry, poultry products, meats, meat products, seafoods of all character and sort, juices, beverages, malt or alcoholic drinks, and products of the soil, or the rivers or seas, whether in their natural state or otherwise.

(5) To purchase, build, own, hold, buy, sell, lease, use, equip and operate plants, factories, manufacturing establishments, processing houses, freezing plants, distilleries, breweries, sales rooms, offices and all equipment necessary or desirable for manufacturing, buying, selling, processing, storing, advertising, displaying, transporting and distributing such foods, food products and canners' and food processors' supplies and equipment.

(6) To have one or more offices to carry on all or any of its operations and businesses without restrictions or limits as to amounts, to purchase or otherwise acquire, hold, own, use, rent, trade in, lease, mortgage, sell, convey, transfer or dispose of real and personal property of every kind and description, in any of the States, districts, territories or possessions of the United States and in any and all foreign countries subject to the laws of such States, districts, territories, possessions, or countries.

(7) To buy or otherwise acquire, hold, own, use, sell, assign, invest or trade in, mortgage, pledge, lease, grant, license, in respect of, or otherwise dispose of Letters

Patent of the United States, or any foreign country, patents, patent rights, licenses and pledges, inventions, improvements and processes, formula, trade marks, copy rights and trade names relating to or useful in conncetion with any business of this or any other corporation, person, firm or association.

(8) To amalgamate, join, unite or cooperate either generally or for any limited extent or period of time, determinable, continuous or otherwise, with any corporation, company, firm or persons already or hereafter to be established for or to any of the objects of this Corporation or any part thereof and for such purposes to make, execute and enter into any contract or agreement for sharing of profits and obligations, mortgages, bonds, or debentures in or charged on the capital or undertaking of any person, firm, company, or corporation already formed or hereafter to be formed.

(9) 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.

(10) To carry on any other business within the State of Maryland, or elsewhere, in the United States of America, its territories or possessions, or in any foreign country, which seem to The Corporation to be calculated to effectuate the aforesaid corporate objects, or either of them, or to facilitate it in the transaction of its aforesaid business or objects, or 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 from time to time is 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 such State, or foreign country, at all times, in which the same may be transacted at its property may be located.

The Post Office address at which the principal office of The Corporation in this State shall be located will be Easton, Talbot County, Maryland.

The Resident Agent of The Corporation is Walter White Clagget, whose Post Office address is Box No. 773, Easton, Talbot County, State of Maryland. Said Resident Agent is an adult citizen of Maryland, and actually resides therein.

The corporate stock of The Corporation shall consist and be of One thousand (1,000) Shares of Common Stock of the par value of Ten Dollars (\$10.00) per share.

The Corporation shall have not less than three, nor more than five Directors, and George Scott Wallace, Junior, J. Thomas Wallace, III, and Walter White Claggett shall act as such and serve in the capacity of President, Vice-President and Secretary-Treasurer, respectively, until the first annual meeting of the Shareholders of The Corporation, 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 policies, and, subject to any provisions of statute or to a vote of its Shareholders, determine all matters and questions pertaining to its business and affairs.

The private property of the Shareholders of The Corporation shall not be subject to the payment of the corporate debts to any extent whatever.

At all elections of directors of The Corporation, each Shareholder shall be entitled to as many votes for each of the Directors, for whom he shall vote, as shall be equal to the number of his shares.

Directors shall have power to hold their meetings, and to have one or more offices, within or without the State of Maryland, and to keep the books of The Corporation (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 Directors.

The Directors of The Corporation must own and hold, in their own names, stock or stocks of The Corporation, and shall be elected only from the Shareholders of The Corporation.

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 vary the amount to be reserved as working capital, to direct and determine the use of and disposition of any surplus and net profits over and above the capital stock paid in to determine (subject to the limitations, if any, of the By-Laws), whether any, and, if any, what part of any surplus or net profits shall be declared dividends and when paid to its Shareholders, 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 of the assets of The Corporation as an entirety, shall be made except after obtaining the affirmative vote at a duly called meeting of the holders of not less than sixty per cent of all the issued and outstanding stock of The Corporation, nor shall any such sale be made for than a cash consideration except after obtaining the affirmative vote at a duly called meeting of the holders of not less than seventy-five per cent 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 March, in the year one thousand nine hundred and forty-seven.

TEST:

Elizabeth Flynn
Elizabeth Flynn

George Scott Wallace, Jr.
George Scott Wallace, Jr.

J. Thomas Wallace III
J. Thomas Wallace, III

Walter White Claggett
Walter White Claggett

STATE OF MARYLAND, COUNTY OF TALBOT, to wit:

I HEREBY CERTIFY, That on this 31st day of March, in the year one thousand nine hundred and forty-seven, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared George Scott Wallace, Jr. J. Thomas Wallace, III, and Walter White Claggett, and severally, acknowledged the

aforegoing Certificate of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.

(NOTARIAL SEAL)

My Commission Expires: May 5th, 1947.

Elizabeth Flynn
Notary Public
Elizabeth Flynn

-CERTIFICATE OF INCORPORATION
OF

THE GEORGE SCOTT WALLACE AND SONS CORPORATION

received for record April 12, 1947 at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland April 12, 1947 as in conformity with law and ordered recorded.

A 7912

Owen E. Hitchins

Emerson C. Harrington, Jr.
Commissioners

Recorded in Liber 240, folio 381, 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

(SEAL'S PLACE)

Albert W. Ward

Secretary

ALBERT W. WARD

Capital -1000 shs common par \$10

~~Increase of capital~~

Bonus tax paid \$20.00 Recording fee paid \$10.00

CERTIFICATE OF INCORPORATION

J. N. CRITCHLOW, & SON, INC. :
CERTIFICATE OF INCORPORATION :

Be it remembered, that on this 2nd, day
of October A.D. 1947, 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:-

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, John N. Critchlow, whose postoffice address is Avondale Farm, Easton, Maryland, Roger E. Critchlow, whose postoffice address is Avondale Farm, Maryland and Margaret Evans Critchlow, whose postoffice address, is Avondale Farm, 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.

Examined

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

J. N. CRITCHLOW & SON, INC.

THIRD: The purposes for which the Corporation is formed and the business and objects to be carried on and promoted by it are, all to the extent permitted business corporations under the General Corporation Law of Maryland, as follows:

To conduct a general merchandising and trading business and, for the accomplishment thereof, as broker, principal, agent, factor, commission merchant or otherwise, to buy or otherwise acquire, hold sell or otherwise dispose of, import, export, deal and trade in, on margin or otherwise, goods, wares, commodities, merchandise and real and personal property of every kind and description at wholesale or retail and on commission or otherwise; and to acquire by purchase or otherwise own, hold, lease, mortgage, sell, or otherwise dispose of, erect, construct, make, alter, enlarge, improve, and to aid or subscribe toward the construction, acquisition or improvement of any factories, shops, storehouses, buildings, and commercial and retail establishments of every character, including all equipment, fixtures, machinery, implements and supplies necessary, or incidental to, or connected with, any of the purposes or business of the corporation; and generally to perform any and all acts connected therewith or arising therefrom or incidental thereto, and all acts proper or necessary for the purpose of the business.

To export from and import into the United States of America and its territories and possessions, and any and all foreign countries, as principal or agent, merchandise of every kind and nature, and to purchase, sell, and deal in and with merchandise of every kind and nature for exportation and importation into the United States, and to and from all countries foreign thereto, and for exportation from, and importation into, any foreign country, to and from any other country foreign thereto, and to purchase and sell domestic merchandise in domestic markets and foreign merchandise in foreign markets, and to do a general foreign and domestic exporting and importing business.

To do a general brokerage, commission merchants' and selling agents' business; to make and enter into all manner and kinds of contracts, agreements and obligations by or with any person or persons, corporation or corporations, for the purchasing, acquiring, manufacturing, and selling of any articles of personal property of any kind or nature whatsoever, and generally with full power to perform any and all acts connected therewith or arising therefrom or incidental thereto, and all acts proper or necessary for the purposes of the business.

To manufacture, buy, trade, sell, handle, use, lease, and in all ways to turn to account, and deal in and with respect to articles, goods, wares, merchandise and commodities of all kinds and descriptions; to engage in and conduct, in all branches and details, the business of manufacturing and trading.

To acquire by purchase, or otherwise, hold, own, develop, improve, sell, convey, exchange, mortgage, lease and otherwise deal or trade in and dispose of real property and any estate, interest or rights, therein; to lend money on bonds secured by mortgage on real or personal property or otherwise; to erect, construct, alter, maintain and improve houses and buildings of every description on any lands of the corporation or upon any other lands, and to rebuild, alter and improve existing houses and buildings thereon, to the extent now or hereafter permitted by law.

To purchase, exchange, hire or otherwise acquire such personal property, chattels, rights, easements, permits, privileges and franchises as may lawfully be purchased, exchanged, hired or acquired under the General Corporation Law of Maryland.

To borrow money for its corporate purposes, and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures or other obligations from time to time, for the purchase of property or for any purpose in or about the business of the corporation, and, if deemed proper, to secure the payment of any such obligation by mortgage, pledge, deed of trust or otherwise.

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To underwrite, purchase, acquire, hold, pledge, hypothecate, exchange, sell, deal in and dispose of, alone or in syndicates or otherwise in conjunction with others,, stocks, bonds, and other evidences of indebtedness and obligations of any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority domestic or foreign, and evidences of any interest, in respect of any such stocks, bonds and other evidences of indebtedness and obligations; to issue in exchange therefor its own stocks, bonds or other obligations; and while the owner or holder of any such, to exercise all the rights, powers and privileges of ownership in respect thereof; and, to the extent now or hereafter permitted by law, to aid by loan, subsidy, guaranty or otherwise those issuing, creating or responsible for any such stocks, bonds or other evidences of indebtedness or obligations or evidences of any interest in respect thereof.

To conduct business in the State of Maryland, other states, territories, districts and colonies of the United States of America and in foreign countries; to have one or more offices outside of the State of Maryland.

To acquire, hold, dispose of, transfer, reissue or cancel its own securities (including shares of its capital stock of any class) in any manner and to any extent now or hereafter permitted by the laws of Maryland

and by this Certificate of Incorporation, provided, that shares of its own capital stock belonging to the corporation shall not be voted upon directly or indirectly.

To purchase, take or lease or in exchange, hire or otherwise acquire hold, own, possess, equip, improve, develop, deal in, sell, convey, assign, mortgage, pledge or otherwise encumber any and all goods, wares, merchandise, commodities and other property, real, personal and mixed of every kind and description, and rights, estates, interests, franchises, licenses, and privileges in such property, real personal or mixed wheresoever situated or located.

To apply for, acquire, register, use and hold, sell, assign, or otherwise dispose of, either absolutely or by way of lease mortgage, pledge or license, to grant licenses in respect of and otherwise turn to account, any letters patent of the United States or of any foreign country, or pending applications therefor, and any inventions, improvements, devices, trade secrets, formulas, processes, trade marks, trade names, brands, labels, copyrights, and privileges and any right, title or interest therein, that may relate to or be useful in connection with any business which the corporation is authorized to carry on.

To sell, assign, transfer, convey, lease or exchange all or substantially all of its property and assets, including its goodwill -3- and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part stock or shares in, and/or other securities of, any one or more corporations, companies, associations, trusts or entities, as its Board of Directors shall deem expedient and for the best interests of the corporation, when and as authorized by the affirmative vote of the holders of two thirds of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for the purpose, or when authorized by the written consent of the holders of two-thirds of the voting stock issued and outstanding.

To enter into, make, perform and carry out or cancel and rescind contracts for any lawful purposes pertaining to its business with any person, firm, association, trust, company, corporation, or entity or governmental, municipal or public authority domestic or foreign, and to carry out any one or more of the objects or purposes of the corporation as principal, factor, agent, trustee or otherwise, and either alone or with associations.

The foregoing clauses shall be construed as powers as well as objects and purposes. The enumeration herein of specific objects, purposes and powers shall not be held to limit or restrict in any way the general objects, purposes and powers of the corporation. The matters specified in any clause shall, except where otherwise expressed, be in nowise 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-

tion, but the objects, purposes and powers specified in each of the clauses of this Article shall be regarded as independent objects, purposes and powers.

FOURTH: The postoffice address of the place at which the principal office of the corporation in this State will be located is Avondale Farm, Easton, Maryland.

The corporation's resident agent is Roger E. Critchlow, whose postoffice address is Avondale Farm, Easton, Maryland. Said resident agent is a citizen of the State of Maryland and actually resident therein.

FIFTH: The total number of shares of stock which the corporation shall have authority to issue is Two Hundred Fifty (250), all of one class and without nominal or par value. Any - 4 - and all such shares issued, and for which the full consideration has been paid or delivered, shall be deemed full paid stock and the holder of such shares shall not be liable for any further call or assessment or any other payment thereon.

SIXTH: The corporation shall have Three (3) directors, and John N. Critchlow, Roger E. Critchlow and Margaret Evans Critchlow, shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

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

(a) The Board of Directors of the corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such consideration as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the corporation.

(b) No contract or other transaction between this corporation and any other corporation and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interest in, or are directors or officers of, such other corporation; any directors, individually or any firm of which any director may be a member, may be a party, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to - 5 - 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.

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

(d) The corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification -6- or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of two-thirds of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(e) Notwithstanding any provisions of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of the holders of a majority of the total number of shares outstanding and entitled to vote thereon, except as otherwise provided in this Certificate of Incorporation.

IN WITNESS WHEREOF, we have signed this Certificate of Incorporation on the -----day of April, 1947.

John M. Critchlow
John M. Critchlow

Roger E. Critchlow
Roger E. Critchlow

Margaret E. Critchlow
Margaret Evans Critchlow

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STATE OF Md.)
) SS.:
COUNTY OF Talbot)

THIS IS TO CERTIFY, That on this 19th day of April, 1947, before me, the subscriber, a Notary Public of the State of Md., in and for the County aforesaid, personally appeared John N. Critchlow, Roger E. Critchlow and Margaret Evans Critchlow and severally acknowledged the foregoing Certificate of Incorporation to be their respective act, in association with the other subscribers thereto.

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

(NOTARIAL SEAL)

Emily M. Trice
Notary Public
My Commission exp. 5/5/47
Emily M. Trice

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CERTIFICATE OF INCORPORATION
OF

J. N. CRITCHLOW & SON, INC..

received for record April 24, 1947 at 10 o'clock A.M., and approved by the State Tax Commission of Maryland April 24, 1947 as in conformity with law and ordered recorded.

A 8004

Joseph H. A. Rogan

Owen E. Hitchins

Commissioners

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

Capital - 250 shs. no par

~~Increase of Capital~~

Bonus tax paid \$20.00

Recording fee paid \$10.00

(COMMISSION---)
(SEAL'S PLACE)

To the Clerk of the C I R C U I T Court for Talbot Co.

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

CERTIFICATE OF INCORPORATION

EASTERN SHORE DISTRIBUTORS, INCORPORATED :
CERTIFICATE OF INCORPORATION. :

Be it remembered, that on
this 2nd, day of October, A.D. 1947,
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, Frank B. Gunther, George D. Olds III and Bernhard A. Block, all of whose post office address is Easton, Maryland, all be 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 the Corporation) is

EASTERN SHORE DISTRIBUTORS, INCORPORATED

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

To buy, sell, own, hold, package, process, distribute, advertise, promote, can freeze, store, warehouse and otherwise, in any manner, deal in and handle all meats, fish, seafoods, soups vegetables, fruits, game, poultry, wines, liquors, coffees, teas, condiments, dairy products and all and/or any foodstuffs, including all the by-products of such foodstuffs, of every type description, whether the same shall be raw, frozen, cooked, canned, partially processed or fully processed; to experiment with, develop and process in whole or in part, any of the aforesaid foodstuffs, or by-products thereof; to act as owner, agent, salesman, retailer, wholesaler, processor, distributor, sub-distributor, manufacturer, advertiser, promoter, or otherwise, with respect to any of the aforesaid foodstuffs or by-products thereof.

To buy, sell lease, advertise, promote, hold, own distribute and act as agent, salesman, promoter, distributor, sub-distributor, retailer, wholesaler, lessor, or otherwise, with respect to food machinery and equipment of all types and kinds, including, but not by way of limitation, machinery and equipment for cooking, freezing, canning, packaging, boxing, labelling, storing, processing, refrigerating, displaying and dispensing.

To buy, lease, build, erect, own, hold, maintain, equip, mortgage, sell, or otherwise deal with all types of buildings, warehouses, works, factories, freezing plants, canneries, locker plants, shops, stores, offices, show rooms and all other types of structures or equipment necessary or desirable for the purchase, storage, holding, manufacture, processing, packaging, warehousing, advertising or sale, or other disposition of, or activity in connection with the handling of any or all of the aforesaid foodstuffs or by-products thereof.

To buy, lease, own, hold, mortgage, sell, convey or otherwise deal in or dispose of, real or personal property of all kinds that may be deemed necessary or desirable for the promotion of any of the above 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, partnership, 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 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 Easton, Maryland. The resident agent of the Corporation is Bernhard A. Block, 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 five directors and Frank B. Gunther, George D. Olds III, Bernhard A. Block, Leo H. McCormick and Philip J. Hopkins 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 ten thousand (10,000) shares, of the par value of Ten (\$10.00) Dollars each.

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 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 purchase by the Corporation out of its surplus, at such time or times and in such amounts, as it shall deem advisable, shares of its own stock of any class, whether now or hereafter authorized, and securities convertible into shares of its own stock whether now or hereafter authorized, at such price or prices as the Board of Directors shall deem to be the fair market value thereof; such purchase or purchases to be for the purpose of resale, reissue or retirement as the said Board of - - - - - may determine.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed this Certificate of Incorporation on April 21st., 1947.

Witness;

Elizabeth Flynn
(Elizabeth Flynn)

Frank B. Gunther
(Frank B. Gunther)

George D. Olds III
(George D. Olds III)

Bernhard A. Block
(Bernhard A. Block)

STATE OF MARYLAND, TALBOT COUNTY, to wit:-

I HEREBY CERTIFY; That on this 21st day of April in the year one thousand nine hundred and forty-seven, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared Frank B. Gunther,

George D. Olds III and Bernhard A. Block, and severally acknowledged the foregoing Certificate of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.

(NOTARIAL SEAL)

Elizabeth Flynn
(Notary Public)

My Commission Expires: May 5th., 1947.

(Elizabeth Flynn)

CERTIFICATE OF INCORPORATION

OF

EASTERN SHORE DISTRIBUTORS, INCORPORATED

received for record April 23, 1947 at 9:00 O'clock A.M., and approved by the State Tax Commission of Maryland April 23, 1947 as in conformity with law and ordered recorded.

Jos. H. A. Rogan

Owen E. Hitchins

A 8015

Commissioners

Recorded in Liber 241, folio 419, one of the Charter Records of the State Tax Commission of Maryland.

Capital - \$100,000.00

~~Increase of Capital~~

Bonus tax paid \$20.00 Recording fee paid \$10.00

(S-E-A-L OF)
(COMMISSION)

^{the}
To/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

Secretary

ALBERT W. WARD

CERTIFICATE OF INCORPORATION

TALBOT COUNTY FARM BUREAU, INC. : Be it remembered, that on this 2nd,
CERTIFICATE OF INCORPORATION : day of October, A.D. 1947, 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, Francis Albert Schwaninger, Glenn Calvin Dudrow, Roy Emerson Cober, whose post office addresses are Easton, Maryland, William Otis Knotts, Earl Jacob Hutchison, Helen Briscoe Adams and Albert J. Fike, whose post office addresses are Cordova, Maryland, Oscar J. Coleman and Jay Beachley Cober,

Examined

whose post office addresses are Wittman, Maryland, Theodore Coopman Schwaninger, Hans Asmussen and Graham Dean Price, whose post office addresses are Trappe, Maryland, and Thomas Bartlett Bridge, whose post office address is McDaniel, Maryland, all being citizens of the State of Maryland and of full legal age, do voluntarily associate themselves with the intention of forming a non-profit membership 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 corporation is TALBOT COUNTY FARM BUREAU, INC., and the principal office of the corporation in the State of Maryland will be located in the town of Easton, Talbot County, State of Maryland; that the resident agent of the corporation is Lola M. Blades, whose post office address is Easton, Talbot County, Maryland, which said resident agent is a citizen of the United States of America and of the State of Maryland and actually resides in the State of Maryland.

THIRD: The purposes for which the corporation is formed and the objects to be promoted by it are the promotion of agriculture, mutual help and aids to persons engaged in agricultural pursuits, all of which things are done, or intended to be done, on a ^{non}profitable basis, 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, among others:

2.

(a) To aid and encourage agriculture by developing and maintaining a membership organization, to cooperate with Maryland Farm Bureau, Inc., and the American Farm Bureau Federation.

(b) To aid and assist in the collection, analysis and dissemination of information relating to agriculture and to print, publish and broadcast such information, and to purchase, own, lease, conduct, operate, maintain and dispose of any or all facilities, machinery and other devices necessary to carry out such activity.

(c) To make a thorough study of proposed and pending matters of Federal and/or State legislation affecting agriculture and to exercise proper influence in the enactment or defeat of the same.

(d) To engage in any activity necessary and convenient to the economic production and distribution of farm products.

(e) To engage in, encourage, promote and foster cooperative purchasing and distributing of farm supplies of every kind and character.

(f) To establish, maintain and finance other service agencies for the benefit of persons engaged in agriculture.

(g) For the purposes of carrying out the powers herein before set forth in paragraphs d, e and f, purchase, own, lease, conduct, operate, maintain and dispose of any and all facilities, machinery and other devices necessary to carry out the aforesaid activities.

(h) To cooperate with any department, bureau, board, division or agency in the United States Government or State Government, or any agency of a political sub-division thereof.

(i) The foregoing enumeration of purposes, objects and business of the corporation is made in furtherance, and not in limitation, of the powers conferred upon the corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict 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 to do each and every act necessary, suitable or proper for the accomplishment of any one of the objects or purposes, or the attainment of any one or more of the subjects herein enumerated, conducive to or expedient for the interests or benefits of members of the corporation, and to conduct its affairs accordingly; and in addition, to exercise and possess all powers, rights and privileges necessary or incident to the purposes for which the association is formed or to the activities in which it is engaged.

FOURTH: Annual meetings of members may be held within or without the State of Maryland at such times and places as the by-laws shall permit.

FIFTH: The corporation shall have not less than five nor more than thirteen directors and Francis Albert Schwaninger, Glenn Calvin Dudrow, Roy Emerson Cober, whose post office addresses are Easton, Maryland, William Otis Knotts, Earl Jacob Hutchison, Helen Briscoe Adams and Albert J. Fike, whose post office addresses are Cordova, Maryland, Oscar J. Coleman and Jay Beachley Cober, whose post office addresses are Wittman, Maryland, Theodore Coopman Schwaninger, Hans Asmussen and Graham Dean Price, whose post office addresses are Trappe, Maryland, and Thomas Bartlett Bridge, whose post office address is McDaniel, Maryland, shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The corporation shall have no capital stock and the following persons shall be the first members of the corporation: Francis Albert Schwaninger, Glenn Calvin Dudrow, Roy Emerson Cober, William Otis Knotts, Earl Jacob Hutchison, Helen Briscoe Adams, Albert J. Fike, Oscar J. Coleman, Jay Beachley Cober, Theodore Coopman Schwaninger, Hans Asmussen, Graham Dean Price and Thomas Bartlett Bridge. Members may resign or be removed and vacancies may be filled and additional members elected as shall be provided in the by-laws.

IN TESTIMONY WHEREOF, we have hereunto set our hands this 19th day of June 1947.

Francis Albert Schwaninger (SEAL)
Francis Albert Schwaninger

Glenn Calvin Dudrow (SEAL)
Glenn Calvin Dudrow

Roy Emerson Cober (SEAL)
Roy Emerson Cober

William Otis Knotts (SEAL)
William Otis Knotts

Earl Jacob Hutchison (SEAL)
Earl Jacob Hutchison

Helen Briscoe Adams (SEAL)
Helen Briscoe Adams

Albert J. Fike (SEAL)
Albert J. Fike

Oscar J. Coleman (SEAL)
Oscar J. Coleman

Jay Beachley Cober (SEAL)

Jay Beachley Cober

Theodore Coopman Schwaninger (SEAL)

Theodore Coopman Schwaninger

Hans Asmussen (SEAL)

Hans Asmussen

Graham Dean Price (SEAL)

Graham Dean Price

TEST: Mrs. L. T. Harrison

Thomas Bartlett Bridges (SEAL)

Thomas Bartlett Bridge

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 19th day of June, 1947, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared Francis Robert Schwaninger, Glenn Calvin Budrow, Roy Emerson Cober, William Otis Knotts, Earl Jacob Hutchison, Helen Briscoe Adams, Albert J. Fike, Oscar J. Coleman, Jay Beachley Cober, Theodore Coopman Schwaninger, Hans Asmussen, Graham Dean Price and Thomas Bartlett Bridge, 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.

(NOTARIAL SEAL)

Lola M. Blades

Notary Public

Lola M. Blades

 CERTIFICATE OF INCORPORATION

OF

TALBOT COUNTY FARM BUREAU, INC.,

received for record June 23, 1947 at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland June 23, 1947 as in conformity with law and ordered recorded.

A 8549

William W. Travers

Owen E. Hitchins

Commissioners

Recorded in Liber 246, folio 476, one of the Charter Records of the State Tax Commission of Maryland.

Capital --None

Increase of Capital

Bonus tax paid \$20.00

Recording fee paid \$10.00

 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

Secretary

(COMMISSION SEAL)

ALBERT W. WARD

ARTICLES OF AMENDMENT

TRAPPE CANNING COMPANY, INCORPORATED: Be it remembered, that on this 2nd,
 ARTICLES OF AMENDMENT : day of October, A.D. 1947, at 9 o'clock A.M.
 : the following Articles of Amendment or In-
 : strument of Writing was received to be recorded and is accordingly enrolled as
 follows, to-wit:

THIS IS TO CERTIFY:

FIRST: That the Charter of Trappe Canning Company, Incorporated, a Maryland corporation having its principal office in Trappe, Maryland (hereinafter called the Corporation), ^{is} hereby amended by striking out Articles Fifth of the Certificate of Incorporation and inserting in lieu thereof the following:

"FIFTH: The Corporation shall have not less than three nor more than ten directors, and Maurice T. Adams, William S. Willis and Joseph S. Barnes shall act as such until the first Annual meeting or until their successors are duly chosen and qualified."

SECOND: That the Board of Directors of the Corporation, at a meeting duly convened and held on May 5th, 1947, 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 the stockholders of the Corporation called by the Board of Directors of the Corporation as aforesaid, was held at Trappe, Maryland, on May 9th, 1947, pursuant to waiver of notice duly executed and filed with the records of the meeting, and at said meeting, stockholders, by the affirmative vote of the holders of 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, Trappe Canning 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 May 9th, 1947.

ATTEST: TRAPPE CANNING COMPANY, INCORPORATED
 T. Hughlett Henry, Jr. (CORPORATE) By Maurice T. Adams
 (Secretary) (---SEAL---) (President)
 (T. Hughlett Henry, Jr) (Maurice T. Adams)

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

I HEREBY CERTIFY, that on May 9th, 1947, before me, the subscriber, a notary public of the State of Maryland, in and for Talbot County aforesaid, personally appeared Maurice T. Adams, President of TRAPPE CANNING COMPANY, 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 Joseph S. Barnes, 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.

E. Howard

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

(NOTARIAL SEAL)

My Commission Expires: May 2nd- 1949 -

Elizabeth Flynn
Notary Public
(Elizabeth Flynn)

ARTICLES OF AMENDMENT
OF

TRAPPE CANNING COMPANY, INCORPORATED.

received for record May 13, 1947 at 2:30 o'clock P.M., and approved by the State Tax Commission of Maryland May 13, 1947 as in conformity with law and ordered recorded.

A 8182

Jos. H. A. Rogan

Emerson C. Harrington Jr.
Commissioners

Recorded in Liber 243, folio 247, one of the Charter Records of the State Tax Commission of Maryland.

Capital

Increase of Capital

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

(SEAL OF STATE TAX COMMISSION)

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 said Commission at Baltimore.

Albert W. Ward
ALBERT W. WARD Secretary

STOCK ISSUANCE STATEMENT

EASTERN SHORE DISTRIBUTORS, INCORPORATED.)
STOCK ISSUANCE STATEMENT

Be it remembered, that on this
2nd, day of October, A.D. 1947, at 9:00

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 Eastern Shore Distributors, Incorporated, a Maryland Corporation, having its principal office in Easton, Maryland, (hereinafter called the Corporation), at a meeting duly convened and held on May 1st, 1947, by resolution

(a) duly authorized the issuance of Two Hundred and Seventy-eight (278) fully paid and non-assessable shares of Common Stock of the Corporation, for the following consideration:-

Examined

The franchise for the exclusive distribution of Pratt frozen foods and other Pratt products for that part of the Eastern Shore of Maryland/^{and}the State of Delaware which lies South of the Chesapeake and Delaware Canal and for the entire Eastern Shore of Maryland.

(b) stated that, in its opinion, the actual value of said consideration is not less than Two Thousand, Seven Hundred and eighty (\$2,780.00) 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, Eastern Shore Distributors, 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 the 1st day of May, in the year one thousand nine hundred and forty-seven.

ATTEST:

<p>Frank B. Gunther Secretary (Frank B. Gunther)</p>	<p>(CORPORATE SEAL)</p>	<p>EASTERN SHORE DISTRIBUTORS, INCORPORATED By Bernhard A. Block President (Bernhard A. Block)</p>
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STATE OF MARYLAND, COUNTY OF TALBOT, TO WIT:-

I HEREBY CERTIFY, That on this 1st day of May, in the year one thousand nine hundred and forty-seven, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Bernhard A. Block, President of Eastern Shore Distributors, 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; at the same time also appeared Frank B. Gunther 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 and belief.

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

(NOTARIAL SEAL)

My Commission expires: May 2, 1949-

Elizabeth Flynn
(Notary Public)
(Elizabeth Flynn)

STOCK ISSUANCE STATEMENT

OF

EASTERN SHORE DISTRIBUTORS, INCORPORATED.

received for record May 27, 1947 at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland May 27, 1947 as in conformity with law and ordered recorded.

Owen E. Hitchins

Jos. H. A. Rogan
Commissioners

A 8297

Recorded in Liber 244, folio 269, one of the Charter Records of the State Tax Commission of Maryland.

Capital

Increase-of-Capital

Bonus tax paid \$ None Recording fee paid \$5.00

(SEAL'S PLACE)

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

ARTICLES OF AMENDMENT

^A
THE LEGARDE POULTRY COMPANY)
Changing its name to:)
THE CORDOVA POULTRY COMPANY)

Be it remembered, that on this 2nd, day of October, A.D. 1947, 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:

First:

That the charter of The Largarde Poultry Company, a Maryland corporation having its principal office in Cordova, Talbot County, Maryland is hereby amended by striking out the second paragraph of the certificate of incorporation and inserting in lieu thereof the following:

Second: The name of the corporation is The Cordova Poultry Company.

Third: That the board of directors of the Corporation, at a meeting duly convened and held on May 21, 1947, 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.

Fourth: That the meeting of stockholders of the Corporation called by the Board of directors of the Corporation as aforesaid, was held at Baltimore, Maryland, on May 22nd, 1947 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 of the shares of stock outstanding and entitled to vote, duly adopted the amendment of the charter of the Corporation hereinabove set forth.

In Witness Whereof, The Largarde Poultry 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 May 23rd, 1947.

(CORPORATE)
(SEAL)

The Largarde Poultry Company
By Joseph Kurdle
President
Joseph Kurdle

Attest:

Charles N. Eitze
Secretary.
Charles N. Eitze

State of Maryland, City of Baltimore, To wit:

I hereby certify, that on this 26th day of May, 1947, before me, the sub-

Examined

scriber, a notary public of the State of Maryland, in and for the City of Baltimore, personally appeared Joseph Kurdle, President of The Lagarde Poultry 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; at the same time personally appeared Charles N. Eitze 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.

(NOTARIAL SEAL)

Milton W. Sahlman
Notary Public
Milton W. Sahlman

ARTICLES OF AMENDMENT

OF

THE LARGARDE POULTRY COMPANY
Changing its name to:

THE CORDOVA POULTRY COMPANY.

received for record May 27, 1947 at 4:00 o'clock P. M., and approved by the State Tax Commission of Maryland May 27, 1947 as in conformity with law and ordered recorded.

A 8301

JOS. H. A. ROGAN

EMERSON C. HARRINGTON, JR.
Commissioners

Recorded in Liber 244, folio 282, one of the Charter Records of the State Tax Commission of Maryland.

~~Capital--~~

~~Increase of Capital---~~

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

(SEAL'S PLACE)

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

STOCK ISSUANCE STATEMENT

MACK FARM CORPORATION)
 STOCK ISSUANCE STATEMENT)
 _____)

Be it remembered, that on this 7th, day of October, A.D., 1947, 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 Mack Farm Corporation, a Maryland Corporation, having its principal office located in Bozman, Maryland (hereinafter called the Corporation) at a meeting duly convened and held on the 24th day of May, 1947, by resolution.

(a) duly authorized the issuance of thirty-five hundred and fifty (3550) 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:-

The Corporation being indebted to the estate of John W. McCabe, deceased, in the sum of Thirty-five Thousand Five Hundred Sixty-eight Dollars and Fifty-nine (\$35,568.59) Cents, for advances of cash made by him to the Corporation from time to time as disclosed by a recent audit of the books and accounts to the Corporation, said thirty-five hundred and fifty (3550) shares of stock of the Corporation are to be issued to the estate of John W. McCabe, deceased, in full comprise settlement and satisfaction of the aforesaid indebtedness due by the Corporation to said estate as aforesaid;

and

(b) stated that, in its opinion, the actual value of said consideration is not less than Nineteen Thousand and Five Hundred (\$19,500.00) Dollars.

SECOND: That the Board of Directors were empowered so to do by the Charter of the Corporation.

IN WITNESS WHEREOF, Mack Farm 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 affixed and attested by its Secretary on June 5th, 1947.

ATTEST: (CORPORATE SEAL) MACK FARM CORPORATION,
 Loundes Scott Secretary By John Wyant McCabe, Jr.
 Loundes Scott John Wyant McCabe, Jr.

STATE OF VIRGINIA, City of Hampton, to wit:-

I HEREBY CERTIFY, That on this 5th day of June, 1947, before me, the subscriber, a Notary Public of the State of Virginia, in and for the City aforesaid, personally appeared John W. Cabe, Jr. President of Mack Farm Corporation, 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.

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

(NOTARIAL SEAL)

My Commission Expires:

Jennie A. Monroe
 (Notary Public)
 Jennie A. Monroe
 MY COMMISSION EXPIRES JAN. 10, 1950

J. Monroe

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

I HEREBY CERTIFY, that on this 11th day of June, 1947, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Loundes Scott, 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 to the best of her knowledge, information and belief.

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

(NOTARIAL SEAL)

Emma M. Eglseider
(Notary Public)

My Commission Expires: May 2nd., 1949.

Emma M. Eglseider

STOCK ISSUANCE STATEMENT

OF

MACK FARM CORPORATION

received for record June 12, 1947 at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland June 12, 1947 as in conformity with law and ordered recorded.

A 8437

Jes. H. A. Rogan

Owen E. Hitchins

Commissioners

Recorded in Liber 245, folio 424, one of the Charter Records of the State Tax Commission of Maryland.

Capital

Increase-of-Capital

Bonus tax Paid \$ None Recording fee paid \$5.00

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.

.(SEAL'S PLACE)

Albert W. Ward
Secretary
ALBERT W. WARD

ARTICLES OF AMENDMENT
WINODEE CORPORATION

Be it remembered, that on this 21st, day of November A.D. 1947, at 9 o'clock A.M., the following Articles of Amendment or Instrument of Writing was received for record and is accordingly enrolled as follows, to-wit:

THIS IS TO CERTIFY:-

FIRST: That the charter of Winodee Corporation, a Maryland Corporation, having its principal office in the Town of Easton, Talbot County, Maryland (hereinafter called the Corporation) is hereby amended by striking out Paragraph 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 One Thousand (1,000) Shares of Common Stock without par value."

SECOND: That the Board of Directors of the Corporation at a meeting duly convened and held on the 13th day of May, 1947, 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 the office of said Corporation in the town of Easton, Talbot County, Maryland, on June 6th., 1947, 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 Corporation having only one class of stock, 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:-

One Hundred (100) Shares of Common Stock without par value.

(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 preference, 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, Winodee 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 attached, and attested by its Secretary, or one of its Assitant Secretaries, on June 24th., 1947.

Attest:

(Corporate Seal)

WINODEE CORPORATION

Evans R. Hall, Jr.
Secretary
(Evans R. Hall, Jr.)

By: Anne N. B. Lockhart
President
(Anne N. B. Lockhart)

STATE OF MARYLAND,

County of Talbot, ss:

I HEREBY CERTIFY, That on June 24th., 1947, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Talbot, personally

Examined

appeared ANNE M. B. LOCKHART, President of Winodee Corporation, 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 HENRY LOCKHART, 3rd., 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.

(NOTARIAL SEAL)

My Commission Expires: May 2nd., 1949.

Elizabeth Flynn
(Notary Public)
(Elizabeth Flynn)

ARTICLES OF AMENDMENT
OF
WINODEE CORPORATION

received for record July 3, 1947 at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland July 3, 1947, as in conformity with law and ordered recorded.

Joseph H. A. Rogan

A 8648

William W. Travers
Commissioners

Recorded in Liber 247, folio 484, one of the Charter Records of the State Tax Commission of Maryland.

Capital-

Increase of Capital -900 shs no par

Bonus tax paid \$20.00 Recording fee paid \$10.00

To the Clerk of the Circuit Court for Talbot County

(S P
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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

CERTIFICATE OF INCORPORATION

EASTON BROADCASTING COMPANY, INC. : Be it remembered, that on this
CERTIFICATE OF INCORPORATION : 21st, day of November A.D. 1947, at 9 o'clock
A.M., the following Certificate of Incorporation or Instrument of Writing was received for record and is accordingly enrolled as follows, to-wit:

o o o o o o o

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, James L. Watson, whose post-office address is No. 10 Light Street, Baltimore, Maryland, Henry C. Shelley, whose post-office

Examined

address is No. 10 Light Street, Baltimore, Maryland, and Dorothy A. Meckel, whose post-office address is No. 10 Light Street, Baltimore, 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 is

EASTON BROADCASTING COMPANY, 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 engage in the business of broadcasting by means of radio, and any or all other means of wireless communications including television, facsimile, and both amplitude and frequency modulation; to own and operate a radio station or stations; to employ, engage, train, present, or otherwise utilize, artists, performers, singers, speakers, lecturers, musicians, actors, specialty performers, entertainers, experts, technicians, or such other talent and assistants as may be necessary, useful or advantageous in the conduct of any business of this corporation; upon its own behalf or others, to arrange, present, produce and to broadcast through its own radio station or through other radio stations, or by or through or as a part of a chain of radio stations, programs of entertainment, amusement, education, or otherwise, and to make any and all contracts or arrangements and to provide all facilities necessary, useful or advantageous in the operation of a radio station or stations.

To manufacture, construct, purchase, sell, lease, install, own, operate, repair, maintain and otherwise deal in and deal with radio broadcasting apparatus, television, transmitting or receiving apparatus, and equipment, sets, accessories, parts, and instruments of all kinds and descriptions, and any and all things used or capable of being used in connection with radio transmission, broadcasting, reception and communication of any kind or description.

To manufacture, design, lay out, construct, develop, improve, install, own, operate, repair, maintain and otherwise deal in and with, radio broadcasting apparatus and equipment, television transmitting or receiving apparatus, broadcasting stations, sound producing or reproducing apparatus, transmitting and receiving apparatus of all kinds for the transmission or reception of signals, sound, intelligence, information, entertainment, music, pictures, images, or energy, whether by radio, wireless, wired wireless, wire, telephone, telegraph or by any other method or combination of methods now known or hereafter discovered.

To engage in and carry on the business of importing, exporting, manufacturing, producing, buying, selling and other wise dealing in and with, goods, wares and merchandise of every class and description. - 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.

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 purchase, lease, hire or otherwise acquire, hold, own, construct, erect, improve, manage, operate and in any manner dispose of, and to aid and subscribe toward the acquisition, construction or improvement of, radio and television broadcasting stations, 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.

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-marks, trade names, rights, processes, formulas, and the like, which may seem -3- capable of being used for any of the purposes of the Corporation; and to use, exercise, develop, grant license in respect of, sell and otherwise turn to account, the same.

To acquire by purchase, subscription or in any other manner, take, receive, hold, use, employ, sell, assign, transfer, exchange, pledge, mortgage, lease, dispose of and otherwise deal in and with, any shares of stock, shares, bonds, debentures, notes, mortgages or other obligations, and any certificates, receipts, warrants or other instruments evidencing rights or options to receive, purchase or subscribe for the same or representing any other rights or interests therein or in any property or assets, issued or created by any persons, firms, associations, corporations, syndicates, or by any governments or subdivisions thereof; and to possess and exercise in respect thereof any and all the rights, powers and privileges of individual holders.

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 - 4 - or thereafter acquire; and to sell, pledge, discount or otherwise dispose of such bonds, debentures, notes or other obligations of the Corporation for its corporate purposes.

To aid in any manner any person, firm, association, corporation or syndicate, any shares of stock, shares, bonds, debentures, notes, mortgages or other obligations of which, or any certificates, receipts, warrants or other instruments evidencing rights or options to receive, purchase or subscribe for the same, or representing any other rights or interests therein, are held by or for this Corporation, or in the welfare of which this Corporation shall have any interest, and to do any acts or things designed to protect, preserve, improve and enhance the value of any such property or interest, or any other property of this Corporation.

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

To carry out all or any part of the foregoing objects as principal, factor, agent, contractor, or otherwise, either alone or through or in conjunction with any person, firm, association or corporation, and, in carrying on its business and for the purpose of attaining or furthering any of its objects and purposes, to make and perform any contracts and to do any acts and things, and to exercise any powers suitable, convenient or proper for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein specified, or which at any time may appear conducive to or expedient for the accomplishment of any of such objects and purposes. - 5 -

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 No. 46 South Washington Street, Easton, Maryland. The resident agent of the Corporation is Roger E. Critchlow, whose post-office address is Box 278, Easton, Maryland. Said resident agent is a citizen of the State of Maryland, and actually resides therein. - 6 -

FIFTH: The Corporation shall have seven directors, and John N. Critchlow, Margaret E. Critchlow, Elizabeth Evans, John N. Critchlow, Jr., Roger E. Critchlow, George L. Beatty, and Rafael C. Benitez 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 Dollars (\$100,000.00) par value, divided into One Thousand (1,000) shares of the par value of One Hundred Dollars (\$100.00) each.

SEVENTH: The 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 at what times and places and under what conditions and regulations - 7 - 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 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 provided, 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. - 8 -

The Corporation reserves the right from time to time to make any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of 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 51 per cent. of the shares of such stock at the time outstanding, by

a vote at a meeting or in writing with or without a meeting.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed this Certificate of Incorporation on July 7, 1947.

JAMES L. WATSON
James L. Watson

WITNESS:

MARGARET P. HARMAN
Margaret P. Harman

HENRY C. SHELLEY
Henry C. Shelley

DOROTHY A. MECKEL
Dorothy A. Meckel

STATE OF MARYLAND)
CITY OF BALTIMORE) ss:

I HEREBY CERTIFY, that on July 7, 1947, before me, the subscriber, a notary public of the State of Maryland, in and for the City of Baltimore, personally appeared James L. Watson, Henry C. Shelley, and Dorothy A. Meckel 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)

MARGARET P. HARMAN
Margaret P. Harman
Notary Public.
My commission expires
May 2, 1949

o o o o o o o

CERTIFICATE OF INCORPORATION
OF
EASTON BROADCASTING COMPANY, INC.

received for record July 7, 1947 at 9:30 o'clock A.M., and approved by the State Tax Commission of Maryland July 7, 1947 as in conformity with law and ordered recorded.

A 8654

Joseph H. A. Rogan
William W. Travers
Commissioners

Recorded in Liber 247, folio 507, one of the Charter Records of the State Tax Commission of Maryland.

Capital - \$100,000.00

Increase of Capital

Bonus tax paid \$20.00 Recording fee paid \$10.00

(SEAL'S PLACE)

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
Secretary
ALBERT W. WARD

CERTIFICATE OF INCORPORATION

THE NOBLE FARM EQUIPMENT COMPANY : Be it remembered, that on this 21st,
 CERTIFICATE OF INCORPORATION : day of November A.D. 1947, 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 subscriber, John W. Noble, whose post office address is Easton, Talbot County, Maryland John N. Critchlow, Jr., whose post office address is Easton, Talbot County, Maryland, and William I. Norris, Jr., whose post office address is Easton, Talbot County, Maryland, all being of full legal age, do hereby associate themselves together with the intention of forming a corporation under and by virtue of the General Corporation Laws of the State of Maryland (Article 23, Public General Laws of Maryland.

FIRST: That the name of the Corporation is "The Noble Farm Equipment Company".

SECOND: That the principal office of the corporation is to be located at Easton, Talbot County, Maryland and the post office address will be the same. That the resident agent of the corporation is John W. Noble, whose post office address is Easton, Talbot County, Maryland, who is a citizen of the United States of America and of the State of Maryland and actually resides therein.

THIRD: That the nature of the business of the corporation and the objects and purposes proposed to be transacted, promoted, or carried on by it, are as follows, to wit:

(a) To engage in any lawful activity or business, including the business of buying, selling, and dealing in tractors, farm implements and equipment of all kinds, tractor and farm implement parts, accessories and repairs and generally to conduct a farm equipment business in all its branches.

(b) To purchase or otherwise acquire, lease, assign, mortgage, pledge, or otherwise dispose of any trade-names, trade-marks, concessions, inventions, formulae, improvements, processes of any nature whatsoever, copyrights and letters patent of the United States and of foreign countries and to accept and grant licenses thereunder.

(c) To subscribe or cause to be subscribed for, and to purchase or otherwise acquire, hold for investment, sell, assign, transfer, mortgage, pledge, exchange, distribute or otherwise dispose of the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, notes and other evidences of indebtedness of any corporation, stock company or association, now or hereafter existing, and whether created by or under the laws of the State of Maryland, or otherwise, and while owners of any of said shares of capital stock or bonds or other property to exercise all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with power to designate some person for that purpose from time to time to the same extent as natural persons might or could do.

(d) To purchase, hold, sell and reissue the shares of its own capital stock.

Examined

(e) To buy, lease, or otherwise acquire, so far as may be permitted by law, the whole or any part of the business, good will, and assets of any person, firm, association or corporation (either foreign or domestic) engaged in a business of the same general character as that for which this corporation is organized.

(f) To endorse, guarantee and secure the payment and satisfaction of bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations and evidences of indebtedness, and also to guarantee and secure the payment or satisfaction of interest on obligations and of dividends on shares of the capital stock of other corporations, also to assume the whole or any part of the liabilities, existing or prospective, of any person, corporation, firm or association, and to aid in any manner any other person or corporation with which it has business dealings, or whose stocks, bonds, or other obligations are held or are in any manner guaranteed by the corporation, and to do any other acts and things for the preservation, protection, improvement, or enhancement of the value of such stock, bonds, or other obligations.

(g) To engage in any other manufacturing or mercantile business of any kind or character whatsoever, and ^{to} that end to acquire, hold, own and dispose of any and all property, assets, stocks, bonds and rights of any and every kind.

(h) Without in any particular limiting any of the objects and powers of the corporation, it is hereby expressly declared and provided that the corporation shall have power to do all ~~things~~ hereinbefore enumerated, and also to issue or exchange stocks, bonds and other obligations in payment for property purchased or acquired by it, or for any other object in or about its business, to borrow money without limit, to mortgage or pledge its franchises, real or personal property, income and profits accruing to it, any stocks, bonds or other obligations, or any property which may be acquired by it, and to secure any bonds or other obligations by it issued or incurred.

(i) To carry on any business whatsoever which the corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated, directly or indirectly, to promote the interests of the corporation or to enhance the value of its property, to conduct its business in this state, in other states, in the District of Columbia, in the territories and colonies of the United States, and in foreign countries and to hold, purchase, mortgage and convey real and personal property, either in or out of the State of Maryland, and to have and to exercise all the powers conferred by the laws of Maryland upon corporations formed under the act pursuant to and under ^{which} this corporation is formed.

FOURTH: The total amount of authorized capital stock of the corporation is as follows:

100 shares of voting common stock of the par value of One Hundred (\$100.00) Dollars a share.

100 shares of non-voting common stock of the par value of One Hundred (\$100.00) Dollars a share.

The amount of capital stock with which the corporation will commence business in Twenty Thousand (\$20,000.) Dollars. There shall be no Difference between the voting and non-voting shares of stock, except as to the **voting** privileges.

FIFTH: The Corporation shall have three directors, subject to increase as may be provided by the By-Laws and the said John W. Noble, John N. Critchlow, Jr. and William I. Norris, Jr. shall act as directors in the capacity of President, Vice-President and Secretary-Treasurer respectively, until the first meeting of the stockholders or until their successors are duly elected and qualified, and at no time shall the Board of Directors consist of less than three directors, at least one of whom shall be a resident of the State of Maryland.

The directors shall be elected at the annual meeting of the stockholders to be held at the principal office of the Corporation at Easton, Talbot County, Maryland, on the 1st day of July at 12 noon each year. The Board^{of}/Directors shall have the power to fill any vacancy in the said Board or any other office and are unlimited in their power.

SIXTH: The first meeting of the corporation and directors for the purpose of organizing and adopting By-Laws and the election of executive officers, shall be held at the principal place of business of the corporation at Easton, Talbot County, Maryland, on the 1st day of July, 1947.

SEVENTH: The Board of Directors are hereby specially empowered to purchase any or all of the farm implements, tractors, and related equipment of the Noble Motor Company, and to own and operate the same as the officers and directors shall determine as best.

EIGHTH: At all meetings of the stockholders, cumulative voting shall be allowed and each stockholder may vote by written proxy. The private property of the stockholders shall never be subject to the payment of corporate debts to any extent whatsoever.

NINTH: The corporation is to have perpetual existence.

TENTH: 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. 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 to make and amend the By-Laws from time to time as may be found necessary, and all rights conferred on stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, we have hereunto signed our names and subscribed our seals to this Certificate and Articles of Incorporation this 30th day of June, 1947.

TEST:	(Signed)	John W. Noble	(SEAL)
		John W. Noble	
(Signed) Amelia S. Stevenson	(Signed)	John N. Critchlow, Jr.	(SEAL)
		John N. Critchlow, Jr.	
	(Signed)	William I. Norris, Jr.	(SEAL)
		William I. Norris, Jr.	

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 30th day of June, 1947, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally John W. Noble, John N. Critchlow, Jr. and William I. Norris, Jr., the subscribers, to the foregoing Certificate and Articles of Incorporation of "The Noble Farm Equipment Company" and did severally acknowledged the same to be their act

and deed.

AS WITNESS my hand and Notarial Seal.

(SEAL)

(Signed) Amelia S. Stevenson
Notary Public

o o o o o o o

CERTIFICATE OF INCORPORATION
OF

THE NOBLE FARM EQUIPMENT COMPANY

received for record July 7, 1947 at 9:00 o'clock A.M, and approved by the State Tax Commission of Maryland July 7, 1947 as inconformity with law and ordered recorded.

A 8665

Joseph H. A. Rogan
William W. Travers
Commissioners

Recorded in Liber 248, folio 12, one of the Charter Records of the State Tax Commission of Maryland.

Capital - \$20,000.00

Increase-of-Capital

Bonus tax paid \$20.00 Recording fee paid \$10.00

(SEAL'S PLACE)

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
Secretary
ALBERT W. WARD

STOCK ISSUANCE STATEMENT
OF

EASTON BROADCASTING COMPANY, INC.

Be it remembered, that on this 21st, day of November A.D. 1947, at 9:00 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 EASTON BROADCASTING COMPANY, INC., a Maryland corporation having its principal office in Easton, Maryland, (hereinafter called the Corporation), at a meeting duly convened and held on July 23rd 1947, by resolution

(a) duly authorized the issuance of thirty (30) fully paid and non assessable shares of the par value of one hundred dollars (\$100.00) each of the common stock of the Corporation for the following consideration:

To John N. Critchlow, fifteen (15) shares, and Roger E. Critchlow, fifteen (15) shares, as described above, in consideration for services which they each have performed in promoting the organization of this corporation; engaging and

E. J. ...

consulting with radio engineering consultants regarding proposal to construct and operate a radio station; engaging and consulting with various legal counsel regarding legal aspects of proposal to construct and operate a radio station consulting with equipment supplies and others to arrange for purchase of suitable technical equipment for^a radio station on a long-term credit basis, consulting with various property owners and search of property records in connection with arrangements for site for antenna system of proposed radio station; preparation of application forms and collection of data and exhibits to be submitted to the Federal Communications Commission in connection with proposal to construct a radio station; and various correspondence, telephone calls and other services performed in connection with the above and other miscellaneous activities and matters relating to the forming of this corporation and its proposal to construct and operate a radio station.

and

(b) stated that, in its opinion, the actual value of said consideration is not less than three thousand dollars (\$3,000.00).

SECOND: That at the time of the authorization of the issuance of such stock as aforesaid, the board of directors were empowered so to do by the charter of the corporation.

IN WITNESS WHEREOF, EASTON BROADCASTING COMPANY, INC. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereto affixed and attested by its Secretary on July 23rd 1947.

EASTON BROADCASTING COMPANY, INC.

By John N. Critchlow
John N. Critchlow, President

ATTEST:

(CORPORATE SEAL)

Margaret E. Critchlow
Margaret E. Critchlow

- 2 -

STATE OF MARYLAND)
) ss
COUNTY OF TALBOT)

I HEREBY CERTIFY, That on July 23rd 1947, before me, the subscriber, a Notary public of the State of Maryland, in and for the County of Talbot, personally appeared John N. Critchlow, President, of EASTON BROADCASTING COMPANY, INC., 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 Margaret E. Critchlow and made oath in due form of law that she was secretary of the meeting of the board of directors of said 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 her knowledge, information and belief.

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

(NOTARIAL SEAL)

Emily M. Trice
Notary Public
My Commission expires 5/2/49

(S E A L)

EMILY M. TRICE

OFFICERS

A Orrell Saulsbury
 F. Hall Wrightson
 Wilson M. Jarboe
 Frank M. Shook

President
 Vice-President
 Secretary
 Treasurer

3. That the name and post office address of each of the stockholders of the Corporation are the same as listed above as directors.

4. That by unanimous vote, the entire Board of Directors of the Corporation by Resolution adopted at a meeting of the Board of Directors duly convened and held on June 26, 1947, declared that dissolution of the Corporation is advisable, and advised and authorized, the dissolution of the Corporation and called a meeting of the Corporation's stockholders to take action thereon.

That all the stockholders of the Corporation consented in writing on or before June 26, 1947, to such dissolution.

5. That notice that dissolution of the Corporation has been authorized pursuant to the provisions of Section 96 Art. 21 of the Annotated Code of Maryland (Flack 1939), was mailed, to all known creditors of the Corporation at their addresses according to the records of the Corporation, on or before June 26, 1947.

6.
 a. That filed herewith as part hereof is the Certificate of James J. Lacy, Comptroller, under the Official Seal of his office, and bearing date of April 30, 1947, showing that all taxes and charges due the State of Maryland by TRI-COUNTY CANNERS, INCORPORATED, have been paid.

b. That there is also filed herewith the Certificate of the State Tax Commission that all the said Corporation's franchise taxes are paid.

IN WITNESS WHEREOF, TRI--COUNTY CANNERS, INCORPORATED, has caused these presents to be signed in its name and on its behalf by A. Orrell Saulsbury, its President and its Corporate Seal to be hereto attached and attested by Wilson M. Jarboe, its Secretary, on June 26th, 1947.

(SEAL)

TRI-COUNTY CANNERS, INCORPORATED

A. Orrell Saulsbury

BY A. Orrell Saulsbury
 President

ATTEST:

Wilson M. Jarboe

Wilson M. Jarboe
 Secretary.

STATE OF MARYLAND, COUNTY OF TALBOT, TO WIT:

I HEREBY CERTIFY, That on this 26th day of June, 1947, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared A. Orrell Saulsbury, President of TRI-COUNTY CANNER, 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 Wilson M. Jarboe 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 Articles of Dissolution are true to the best of his knowledge and information and belief.

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

Emma M. Eglseder

Emma M. Eglseder
 Notary Public

(NOTARIAL SEAL)

OFFICE OF COMPTROLLER
TREASURY DEPARTMENT
ANNAPOLIS, MARYLAND

THIS IS TO CERTIFY, That the books of the State Comptroller's Office show that all taxes and charges due the State of Maryland, payable through the said office as of the date hereof by

TRI-COUNTY CANNERS, INCORPORATED

have been paid.

WITNESS my hand and official seal this thirtieth day of April A. D. 1947.

(Seal)

James J. Lacy
Comptroller

August 4, 1947

THIS IS TO CERTIFY, That the books of the County Treasurer for Talbot County and the Corporation Records of the County Commissioners of Talbot County show that all taxes and charges payable to the Talbot County Treasurer for taxes due said County for State of Maryland payable through said office, as of the date hereof by

TRI-COUNTY CANNERS, INCORPORATED have been paid.

WITNESS my hand and official seal this 4th day of August, 1947.

(Seal)

Chas. N. Sheridan
Treasurer of Talbot County.

STATE TAX COMMISSION OF MARYLAND

Tax Payment Certificate

THE STATE TAX COMMISSION OF MARYLAND hereby certifies that all taxes payable to it by

" TRI-COUNTY CANNERS, INCORPORATED"

a Maryland corporation, except taxes barred by Section 160 of Article 81 of the Annotated Code of Maryland (1939 Edition) or otherwise, but including taxes for the current year, have been paid.

Dated: August 5, 1947.

THE STATE TAX COMMISSION OF MARYLAND

By Albert E. Leffler

ARTICLES OF DISSOLUTION
OF
TRI-COUNTY CANNERS, INCORPORATED

received for record August 5, 1947 at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland August 5, 1947 as in conformity with law and ordered recorded.

A 9079

Jos. H. A. Rogan
William W. Travers
Commissioners

Recorded in Liber 250, folio 239, one of the Charter Records of the State Tax Commission of Maryland.

Capital-

Increase of Capital

Bonus tax paid \$ None Recording fee paid \$15.00

(S E A L ' S P L A C E)

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

CERTIFICATE OF INCORPORATION

EASTON MEDICAL CLINIC, INC. : Be it remembered, that on this 22nd, day of
Certificate of Incorporation :
_____ : November, A.D. 1947, 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:

THIS IS TO CERTIFY:-

FIRST: That we, the subscribers, William D. Noble, whose post office address is Easton, Maryland, J. Tyler Baker, whose post office address is Easton, Maryland, and Thurston Harrison, 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 MEDICAL CLINIC, 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, own, sell, mortgage, lease, improve, invest and deal in real estate wheresoever situate.

To buy, lease, build, erect, own, maintain, equip, mortgage, sell, operate, manage, or otherwise deal with any and all types of office buildings, stores, residences, and all other buildings or structures of any kind or character.

To buy, lease, own, hold, mortgage sell, convey or otherwise deal in or dispose of personal property of all kinds that may be deemed necessary or desirable for promotion of any of the above 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, partnership, 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.

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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 Easton, Maryland. The resident agent of the Corporation is J. Tyler Baker, 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 five Directors and William D. Noble, J. Tyler Baker, Thurston Harrison, John F. Schneider and J. Thompson B. Ambler shall act as such until the first annual meeting or until their successors are duly chosen or qualified.

SIXTH: The total amount of the authorized capital stock of the Corporation is One Hundred Thousand Dollars (\$100,000.00) par value, divided into One Thousand (1,000) Shares of the par value of One Hundred (\$100.00) 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 purchase by the Corporation out of its surplus, at such time or times and in such amounts, as it shall deem advisable, shares of its own stock of any class, whether now or hereafter authorized, and securities convertible into shares of its own stock, whether now or hereafter authorized, at such price or prices as the Board of Directors shall deem to be the fair market value thereof; such purchase or purchases to be for the purpose of resale, reissue or retirement as the said Board may determine.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed this Certificate of Incorporation on August 8th., 1947.

Witness:-

Elizabeth Flynn
(Elizabeth Flynn)

William D. Noble
(William D. Noble)

J. Tyler Baker
(J. Tyler Baker)

Thurston Harrison
(Thurston Harrison)

STATE OF MARYLAND, TALBOT COUNTY, to wit:-

I HEREBY CERTIFY, That on this 8th., day of August, in the year one thousand nine hundred and forty-seven, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared William D. Noble, J. Tyler Baker and Thurston Harrison, and severally acknowledged the foregoing Certificate of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.

(NOTARIAL SEAL)

Elizabeth Flynn
(Notary Public)

My Commission Expires: May 2nd., 1949.

CERTIFICATE OF INCORPORATION

OF

EASTON MEDICAL CLINIC, INC.

received for record August 19, 1947 at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland August 19, 1947 as in conformity with law and ordered recorded.

A 9156

Owen E. Hitchins

William W. Travers
Commissioners

Recorded in Liber 251, folio 95, one of the Charter Records of the State Tax Commission of Maryland.

Capital \$100,000.00

Increase of Capital

Bonus Tax Baid \$20.00 Recording fee paid \$10.00

(S E A L ' S P L A C E)

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

ARTICLES OF DISSOLUTION

MACK FARM CORPORATION : Be it remembered, that on this 22nd, day of
ARTICLES OF DISSOLUTION :
: November A.D. 1947, at 9:00 o'clock A.M., the follow-
: ing Articles of Dissolution or Instrument of Writing

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

THIS IS TO CERTIFY:

FIRST: That Mack Farm Corporation, a Maryland Corporation (hereinafter called the Corporation) is hereby dissolved under Section 96 of Article 23 of the Annotated Code of Maryland (1939 Edition).

Examined

SECOND: (a) That the post-office address of the place at which the principal office of the Corporation is located is Bozman, Maryland.

(b) That the name and post-office address of each of the directors of the Corporation are as follows:-

John W. McCabe, Jr. - 80 Victoria Avenue,
Hampden, Virginia.

Lowndes Scott - Bozman, Maryland.

Edith F. McCabe - 5821 Belair Road,
Baltimore, Maryland

(c) That the name, title and post-office address of each of the officers of the Corporation are as follows:-

John W. McCabe, Jr. - President -
80 Victoria Avenue,
Hampden, Virginia

Edith F. McCabe - Vice-President -
5821 Belair Road,
Baltimore, Maryland.

Lowndes Scott - Secretary and Treasurer -
Bozman, Maryland.

THIRD: That the Corporation has no known creditors.

FOURTH: That on or before the 21st day of July, 1947, notice that dissolution of the Corporation had been authorized, pursuant to the provisions of Section 96 of Article 23 of the Annotated Code of Maryland, was mailed by registered mail to the Comptroller of the Treasury, Annapolis, Maryland, State Tax Commission of Maryland, Union Trust Building, Baltimore-1, Maryland, and the Collector of Taxes of Talbot County, Maryland.

FIFTH: That the 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 May 24th., 1947, duly advised the dissolution of the Corporation and called a meeting of the stockholders to take action thereon.

SIXTH: 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 May 24th., 1947, 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 two-thirds of the shares of each class of stock outstanding and entitled to vote thereon duly authorized the dissolution of the Corporation.

IN WITNESS WHEREOF, Mack Farm 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 and attested by its Secretary on this 19th day of August, A.D. 1947.

(S E A L ' S P L A C E)

ATTEST:

Lowndes Scott
Secretary
(Lowndes Scott)

MACK FARM CORPORATION,

By: John W. McCabe, Jr.
President
(John W. McCabe, Jr.)

STATE OF MARYLAND,

COUNTY OF TALBOT, ss:-

I HEREBY CERTIFY, That on August 19th., 1947, before me, the subscriber,

a Notary Public of the State of Maryland, in and for the County of Talbot, Personally appeared John W. McCabe, Jr., President of Mack Farm Corporation, 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 Lowndes Scott, and made oath in due form of law that she was Secretary of the meeting of Stockholders of said Corporation at which the dissolution of said 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.

(NOTARIAL SEAL)

My Commission Expires: May 2nd., 1949

Elizabeth Flynn
(Notary Public)
(Elizabeth Flynn)

THE STATE TAX COMMISSION OF MARYLAND

Tax Payment Certificate

THE STATE TAX COMMISSION OF MARYLAND hereby certifies that all taxes payable to it by MACK FARM CORPORATION a Maryland corporation, except taxes barred by Section 160 of Article 81 of the Annotated Code of Maryland (1939 Edition) or otherwise, but including taxes for the current year, have been paid.

DATED:

August 20, 1947.

THE STATE TAX COMMISSION OF MARYLAND

By Harvey C. Eubanks
Harvey C. Eubanks

ARTICLES OF DISSOLUTION
OF
MACK FARM CORPORATION

received for record August 20, 1947 at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland August 20, 1947 as in conformity with law and ordered recorded.

A 9168

Owen E. Hitchins
William W. Travers
Commissioners

Recorded in Liber 251, folio 177, one of the Charter Records of the State Tax Commission of Maryland.

~~Capital---~~

~~Increase of Capital~~

Bonus tax paid \$None Recording fee paid \$15.00

(SEAL'S PLACE)

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

ARTICLES OF DISSOLUTION

THE FARMERS AND MERCHANTS BANK OF EASTON, MARYLAND : Be it remembered, that
 ARTICLES OF DISSOLUTION : on this 22nd, day of November
 : A.D. 1947, at 9:00 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:

FIRST: This is to certify that The Farmers and Merchants Bank of Easton, Maryland, a Maryland Corporation (hereinafter called the Bank), is hereby dissolved under Section 96 of Article 23 of the Annotated Code of Maryland (1939 Edition).

SECOND: (a): That the post office address of the place at which the principal office of the said Bank is located is Washington Street, Easton, Maryland.

(b): That the name and post office address of each of the Directors of the Bank are as follows:-

<u>NAME</u> :	<u>ADDRESS</u> :-
Davis C. Burroughs	Easton, Maryland
T. Hughlett Henry	Easton, Maryland
T. Hughlett Henry, Jr.	Easton, Maryland
Harvey J. Jarboe	Sherwood, Maryland
Walter S. McCord	Easton, Maryland
Edward T. Miller	Easton, Maryland
A. L. Nichols (now deceased)	Easton, Maryland
William S. Wilson	Easton, Maryland
Harry N. Wilson	Easton, Maryland

(c): That the name, title and post office address of each of the Officers of said Bank is as follows:-

<u>NAME</u> :-	<u>TITLE</u> :	<u>ADDRESS</u> :
T. Hughlett Henry	President	Easton, Maryland
A. L. Nichols (now deceased)	Vice-President	Easton, Maryland
Maurice A. Stewart	Cashier	Easton, Maryland
Hypatia S. Ross	Assistant-Cashier	Easton, Maryland
E. Sheldon Blades, Jr.	Assistant-Cashier	Easton, Maryland
Norman H. Leonard	Assistant-Cashier	Trappe, Maryland

THIRD: That The Easton National Bank of Maryland assumed all obligations of Bank arising on deposit accounts and contracts of rental of safe deposit boxes, and contracts of rental of safe deposit boxes, and that the Bank has no known creditors.

FOURTH: That there are attached hereto certificates of the Comptroller of the Treasury of Maryland, State Tax Commission of Maryland and the Collectors of Taxes of Baltimore County, Caroline County, Dorchester County, Prince George County, Queen Anne's County, Talbot County, Washington County and Wicomico County, and the Collector of Taxes of the following Towns:-

Baltimore City, Federalsburg, Hillsboro, Cambridge, Upper Marlboro, Takoma Park, Easton, Oxford, St. Michaels, Trappe, Hagerstown and Salisbury; that all taxes payable to them by the Bank, Except taxes barred by Section 160 of Article 81 of the Annotated Code of Maryland (1943 Supplement), or otherwise, but including taxes for the year 1947, have been paid.

FIFTH: That a majority of the whole Board of Directors of the Bank by resolution adopted at a meeting of the Board of Directors, duly convened and held on the 24th day of January - - , 1947, duly advised the dissolution of the Bank, and called a meeting of the Stockholders to take action thereon.

E. examined

SIXTH: That the meeting of the Stockholders of the Bank, called by the Board of Directors as aforesaid, and duly warned in the manner provided by law, was held at the principal office of said Bank in the town of Easton, Talbot County, Maryland, on the 10th day of February - - -, 1947, and at said meeting the stockholders, by the affirmative vote of the holders of two-thirds of the shares of each class outstanding and entitled to vote thereon, duly authorized the dissolution of the Bank,

IN WITNESS WHEREOF, The Farmers and Merchants Bank of Easton, Maryland, has caused these presents to be signed in its name and on its behalf by its President and Cashier, and its corporate seal to be hereto attached and attested by its Cashier on this 19th day of September, in the year one thous and nine hundred and forty-seven.

ATTEST:

	(CORPORATE)	THE FARMERS AND MERCHANTS BANK
	(S E A L .)	OF EASTON, MARYLAND
Maurice A. Stewart (Maurice A. Stewart) Cashier		By: T. Hughlett Henry President (T. Hughlett Henry)

STATE OF MARYLAND,

COUNTY OF TALBOT, ss:

I HEREBY CERTIFY, That on the 19th day of September, in the year one thousand nine hundred and forty-seven, 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 in the name and on behalf of said Bank acknowledged the foregoing Articles of Dissolution to be the corporate act of said Bank; and at the same time personally appeared MAURICE A. STEWART and made oath in due form of law that he was Cashier and Secretary of the meeting of Directors of said Bank at which the dissolution of the Bank 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.

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

(NOTARIAL SEAL)

Elizabeth Flynn
(Notary Public)
(Elizabeth Flynn)

My Commission Expires: May 2nd., 1949

THIS IS TO CERTIFY that according to the recors of the State Tax Commission assessments of personal property taxable to THE FARMERS AND MERCHANTS BANK OF EASTON, MARYLAND a Maryland corporation, have been certified to the following counties and cities for the collection of taxes thereon, which taxes are not barred by Section 160 of Articles 81 or otherwise:

Counties	Towns
BALTIMORE County	Baltimore City
Caroline	Federalburg
	Hillsboro
Dorchester	Cambridge
Prince George's	Upper Marlboro
	Takoma Park
Queen Anne's	
Talbot	Easton
	Oxford
	St. Michaels
	Trappe
Washington	Hagerstown
Wicomico	Salisbury

This certificate is made pursuant to Chapter 775 of the Acts of 1945.

WITNESS my hand and the Seal of the State Tax Commission of Maryland,

Baltimore this 25th day of August 1947.

Albert E. Leffler
Acting Secretary

Office of Comptroller

THIS IS TO CERTIFY That the books of the State Comptroller's Office show that all taxes and charges due the State of Maryland, payable through the said office as of the date hereof by THE FARMERS AND MERCHANTS BANK have been paid.

WITNESS my hand and official seal this fourteenth day of May, A.D. 1947.

James J. Lacy Comptroller

SEAL

TOWSON, MARYLAND

May 14, 1947

This is to certify that the records of the County Treasurer's Office of Baltimore County show that taxes assessed to the Farmers and Merchants Bank of Easton, Maryland by Baltimore County have been paid for the year 1945 which was the last payment made to this County. The date of the payment in question was June 15, 1945 and it was based on certificateion received from the State Tax Commission.

The State Tax Commission did not certify any assessments against the Farmers and Merchants Bank of Easton, Maryland for the years 1946 and 1947 which fact has been confirmed over the telephone by Mr. Blackstone of the State Tax Commission.

This certificateion applies to all taxes except those barred by Section 160 of Article 81.

Charles L. Hammond
Treasurer of Baltimore
County

CAROLINE COUNTY, TREASURER

May 13, 1947

The Farmers & Merchants Bank
Easton, Maryland

I hereby certify that all taxes payable to Caroline County have been paid by the Farmers and Merchants Bank of Easton, Maryland, except taxes barred by Section 160 of Articles 81 of otherwise, but including taxes for the year in which the dissolution is to be effective.

Very truly yours,

William S. Orme, Treasurer

May 28, 1947

Farmers & Merchants Bank
Easton, Maryland

Certificate is hereby made that all taxes payable to Dorchester County by the Farmers & Merchants Bank of Easton, Maryland has been paid, including 1947.

John S. Skinner, Treasurer

COUNTY TREASURER
Prince George's County

July 31, 1947

State Tax Commission
Baltimore, Maryland

This is to certify that all taxes assessed to the Farmers and Merchants Bank

of Easton, Maryland, have been paid, including taxes for 1947; except those barred by Section 160 Article 81.

James B. Bland Treasurer

Centreville Maryland

July 7, 1947

Farmers & Merchants Bank
Easton, Maryland

Gentlemen:

This is to certify that all taxes assessed to The Farmers and Merchants Bank of Easton, Maryland, are paid to and including the last year for which a certification has been made.g

Yours very truly,

Frances C. Legg Clerk

COMMISSIONERS OF TALBOT COUNTY, MARYLAND

July 29, 1947.

Farmers & Merchants Bank
Easton, Maryland

Gentlemen:

This is to certify that all taxes assessed by The Farmers and Merchants Bank of Easton, Maryland, are paid up to and including the last year for which a certification has been made.

Yours very truly

Charles N. Sheridan Clerk.

HUGH K. TROXELL
Washington County, Maryland

The Farmers and Merchants Bank
Easton, Maryland

Attention: Mr. Maurice Stewart

Dear Mr. Stewart:

this is to advise that State and County Taxes taxes for the above Bank were paid for the year 1945 as certificate to us by the State Tax Commission.

No certifications have yet been received for the year 1946 and 1947.

Very truly yours,

Hugh K. Troxell
County Treasurer

Salisbury, Maryland

June 6, 1947

Farmers & Merchants Bank
Easton, Maryland

Gentlemen:

This is to certify that all taxes assessed to The Farmers and Merchants Bank of Easton, Maryland, have been paid to and including the year 1947; except those barred by section 160 of Article 81.

Enclosed, herewith, please find receipt covering 1947 taxes in the amount of \$2.77.

Very truly yours,
Charles W. Bennett

BUREAU OF RECEIPTS
May 16, 1947

TO WHOM IT MAY CONCERN:

THIS IS TO CERTIFY: - that Maryland Corporation tax bills in the name of Farmers & Merchants Bank of Easton Maryland are paid to and incuding the year 1947.

Yours respectfully,

J. A. Naughton
Asst. Supervisor of Billing

Federalburg, Maryland
August 25, 1947

This is to certify that all taxes assessed to the Farmers and Merchants Bank of Easton, Maryland, have been paid, including the year 1947; except these barred by Section 160 Article 80, or otherwise.

Mayor and Council of Federalburg
Doretta N. Nagle

Hillsboro, Maryland

This is to certify that all taxes assessed to The Farmers & Merchants Bank of Easton, Maryland have been paid.

Virginia W. Holt
Sept 11, 1947

Cambridge Maryland
June 2, 1947

Maurice A. Stewart
Farmers & Merchants Bank
Easton, Maryland

Dear Mr. Stewart:

This is to certify that all local taxes assessed to The Farmers & Merchants Bank of Easton, Maryland, have been paid including the year 1947; except those barred by Section 160 Article 81.

Witness my hand and the seal of The City of Cambridge, Md. this 2nd day of June 1947.

W. L. Daie

Upper Marlboro, Maryland
August 11, 1947

This is to certify that all taxes assessed to The Farmers and Merchants Bank of Easton, Maryland, have been paid, including the taxes for the year 1947; except those barred by Section 160 Article 81 or otherwise.

Charles L. Wood

Takoma Park, Md.
May 13, 1947

The Farmers & Merchants Bank
Easton, Maryland

Gentlemen:

In reply to your letter of Mary 12th regarding t~~z~~x on personal property, please be advised that the Town of Takoma Park has no taxes against yourbank, as we do not collect taxes on personal property in the Town of Takoma Park. The only tax that we collect is real estate tax.

Very truly yours,
J. Wilson Dodd

Easton, Maryland

July 1, 1947

Mr. Maurice A. Stewart
Easton, Maryland

Dear Sir:

As requested in your letter of June 5th I hereby make the following certification:

That all taxes assessed to The Farmers & Merchants Bank of Easton, Maryland, have been paid including taxes for the year 1947, except those barred by Section 160 Article 81.

Very truly yours,

R. M. Wilkinson

Oxford, Maryland

Re---Farmers and Merchants Bank of Easton, Maryland

From --- Commissioners of Oxford, Oxford, Maryland

This is to certify that all taxes assessed to the Farmers and Merchants bank of Easton, Maryland, have been paid, including taxes for the year 1947; except those barred by Section 160 Article 81.

Commissioners of Oxford
Wilsie S. Gibson

St. Michaels, Maryland
June 2, 1947

Farmers & Merchants Bank
Easton, Maryland

This is to certify that all taxes assessed to the Farmers and Merchants Bank of Easton, Maryland, have been paid, including taxes for tyeyear 1947; except those barred by Section 160 Article 81_

Commissioners of St. Michaels,
Mary A. Sewell Collector

Trappe, Maryland
June 18, 1947

The Farmers & Merchants Bank
Easton, Maryland

Dear Sirs:

This is to certify that all taxes assessed to the Farmers & Merchants Bank of Easton, Maryland by the Town of Trappe, have been paid including the year 1947, except those barred by Section 160 Article 81.

Ernest Ornett

Hagerstown, Maryland
August 6, 1947

Farmers & Merchants Bank
Easton, Maryland
Attention: Mr. Maurice A. Stewart

Dear Mr. Stewart:

This is to certify that all taxes assessed to The Farmers and Merchants Bank of Easton, Maryland, have Been paid including the year 1947; except those barred by Section 160 Article 81, or otherwise_

Very truly yours,
Clyde R. Stouffer

Affixed hereot is the official seal of the Corporation of Hagerstown.

Salisbury, Maryland

May 15, 1947

Maurice A. Stewart
Farmers & Merchants Bank
Easton, Maryland.

Dear Mr. Stewart:

I have your letter of May 12th in which you asked for a state of unpaid taxes if any and if not a statement certifying that there are no unpaid taxes against your Corporation at this time.

For your information I herewith certify that there are no unpaid taxes against your Corporation which have been assessed by the Mayor and Council of Salisbury and trust this is sufficient for your use.

Very truly yours,
Wade H. Insley Jr.

ARTICLES OF DISSOLUTION

OF

THE FARMERS AND MERCHANTS BANK OF EASTON, MARYLAND

received for record September 22, 1947 at 9:00 o'clock A.M., and approved by the State Tax Commission of Maryland September 22, 1947 as in conformity with law and ordered recorded.

A 9239

Jos. H. A. Rogan

William W. Travers
Commissioners

Recorded in Liber 253, folio 287, one of the Charter Records of the State Tax Commission of Maryland.

-Capital--

Increase of Capital--

Bonus tax paid \$None Recording fee paid \$15.00

(S E A L ' S P L A C E)

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
Secretary

ALBERT W. WARD

ARTICLES OF DISSOLUTION

THE TALBOT LABOR COOPERATIVE, INCORPORATED : Be it remembered, that on this
 ARTICLES OF DISSOLUTION : 21st day of February, A. D. 1948,
 at 9:00 o'clock A. M., the follow-
 ing Articles of Dissolution or Instrument of Writing was received to be recorded
 and is accordingly enrolled as follows, to wit:

THIS IS TO CERTIFY:

FIRST: That The Talbot Labor Cooperative, Incorporated, (hereinafter called the Corporation) is hereby dissolved under Section 96 of Article 23 of the Annotated Code of Maryland (1939 Edition).

SECOND: (a) That the post-office address of the place at which the principal office of the Corporation is located is County Building, Easton, Maryland.

(b) That the name and post-office address of each of the directors of the Corporation are as follows:

J. Franklin Baker - Trappe, Maryland
 D. Earle Kemp - McDaniel, Maryland
 William Robert Cosden - Cordova, Maryland
 Percy J. Shortall - Easton, Maryland
 E. H. Nostrand - Easton, Maryland.

(c). That the name, title and post-office address of each of the officers of the Corporation are as follows:

J. Franklin Baker - President - Trappe, Maryland.
 E. H. Nostrand - Vice-President - Easton, Maryland.
 Lola M. Blades - Secretary - Easton, Maryland
 Lola M. Blades, - Treasurer - Easton, Maryland.

THIRD: That the Corporation has no known creditors.

FOURTH: That on or before the third day of December, 1947, notice that dissolution of the Corporation had been authorized pursuant to the provisions of Section 96 of Article 23 of the Annotated Code of Maryland, was mailed, by registered mail, to the Comptroller of the Treasury, Annapolis, Maryland, and to the State Tax Commission of Maryland, Davison Building, Baltimore-1, Maryland; no certification having been made by said State Tax Commission of Maryland to said Corporation of Collector of Taxes of any County, or City, of Maryland to which said Commission had certified any assessment of personal property taxable to such Corporation for any year for which the collection of taxes thereon was not barred by Section 160 of Article 81, or otherwise.

FIFTH: That this Corporation is composed of members, and has no capital stock.

SIXTH: That a majority of the whole Board of Directors, by resolution adopted at a meeting of the Board of Directors duly convened and held on the 11th day of November, 1947, duly advised dissolution of the Corporation and called a meeting of members to take action thereon.

SEVENTH: That the meeting of the members of the Corporation, called by the Board of Directors, as aforesaid, and duly warned in the manner provided by law, was held by adjournment at its office in the County Building, Easton, Maryland, on December 2nd., 1947, and at said meeting the members, by the affirmative vote of

Examined

more than two-thirds of the members of said Corporation outstanding and entitled to vote thereon, duly authorized the dissolution of the Corporation.

IN WITNESS WHEREOF, The Talbot Labor Cooperative, 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 this 24th day of December, A. D., in the year one thousand nine hundred and forty-seven.

ATTEST:

Lola M. Blades,
Lola M. Blades
Secretary

(SEAL'S PLACE)

THE TALBOT LABOR COOPERATIVE
INCORPORATED,

BY: J. Franklin Baker
J. Franklin Baker
President

STATE OF MARYLAND COUNTY OF TALBOT SS:

I HEREBY CERTIFY, That on December 24th 1947, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Talbot, personally appeared J. Franklin Baker, President of The Talbot Labor Cooperative, 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 D. Earle Kemp, and made oath in due form of law that he was Secretary of the meeting of Members of said Corporation at which the dissolution of said 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.

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

(Notarial Seal)

Elizabeth Flynn
Elizabeth Flynn
Notary Public

My commission expires: May 2nd., 1949

OFFICE OF COMPTROLLER
TREASURY DEPARTMENT
ANNAPOLIS, MARYLAND

THIS IS TO CERTIFY, That the books of the State Comptroller's Office show that all taxes and charges due the State of Maryland, payable through the said office as of the date hereof by THE TALBOT LABOR COOPERATIVE, INCORPORATED have been paid.

WITNESS my hand and official seal this fifteenth day of December, A. D. 1947.

(signed) James J. Lacy, Comptroller

ARTICLES OF DISSOLUTION

OF

THE TALBOT LABOR COOPERATIVE, INCORPORATED

received for record December 29, 1947, at 11:00 o'clock A. M., and approved by the State Tax Commission of Maryland December 29, 1947 as in conformity with law and ordered recorded.

A 10043

Jos. H. A. Rogan

William W. Travers
Commissioners

Recorded in Liber 261, folio 476, one of the Charter Records of the State
Tax Commission of Maryland.

Capital

Increase of Capital

Bonus tax paid \$----- Recording fee paid \$15.00

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
Albert W. Ward
Secretary

ARTICLES OF AMENDMENT

THE WATKINS AUTO SUPPLY COMPANY, INCORPORATED : Be it remembered,
ARTICLES OF AMENDMENT OF CERTIFICATE OF INCORPORATION : that on this 21st day of
February, A. D. 1948, at
9:00 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:

FIRST: That the Board of Directors of The Watkins Auto Supply Company, Incorporated, a Maryland corporation having its principal office in Easton, Talbot County State of Maryland (hereinafter called the "Corporation"), at a meeting duly called and held on the tenth day of October, 1947, adopted the following resolutions:

"RESOLVED, that it is advisable to amend the Certificate of Incorporation of this Company by striking out Section 7 thereof and inserting in lieu thereof the following:

'7. The Corporation shall have not less than three nor more than nine Directors.'

"AND BE IT FURTHER RESOLVED, that the admendment so advised be presented for the consideration and action of the stockholders of the Company at a special meeting of stockholders, which is hereby called to convene at the residence of Mr. Charles S. Todd, Easton, Maryland, on October 10, 1947, at 2:15 o'clock in the afternoon."

SECOND: That the meeting of the stockholders of the Corporation called by the Board of Directors of the Corporation, as aforesaid, was held on the tenth day of October, 1947, pursuant to written Waiver of Notice duly executed and filed with the records of the Corporation, and, at said meeting, the stockholders by the affirmative vote of 4,800 shares out of a total of 5,000 shares of stock outstanding, with no dissenting votes being cast, duly adopted the amendment of the Certificate of Incorporation of the Corporation advised by the Board of Directors, as aforesaid.

THIRD: That the Certificate of Incorporation of the Corporation is hereby amended by striking out Article 7 of the Certificate of Incorporation and inserting in lieu thereof the following:

"7. The Corporation shall have not less than three nor more than nine Directors."

Examined

FOURTH: That the amendment of the Certificate of Incorporation involves no increase or reduction in either the authorized or outstanding capital stock of the Corporation.

IN WITNESS WHEREOF, The Watkins Auto Supply 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 this 24th day of October, 1947.

(SEAL'S PLACE)

THE WATKINS AUTO SUPPLY, INCORPORATED

ATTEST:

BY: James J. Raughley
James J. Raughley
President

Robert Carreau
Robert Carreau
Secretary

STATE OF MARYLAND)
) SS:
COUNTY OF TALBOT)

This is to certify that on the twenty-fourth day of October, 1947, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Talbot aforesaid, personally appeared James J. Raughley, President of The Watkins Auto Supply Company, 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 the Corporation.

WITNESS my hand and notarial seal the day and year aforesaid.

(Notarial Seal)

Frieda R. Council
Frieda R. Council
Notary Public

My commission expires: May 2, 1949

STATE OF MARYLAND)
) SS:
CITY OF BALTIMORE)

This is to certify that on the eighteenth day of November, 1947, before me, the subscriber, a Notary Public of the State of Maryland, in and for the City of Baltimore aforesaid, personally appeared Clyde Y. Mooris, 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 Certificate of Incorporation 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.

WITNESS my hand and notarial seal the day and year aforesaid.

(Notarial Seal)

Delphine Selph
Delphine Selph
Notary Public

My commission expires: May 2, 1949

ARTICLES OF AMENDMENT

OF

THE WATKINS AUTO SUPPLY COMPANY, INCORPORATED

received for record November 24, 1947 at 3:15 o'clock P. M., and approved by the State Tax Commission of Maryland November 24, 1947 as in conformity with law and ordered recorded.

A 9745

Jos. H. A. Rogan

Owen E. Hitchins
Commissioners

Recorded in Liber 258, folio 398, one of the Charter Records of the State
Tax Commission of Maryland.

~~Capital~~

~~Increase-of-Capital~~

Bonus tax paid \$ None Recording Fee paid \$10.00

TO THE CLERK OF THE CIRCUIT COURT FOR TALBOT COUNTY

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorse-
ments 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
Albert W. Ward
Secretary
