

1953	Avon Furniture Corporation	Change of Name	53
1954	Anthony E. Latham, Inc.	Articles of Incorporation	58
"	Adams Industries, Inc.	Same	104
"	Steenon, H. B., Inc.	Same	126
1955	The Anderson-Smith Lumber Co.	Same	147
"	Steenon, H. B., Inc.	Stock Issuance Statement	144
"	The Avon Airline Agency, Inc.	Articles of Amendment	186
"	Adams Industries, Inc.	Same	182
"	Same	Same	205
1956	Same	Stock Issuance Statement	225
"	American Hatchery Engineers, Inc.	Articles of Incorporation	226
"	Avon Airline Agency, Inc.	Change of President & Sub. etc.	231
"	American Hatchery Engineers, Inc.	Stock Issuance Statement	241

B

1953	Brotherhood Friendship Club of Okawitt, Inc.	Articles of Incorporation	39
1954	The Blue Lantern Inn, Inc.	Same	66
1955	Boymann Men's Club, Inc.	Same	216
"	Way State's Adjusters, Inc.	Same	220
1956	Dormeo, Inc.	Articles of Incorporation	242
"	Barrett's Cove Poultry Farm, Inc.	Articles of Incorporation	267



C

1953	Dick. Charles J. Richardson, Inc.	Articles of Incorporation	31
1954	Chesapeake Estates & Farms, Inc.	Same	90
"	C. Albert Matthews, Inc.	Same	112
"	Same	Stock Issuance Statement	124
1955	Cordova Transport, Inc.	Articles of Incorporation	198
"	Cain's Tavern, Inc.	Same	201
1956	Colonial Acceptance Corp.	Same	236
"	The Country School, Inc.	Articles of Amendment	285
"	Camp Mimosa, Inc.	Articles of Incorporation	287
1957	Chapel Memorial Hall, Inc.	Same	291

D

1953

Wayt Company, Incorporated

Stock Issuance Statement

1

" same

Certificate of Incorporation

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" Armarva Sharron Fabrics, Inc.

Articles of Amendment

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1954 Lunn's Men's & Boys Shop, Inc.

Articles of Incorporation

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1953	The Easton Roofing Co.	Articles of Incorporation	22
"	Easton Trucking Corporation	Same	36
"	Easton Furniture Products Co.	Same	42
"	Easton Junior Chamber of Commerce Inc.	Same	102
195	The Easton Players, Inc.	Same	164
"	Easton Steel Service, Inc.	Same	206
"	Same	Stock Issuance Statement	214
195	Easton Wholesale Grocery Co.	Change name to Easton Wholesale Co., Inc.	254

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1954
1955

Hoy's Department Store, Inc.
Opme

Articles of Incorporation
Stockholders Statement

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G

1953	Howard Furniture Co. of Easton, Md.	Change of Name from Wood Furniture Co.	53
1954	Hayden Heater Company	Articles of Incorporation	61
"	H. F. Hallock, Inc.	Same	93
"	The Hallock Corporation	Same	97
"	Historical Society of Calver Co. Md. Inc.	Same	116
"	H. B. Steiner, Inc.	Same	126
"	Same	Stock Insurance Statement	144
1955	Howard St. German Co., Inc.	Articles of Amendment & Restatement of Charter	191
"	Howard Furniture Co. of Easton, Md.	Articles of Amendment	196
1956	Hallowell Chevrolet Sales Co.	Articles of Incorporation	248

H

1956 International Marketers, Incorporated

Articles of Incorporation

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I

1954 J. McKenny Hillis & Son, Inc.

Articles of Amendment

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J

1954 Kirby Farms, Inc.
" " Same

Articles of Incorporation
Stock Insurance Statement

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L

1953	Miles Marine Block Inc.	Certificate of Incorporation	8
"	M. H. Oyster, Inc.	" " "	29
"	Same	Stock Issuance Statement	48
1954	Same	Same	57
"	Matthews, C. Albert, Inc.	Articles of Incorporation	112
"	Same	Stock Issuance Statement	124
1955	Mid Atlantic Metal Fabricators, Inc.	Articles of Incorporation	136
"	Maple Hill Farm, Inc.	Articles of Incorporation	210
1956	M. Hatchery Service, Inc.	Change of Resident Agent No.	235
"	Md. Credit Finance Corp.	Change Name to Bay State Accept. Corp.	252
"	Mariners Virginia Realty Co., Inc.	Articles of Incorporation	260
"	M. Makar Oil Co., Inc.	Same	282

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Mc

Mc

1954	Hoble Motor Rebuilders, Inc.	Articles of Amendment	70
"	The Hoble Motor Co.	Same	72
1957	National Crushed Limestone Institute	Resolution	297
"	National Agricultural Limestone Institute	Same	297

N



1953 Oyster, Ch. H., Inc.
" Same
1954 Same

Articles of Incorporation
Stock Issuance Statement
Same

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48
57

0

1954 *Pencil & Walker, Inc.*
1955 *Purity Gypsum Pentacetal Union of Sycamore*

Articles of Incorporation
Same

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Q

1953	Real Estate Board of Talbot Co. Inc, The	Certificate of Incorporation	17
"	Pickardson, Charles J., Inc.	" "	31
1955	Lido Vista Beach Club, Inc.	" "	133
"	Robert B. Dixon & Co., Inc.	Articles of Amendment	186
1956	Lurre Furniture Corp.	Articles of Incorporation	270

R

1953	St. Mark's Methodist Church	Articles of Incorporation	46
1954	St. Luke's Methodist Church of St. Michaels	Same	120
1955	Southern States Export Spinnery, Co. Sp.	Articles of Amendment	141
"	Standard Auto Supply Co.	Articles of Incorporation	187
1956	Shore Decorators, Inc.	Same	279
1957	Seymour Builders, Inc.	Same	293



1953	Adewater Building & Loan Assoc, The	Articles of Incorporation	14
"	Trabbe Frozen Foods Corporation	Articles of Amendment	16
"	Omaha Council, Incorporated	Articles of Incorporation	19
"	Salvat County Horse Show Assn. Inc.	" " "	26
1954	Adewater Development Corporation, Salvat	" " "	122
"	Spafco Laboratories, Inc.	Change of Resident Agent etc.	132
1955	Trappe Frozen Foods Corporation	Articles of Amendment	162
"	Trappe Landing Grain Co., Inc.	Articles of Incorporation	172
"	Trappe Feed Service, Inc.	Same	177
1956	Torberg - Felle Corp.	Articles of Association	245
"	Salvat Lumber & Mfg. Co.	Articles of Incorporation	263

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1956 United Fund of Dallas Co., Inc.

Officers of Incorporation

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V

1954	Shelley J. McNenny & Co., Inc.	Articles of Amendment	55
"	Shelley Farms, Inc.	Stock Insurance Statement	108
"	Amodes Corporation	Articles of Revival	110
"	West Ballast Improvement Assn., Inc.	Articles of Incorporation	154
1956	Hightman Electronic Engineering Co., Inc.	Done	256

1955	Young Men's Christian Assn. of Dallas Co., Inc.	Articles of Incorporation	156
"	Young Jackson, Inc.	Same	167
"	Same changing its name to		
"	Young Jackson of Ector, Ok., Inc.	Articles of Amendment	184

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DAY & COMPANY, INCORPORATED

STOCK ISSUANCE STATEMENT

Be it remembered that on this 7th day of April, A.D. 1953 the following STOCK ISSUANCE STATEMENT or Instrument of Writing was received to be recorded and is accordingly enrolled as follows, to wit:

DAY & COMPANY, INCORPORATED

STOCK ISSUANCE STATEMENT

THIS IS TO CERTIFY:

FIRST: That the Board of Directors of DAY & COMPANY, INCORPORATED, a Maryland corporation having its principal office at 115 Federal Street, Easton, Maryland (hereinafter called the "Corporation"), at a meeting duly convened and held on January 8, 1953, by resolution

(a) Duly authorized the issuance of One Thousand Four Hundred Eighty-three (1,483) fully paid and non-assessable shares of the par value of One Hundred Dollars (\$100.) each of the common stock of the Corporation for the following consideration:

The Construction business of Paul T. Day, Jr., individually, trading as DAY & COMPANY, including all of its assets and subject to all of its liabilities as shown on the balance sheet of said business as of the close of business on December 31, 1952, which said balance sheet is as follows:

ASSETS

CURRENT ASSETS

Cash on Hand and in Banks		\$4 852 75
Accounts Receivable for Construction Earned on Uncompleted Contracts		
Current Estimate	\$140 244 33	
Retained Percentages	<u>62 491 93</u>	202 736 26
Inventory of Construction Materials		<u>4 948 64</u>
Total Current Assets		\$212 537 65

FIXED ASSETS (at Market Value)

Warehouse and Office Building (Subject to Mortgage)	\$16 000 00	
Construction Tools and Equipment	<u>43 350 00</u>	\$59 350 00
Total Fixed Assets		

TOTAL ASSETS

\$271 887 65

LIABILITIES

CURRENT LIABILITIES

Accounts Payable (Materials, Sub-Contractors' Current Estimates, etc.)	\$88 102 55	
Sub-contractors' retained Percentages	30 361 88	
Payroll Taxes	<u>2 592 67</u>	\$121 057 10
Total Current Liabilities		

LONG TERM LIABILITIES

Note-Easton National Bank - Unsecured	\$1 000 00	
Mortgage - Easton National Bank - Warehouse	<u>1 530 55</u>	\$2 530 55
Total Long Term Liabilities		

TOTAL LIABILITIES

\$123 587 65

Examined

NET WORTH OR CAPITAL

\$ 148 300 00

TOTAL LIABILITIES and CAPITAL

\$ 271 877 65

(b) Stated that, in its opinion, the actual value of said consideration is not less than One Hundred Forty-eight Thousand Three Hundred Dollars (\$148,300.00).

SECOND: That the Board of Directors was empowered so to do by the charter of the Corporation.

IN WITNESS WHEREOF, DAY & 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 January 13, 1953.

DAY & COMPANY, INCORPORATED

By Paul T. Day, Jr.
Paul T. Day, Jr. President

(SEAL)

ATTEST:

Elizabeth Wright
Elizabeth Wright, Secretary

STATE OF MARYLAND, TALBOT COUNTY, to wit:

I HEREBY CERTIFY, that on January 13, 1953, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Talbot, personally appeared PAUL T. DAY, JR., President of DAY & 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 ELIZABETH WRIGHT 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.

Dorothy H. Thompson
Notary Public

(SEAL)

My Commission expires:
May 4, 1953.

STOCK ISSUANCE STATEMENT

OF

DAY & COMPANY, INCORPORATED

approved by the State Tax Commission of Maryland January 16, 1953 and received for record January 16, 1953 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 4066

Owen E. Hitchins
William W. Travers
Commissioners

Recorded in Liber 409, folio 395, one of the Charter Records of the State Tax Commission of Maryland.

Capital -

Increase of Capital

Bonus tax paid \$.....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 endorsements thereon, has been 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

DAY & COMPANY, INCORPORATED
CERTIFICATE OF INCORPORATION

Be it remembered, that on this 7th day of April, A.D.1953, the following ARTICLES OF INCORPORATION, or Instrument of Writing was received to be recorded and is accordingly enrolled as follows, to wit:

DAY & COMPANY, INCORPORATED
CERTIFICATE OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we the subscribers, PAUL T. DAY, JR., DAVID J. MORTON, JR. and ELIZABETH WRIGHT, the post-office address of each of whom is 115 Federal Street, 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

DAY & COMPANY, INCORPORATED

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

- (1) To carry on and conduct a general contracting business, including the designing, constructing, enlarging, repairing, remodeling or otherwise engaging in any work upon buildings, roads, sidewalks, highways, bridges or manufacturing plants; and to engage in iron, steel, wood, brick, concrete, stone, cement, masonry and earth construction, and to execute contracts or to receive assignment of contracts therefor, or relating thereto.
- (2) To engage in and carry on any other business which may conveniently be conducted in conjunction with any of the business of the Corporation.
- (3) To purchase, lease, hire or otherwise acquire, hold, own, develop, improve and 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.
- (4) To purchase, lease, hire or otherwise acquire, hold, own, construct,

Examined

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.

(5) To acquire all or any part of the good will, rights, property and business of any person, firm, association, or corporation heretofore or hereafter engaged in any business similar to any business which the Corporation has the power to conduct, and to hold, utilize, enjoy and in any manner dispose of, the whole or any part of the rights, property and business so acquired, and to assume in connection therewith any liabilities of any such person, firm, association or corporation.

(6) To apply for, obtain, purchase or otherwise acquire, any patents, copyrights, licenses, franchises, trade-marks, trade names, rights, processes, formulas and the like, which may seem capable of being used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

(7) To acquire by purchase, subscription or 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.

(8) To purchase or otherwise acquire, and to hold, sell or otherwise dispose of, and to retire and re-issue, shares of its own stock of any class in any manner now or hereafter authorized or permitted by law.

(9) To borrow or raise money for any of the purposes of the Corporation, and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for 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.

(10) 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 or 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 that at any time may appear conducive to or expedient for the accomplishment of any of such objects and purposes.

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 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 115 Federal Street, Easton, Maryland. The resident agent of the Corporation is PAUL T. DAY, JR., whose post-office address is 115 Federal Street, Easton, Maryland. Said resident agent is a citizen of the State of Maryland and **actually** resides therein.

FIFTH: The total amount of the authorized capital stock of the Corporation is Two Hundred Thousand Dollars (\$200,000.00) divided into two thousand (2000) shares of common stock of the par value of One Hundred Dollars (\$100.00) each.

SIXTH: The Corporation shall have three directors, and PAUL T. DAY, JR., DAVID J. MORTON, JR. and ELIZABETH WRIGHT 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:

(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) 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 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.

(3) No holder of stock of any class shall be entitled as a matter of right

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to subscribe for or purchase any part of any new or additional issue of stock of any class or 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.

(4) 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.

(5) 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 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.

(6) 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.

(7) 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.

(8) 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.

(9) 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 any evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(10) 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 two-thirds 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 December 30, 1952.

Paul T. Day, Jr.
Paul T. Day, Jr.

David J. Morton, Jr.
David J. Morton, Jr.

Elizabeth Wright
Elizabeth Wright

STATE OF MARYLAND, TALBOT COUNTY, TO wit:

I HEREBY CERTIFY, that on December 30, 1952, before me, the subscriber, a Notary Public of the State of Maryland in and for the County aforesaid, personally appeared PAUL T. DAY, JR., DAVID J. MORTON, JR. and ELIZABETH WRIGHT, 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.

Dorothy H. Thompson
Notary Public

(SEAL) My Commission expires:
May 4, 1953.

ARTICLES OF INCORPORATION

OF

DAY & COMPANY, INCORPORATED

approved by the State Tax Commission of Maryland January 2, 1953 and received for record January 2, 1953 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 3933

Deeley K. Nice

Owen E. Hitchins
Commissioners

Recorded in Liber 408, folio 198, one of the Charter Records of the State Tax Commission of Maryland.

Capital - \$200,000.00 - 2000 shares of Common Stock of the par value of \$100 each

Increase of Capital

Bonus tax paid \$40.00 Recording fee paid \$14.00

To the clerk of the Circuit Court for Talbot County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been 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

CERTIFICATE OF INCORPORATION

OF

MILES MARINE DOCK, INC.

Be it remembered, that on this 7th day of April, A.D. 1953 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

MILES MARINE DOCK, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Kitty C. Hazen, whose Post Office address is St. Michaels, Maryland, Catherine B. Siccardi, whose Post Office address is St. Michaels, Maryland, and James F. Stewart, 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 intent of forming a corporation.

SECOND: The name of this corporation (which is hereinafter called the "corporation") is Miles Marine Dock, Inc.

THIRD: The purposes for which the corporation is formed and the business

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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 engage in and carry on the business and operation of a general merchandise store, yachtel, marina and shipyard, or either of them; and to manufacture, compound, buy, repair, rebuild, sell, rent, charter or otherwise deal in, at wholesale or retail, boats, yachts, and boat, yacht and store supplies, including drugs, patent and other medicines, notions, toys, chemicals, oils, oil products, paints, ice, ice cream, beverages, tobaccos, groceries, dry goods, sporting goods, hardware, paintings, art works, and all types of alcoholic beverages; and to operate marine railways and dockage facilities; as principal, factor, agent, contractor or otherwise, either alone or through or in conjunction with any person, firm, association or corporation.

To lease, purchase, sell, or otherwise deal in all such machinery, tools, equipment, appliances, vehicles, supplies and materials used in connection with the business carried on by the corporation; and to purchase, own, hold, lease, convey, mortgage, pledge, or otherwise dispose of or acquire lands, shipyards, buildings and other structures and property, real and personal of every class or description necessary or desirable for carrying on the aforesaid business of the corporation.

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

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 such obligation by mortgage, pledge, deed of trust, or otherwise.

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

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

To conduct its business in the State of Maryland and elsewhere, including the 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, territory, 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 St. Michaels, Maryland.

FIFTH: The corporation's resident agent who is a citizen of the State of Maryland and actually resident therein is William G. Hazen, whose Post Office address is St. Michaels, Maryland.

SIXTH: The total amount of the capital stock which the corporation shall be authorized to have is one hundred thousand dollars (\$100,000). The capital stock shall consist of ten thousand (10,000) shares, all of one class and with a nominal or par value of ten dollars (\$10) each. It is not intended that the entire amount of the capital stock herein authorized shall be required to be immediately subscribed, issued or taken. The Board of Directors of this corporation is hereby expressly empowered, pursuant to the laws of Maryland ^{as} / now or hereafter effective in the premises, to authorize the issuance of any number of the shares of said capital stock, from time to time, for such considerations as the said Board of Directors may deem advisable.

SEVENTH: The corporation shall have three Directors, however, the number of Directors may be increased or decreased in the manner provided for in the By-Laws of the corporation, except that the number of Directors shall never be less than three, and William G. Hazen, Kitty C. Hazen and Margaret C. Chaplin shall act as such until the first annual meeting and until their successors are duly chosen and qualified. Nothing herein shall be construed to prevent a Director's voluntary resignation at any time.

EIGHTH: The management of the business, property and affairs of the said corporation shall be vested in the Board of Directors, who shall dictate its general business policies, and, subject to any statutes or provisions of law, or the vote of the stock-holders, as required by law, shall determine all matter and questions pertaining to its business, property and affairs, 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 or any net profits over and above the capital stock paid in, to determine, subject to the limitations hereinbefore set forth, and as provided by law, whether any, and if any, what part of the surplus or net profit shall be declared dividends, and when to be paid to its stock-holders, and from time to time, to sell, assign, lease, mortgage, pledge or otherwise transfer and dispose of, any or all of the property, assets, franchises and rights of the corporation, but no lease or sale of all the property, assets, franchises and rights of the corporation, as an entity, shall be made except after first obtaining, at a duly called meeting of the stock-holders, 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 or conditions and upon such securities by way of pledge, or mortgage of corporate assets and property, or other manner of giving security, for the use of said corporation, as they may deem to be in the best interests thereof, and to exercise all the powers hereby conferred upon said corporation, or which are, or may be, conferred by the laws of this State; the above granted powers of this corporation and the Board of Directors thereof being intended in furtherance and not in limitation of the general powers conferred by law upon the Directors and the corporation.

NINTH: This corporation is to have perpetual existence.

TENTH: The private property of the stock-holders shall never be subject to the payment of corporate debts to any extent whatsoever.

IN WITNESS WHEREOF, we have signed this certificate of incorporation on this 10th day of January, 1953.

Kitty C. Hazen
Kitty C. Hazen

Catherine B. Siccardi
Catherine B. Siccardi

James F. Stewart
James F. Stewart

STATE OF MARYLAND, TALBOT COUNTY, to wit:

I HEREBY CERTIFY, That on this 10th day of January, 1953, before me, the subscriber, a notary public, of the State and County aforesaid, personally appeared Kitty C. Hazen, Catherine B. Siccardi and James F. Stewart, 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.

Helen Withgott

(SEAL)

ARTICLES OF INCORPORATION
OF
MILES MARINE DOCK, INC.

approved by the State Tax Commission of Maryland January 23, 1953 and received for record January 23, 1953 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

Owen E. Hitchins

William W. Travers
Commissioners

A 4130

Recorded in Liber 410, folio 205, one of the Charter Records of the State Tax Commission of Maryland.

Capital - \$1000,000 - 10,000 shares of \$10 par - all one class

Increase of Capital

Bonus tax paid \$20.00 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 endorsements thereon, has been 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

(SEAL)

Secretary

THE REAL ESTATE BOARD OF TALBOT COUNTY, INC.

CERTIFICATE OF INCORPORATION

Be it remembered, that on this 29th day of May, A.D. 1953 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:

THE REAL ESTATE BOARD OF TALBOT COUNTY, INC.

CERTIFICATE OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Harry P. Galligher, Francis G. Bartlett, Anne N. B. Lockhart, and W. Edwin Crouch, all of Easton, Talbot County, and State of Maryland, and 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 with the intention of forming a non-profit corporation without capital stock.

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

THE REAL ESTATE BOARD OF TALBOT COUNTY, INC.

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

1. To join in a common organization those professionally engaged in the real estate business in Talbot County.
2. To facilitate negotiations in real estate and to protect and promote the interests of its members and the public at large.
3. To formulate and enforce a Code of Ethics and Professional Practices governing the relationships of its members with each other and with the public.
4. To promote the enactment of just and reasonable laws and ordinances affecting real estate and to oppose the enactment of any such legislation that would be unjust or unreasonable.

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 P. Turner whose post-office address is Box 297, Easton, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The management of this corporation shall be vested in a board of directors of not less than three or more than nine directors, as may be fixed by the by-laws. The directors shall be elected at the annual meeting by the members, and until such election or until their successors are duly qualified, the directors

Examined

of this corporation shall be the said Harry P. Galligher, Francis G. Bartlett, Anne N. B. Lockhart, and W. Edwin Crouch.

SIXTH: This corporation shall have no capital stock, and shall pay no dividends or salary to its incorporators or the board of directors.

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

1. The corporation may charge such dues and other fees as shall be set from time to time by the board of directors.

2. The corporation is empowered to purchase, sell, lease, and improve real estate and to construct, equip, operate, lease, rent, hire, and manage buildings to be used primarily as an office for the conduct of the business and objects set forth in THIRD above.

3. The corporation is empowered to carry on any other business which may seem to the corporation to be calculated directly to effectuate the objects set forth THIRD above.

4. The board of directors shall have authority to recommend the adoption and amendment of such by-laws as they deem best, not inconsistent with these articles of incorporation, as may be necessary or desired in the conduct of the business of the corporation, such by-laws and amendments thereof to become effective only by a vote of two-thirds (2/3) of the members present at a regular or special meeting, provided at least three (3) days notice has been given personally or sent by regular mail to all members of any proposed by-law or amendments thereto, and the place, date and time of the meeting when said proposed amendment will be presented for adoption.

5. These articles of incorporation may be amended in any particular by a vote of two-thirds (2/3) of the members present at a regular or special meeting, provided at least three (3) days notice has been given personally or sent by regular mail to all members of any proposed amendment, and the place, date and time of the meeting when said proposed amendment will be presented for adoption.

IN WITNESS WHEREOF, we have signed this Certificate of Incorporation on this 27th day of February in the year one thousand nine hundred and fifty-three.

TEST:

Anne B. Perry

Frances D. Smith

Anne B. Perry

Anne B. Perry

Harry P. Galligher
Harry P. Galligher

Francis G. Bartlett
Francis G. Bartlett

Anne N. B. Lockhart
Anne N. B. Lockhart

W. Edwin Crouch
W. Edwin Crouch

STATE OF MARYLAND, COUNTY OF TALBOT, to wit:

I HEREBY CERTIFY That on this 27th day of February, 1953, before me, the subscriber, a notary public of the State of Maryland in and for the County of Talbot, personally appeared Harry P. Galligher, Francis G. Bartlett, Anne N. B. Lockhart,

and W. Edwin Crouch and severally acknowledged the Certificate of Incorporation to be their act.

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

Anne Bartlett Perry
Notary Public
(SEAL'S PLACE.)

ARTICLES OF INCORPORATION
OF

THE REAL ESTATE BOARD OF TALBOT COUNTY, INC.

approved by the State Tax Commission of Maryland March 2, 1953 and received for record March 2, 1953 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 4490

Deeley K. Nice

William W. Travers
Commissioners

Recorded in Liber 414, folio 253, 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 Circuit Court for Talbot County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Tax Commission of Maryland.

AS WITNESS my hand and the seal of the said Commission at Baltimore.

Albert W. Ward
Secretary

(SEAL'S)
(PLACE.)

ARTICLES OF INCORPORATION
OF

THE TIDEWATER BUILDING AND LOAN ASSOCIATION, INC.

Be it remembered, that on this 29th day of May, A.D. 1953 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:

ARTICLES OF INCORPORATION
OF

THE TIDEWATER BUILDING AND LOAN ASSOCIATION, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, W. Edwin Crouch, whose post

office address is Easton, Talbot County, Maryland, Harry L. Burkett, whose post office address is Easton, Talbot County, Maryland, and Zebulon H. Stafford, whose post office address is Easton, Talbot County, Maryland, all being of full legal age, do, under and by virtue of the Special Laws of the State of Maryland, authorizing the formation of Building & Loan 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 TIDEWATER BUILDING AND LOAN ASSOCIATION, INC.

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

a) To raise money to be loaned to its members to facilitate building of homes and improvement of real and leasehold property; to assist its members in saving and accumulating money and in obtaining the largest possible interest on same; to effect loans on personal property or otherwise; to purchase, acquire, own, hold, lease, convey, mortgage, transfer or otherwise acquire or dispose of lands or any interest therein; to erect, maintain, purchase, rent, hire, let or otherwise acquire, dispose of or convey any buildings or structures of any kind or character, or any interest therein.

b) 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, to exercise and enjoy all other powers, rights and privileges granted to or conferred upon corporation of this character by the Laws of the State of Maryland; the enumeration of 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 will be located is Easton, Maryland. The resident agent of said Corporation is W. Edwin Crouch, whose post office address is Easton, Maryland. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: The Corporation shall have not less than three (3) and not more than eleven (11) Directors, and W. Edwin Crouch, Harry L. Burkett and Zebulon H. Stafford shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total amount of the authorized stock is One hundred thousand (100,000.00) Dollars par value common stock, divided into Ten thousand (10,000) shares of the par value of Ten (\$10.00) Dollars each.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 17th day of March A.D. 1953.

TEST:

Vera Worm

Vera Worm

W. Edwin Crouch (SEAL)
W. Edwin Crouch

Harry L. Burkett (SEAL)
Harry L. Burkett

Vera Worm

Zebulon H. Stafford (SEAL)
Zebulon H. Stafford

STATE OF MARYLAND, TALBOT COUNTY, to wit:

I HEREBY CERTIFY, that on this 17th day of March, in the year one thousand nine hundred and fifty-three, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared W. Edwin Crouch, Harry L. Burkett and Zebulon H. Stafford, the above named incorporators, and severally acknowledged the foregoing Articles of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.

(NOTARIAL SEAL)

Vera Worm

Notary Public

My Commission expires
May 4, 1953.

ARTICLES OF INCORPORATION

OF

THE TIDEWATER BUILDING AND LOAN ASSOCIATION, INC.

approved by the State Tax Commission of Maryland March 18, 1953 and received for record March 18, 1953 at 11:00 o'clock A.M. as in conformity with law and ordered recorded.

A 4650

Deeley K. Nice

William W. Travers
Commissioners

Recorded in Liber 416, folio 11, one of the Charter Records of the State Tax Commission of Maryland.

Capital - \$100,000.00 - par common - 10,000 shares par \$10.00

Increase of Capital

Bonus tax paid \$20.00 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 endorsements thereon, has been 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

TRAPPE FROZEN FOODS CORPORATION

ARTICLES OF AMENDMENT

Be it remembered, that on this 1st day of August, A.D. 1953 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:

TRAPPE FROZEN FOODS CORPORATION

ARTICLES OF AMENDMENT

Examined

TRAPPE FROZEN FOODS CORPORATION, a Maryland Corporation, having its principal office in Talbot County, State of Maryland, (hereinafter called the Corporation), hereby certifies to the State Tax Commission of Maryland, that:

FIRST: The charter of the Corporation is hereby amended by striking out Article Third of the Certificate of Incorporation and inserting in lieu thereof the following:

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 buy, own, hold, lease, rent, erect, maintain and operate warehouses, storage houses, and buildings and structures of all kinds usable or which may be used for warehousing purposes; to conduct, operate and generally engage in the warehousing business both public and private, whether in property of the Corporation or on property of others leased for such purpose, and to accept for storage all types of property, including foodstuffs, raw, processed, canned, or frozen; to issue warehouse receipts (negotiable or non-negotiable in form) on any products store or warehoused with the Company; to buy, sell, hypothecate and in all ways deal in warehouse receipts, whether issued by the Corporation or any other person, firm or corporation, and generally to do all things necessary or desirable for the successful conduct of a public warehousing business.

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 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.

SECOND: The Board of Directors of the Corporation at a meeting duly convened and held on January 21st, 1953, adopted a resolution in which was set forth the a-foregoing Amendment to the Charter, declaring that the said amendment to the charter was advisable, and directing that it be submitted for action thereon at the annual meeting of the Stockholders of the Corporation to be held on February 28th, 1953.

THIRD: Notice setting forth a summary of the changes to be effected by said amendment and stating that the purpose of the meeting of the stockholders would be to take action thereon, was given, as required by law, to all stockholders entitled to vote thereon; there were no stockholders of the Corporation not entitled to vote thereon.

FOURTH: The amendment of the Charter of the Corporation, as hereinabove set forth, was approved by the Stockholders of the Corporation at said meeting by the affirmative vote of two-thirds of all the votes entitled to be cast thereon.

IN WITNESS WHEREOF, TRAPPE FROZEN FOODS CORPORATION has caused these presents to be signed in its name and on its behalf by its President, and its corporate seal hereunto to be affixed, and attested by its Secretary, on March 27th, 1953.

(S E A L : S)
(P L A C E .)

TRAPPE FROZEN FOODS CORPORATION,
By: Pierre S. du Pont, 3rd.
President
(Pierre S. du Pont, 3rd.)

Attest:

Walter E. Timm
Secretary
(Walter E. Timm)

STATE OF DELAWARE,
COUNTY OF NEW CASTLE, ss:

I HEREBY CERTIFY, That on this 27 day of March, in the year one thousand nine hundred and fifty-three, before me, the subscriber, a Notary Public of the State of Delaware, in and for the County of New Castle, personally appeared Pierre S. du Pont, 3rd., President of Trappe Frozen Foods 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 Walter E. Timm and made oath in due form of law that he was Secretary of the meeting of the stockholders of said Corporation at which the amendment of the charter of the Corporation therein set forth was approved, 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)

Walter G. Guy
(Notary Public)
(Walter G. Guy)

ARTICLES OF AMENDMENT

OF

TRAPPE FROZEN FOODS CORPORATION

approved by the State Tax Commission of Maryland April 2, 1953 and received for record April 2, 1953 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 4817

Deeley K. Nice
Owen E. Hitchins
Commissioners

Recorded in Liber 418, folio 98, one of the Charter Records of the State Tax Commission of Maryland.

Capital -

Increase of Capital

Bonus tax Paid \$ _____ 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 endorsements thereon, has been 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

(S E A L ' S)

Secretary.

(P L A C E .)

TOMATO COUNCIL, INCORPORATED

ARTICLES OF INCORPORATION

Be it remembered, that on this 1st day of August, A.D. 1953, 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:

TOMATO COUNCIL, INCORPORATED

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we the subscribers, HARVEY J. JARBOE, whose post office address is Sherwood, Maryland, CALVIN L. SKINNER, whose post office address is Masonic Building, Easton, Maryland and JOHN W. RUE, whose post office address is Masonic Building, Easton, 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

TOMATO COUNCIL, INCORPORATED

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

Examined

(1) To promote and stimulate the production and sale of tomatoes; to increase the per capita consumption thereof; to demonstrate to, and enlighten, the consuming public as to the healthfulness and nutrition of said product.

(2) 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.

(3) To Apply for, obtain, purchase or otherwise acquire, any patents, copyrights, licenses, franchises, 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.

(4) 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 corporation purposes.

(5) To carry out all or any part of the foregoing objects 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 or 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 that at any time may appear conducive to or expedient for the accomplishment of any of such objects and purposes.

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 these articles 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 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 principal office of the Corporation in this State is Masonic Building, Easton, Maryland. The resident agent of the Corporation is JOHN W. RUE, whose post office address is Masonic Building, Easton, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation is an association organized solely for the pursuit and accomplishment of the purposes and objects hereinbefore set forth and not with

a view to any pecuniary gain or profit to the members thereof. The Corporation shall have no capital stock and has no power to issue any capital stock, and no dividend of pecuniary profits shall be declared to the members thereof.

SIXTH: The Corporation shall have at least three directors and such additional number of directors as the by-laws may provide, and the following named persons shall act as such directors of said Corporation until the first annual meeting after incorporation or until their successors are duly chosen and qualified: ROBERT W. PHILLIPS, CHARLES B. SILVER, 2nd., ERNEST H. LANGRALL, NEWLIN B. WATSON, MARY W. LEDNUM, LEE W. NOBLE, WILLIAM EDMUNDS.

SEVENTH: Conditions of membership of said Corporation shall be as follows:

(1) This Corporation shall be composed of persons, firms and corporations who are engaged in the business of processing tomatoes. Such persons, firms and corporations may become members of this Corporation by a majority vote of the Board of Directors thereof.

(2) Members of this Corporation shall have such rights and privileges, and be subject to the payment of such assessments or dues as may be prescribed in the by-laws of this Corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these articles of incorporation this 15th day of April, 1953.

Harvey J. Jarboe

Harvey J. Jarboe

Calvin L. Skinner

Calvin L. Skinner

John W. Rue

John W. Rue

STATE OF MARYLAND, TALBOT COUNTY, to wit:

I HEREBY CERTIFY, that on this 15th day of April, 1953, before me, the subscriber, a Notary Public of the State of Maryland in and for Talbot County aforesaid, personally appeared HARVEY J. JARBOE, CALVIN L. SKINNER and JOHN W. RUE, and severally acknowledged the foregoing articles of incorporation to be their act.

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

Edith Lee Porter

(NOTARIAL SEAL)

Notary Public.

My Commission expires:

May 4, 1953

ARTICLES OF INCORPORATION

OF

TOMATO COUNCIL, INCORPORATED

approved by the State Tax Commission of Maryland April 20, 1953 and received for record April 20, 1953 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

Deeley K. Nice

Owen E. Hitchins

Commissioners

Recorded in Liber 419, folio 383, 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 Circuit Court for Talbot County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Tax Commission of Maryland.

AS WITNESS my hand and seal of the said Commission of Baltimore.

Albert W. Ward

(S E A L ' S)

Secretary

(P L A C E .)

THE EASTON ROOFING COMPANY

ARTICLES OF INCORPORATION

BE IT REMEMBERED, that on this 24th day of August, A.D. 1953, 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:

THE EASTON ROOFING COMPANY

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY, That the subscribers, David Selkow, Walter W. Claggett and Agnes S. Claggett, 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 EASTON ROOFING COMPANY, hereinafter called "The Corporation."

The purposes for which and for any of which The Corporation is formed and the business and object 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.
2. To act as an conduct the business of commission-man, factor, broker, brokers' broker, representative or agent of every kind and description for any and all kinds of insurance companies, either stock companies, mutual companies or otherwise, and through the agents, representatives or employees of The Corporation, to solicit insurance of every kind and description.
3. To act as agent or broker for any person, firm, corporation or association selling and issuing any and all classes of fidelity and surety bonds, obligations and undertakings.
4. To manage all kinds of properties, real or personal, and to collect

Examined and delivered to David Selkow. 7-16-53

rents and profits therefrom.

5. To purchase, build, own, hold, buy, sell, lease, use, equip, mortgage, improve, invest and deal in all properties of all descriptions as agent or principal.

6. To engage in the business of engineering, designing, manufacturing, buying, selling, applying, and distributing machinery, devices, products, materials and accessories, building supplies, building materials, and other substances used in construction work of all kinds, including roofs, sidings, porches, underpinnings, foundations and other parts of buildings or edifices; doing a general contracting business to such extent as it may consider necessary and expedient to assure satisfactory application and construction as herein above referred to and which the said Corporation considers useful, necessary, convenient or expedient in the prosecution of its business and in general to do all things proper and necessary for the successful conduction of its business.

7. 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.

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, 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 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 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 at which the principal office of the said Corporation in this state shall be located will be Easton, Talbot County, State of Maryland.

The Resident Agent of the Corporation is Walter W. Claggett, whose post office address is Easton, Talbot County, State of Maryland. Said Resident Agent is an adult citizen of Maryland, and actually resides therein and at the aforementioned address.

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 three, nor more than five Directors, and David Selkow, Walter W. Claggett and Agnes S. Claggett shall act as such and serve in the capacity of President, Vice-President, and Secretary-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^{er} 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 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 percent 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 Corporation.

IN WITNESS WHEREOF, we have hereunto set our hands this 1st day of April, A.D., in the year one thousand nine hundred and fifty-three.

TEST: as to all incorporators:

	David Selkow
	David Selkow
	Walter W. Claggett
	Walter W. Claggett
Nancy Lee George	Agness S. Claggett
	Agness S. Claggett

STATE OF MARYLAND, COUNTY OF TALBOT, to wit:

I HEREBY CERTIFY, That on this 1st day of April, in the year one thousand nine hundred fifty-three, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared David Selkow, Walter W. Claggett and Agnes S. Claggett, and severally acknowledged the foregoing Certificate of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.

Nancy Lee George
Notary Public

(NOTARIAL SEAL)

My Commission Expires: May 4th, 1953

ARTICLES OF INCORPORATION
OF
THE EASTON ROOFING COMPANY

approved by the State Tax Commission of Maryland May 11, 1953 and received for record May 11, 1953 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 5290	Deeley K. Nice
	Owen E. Hitchins
	Commissioners

Recorded in Liber 422, folio 504, one of the Charter Records of the State Tax Commission of Maryland.

Capital - 1000 shares Common at \$10 par

Increase of Capital

Bonus tax paid \$20.00 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 endorsements thereon, has been 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.

(S E A L ' S)
(P L A C E .)

TALBOT COUNTY HORSE SHOW ASSOCIATION, INC.ARTICLES OF INCORPORATION

BE IT REMEMBERED, that on this 24th day of August, A.D. 1953, 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;

TALBOT COUNTY HORSE SHOW ASSOCIATION, INC.ARTICLES OF INCORPORATIONTHIS IS TO CERTIFY:

FIRST: That we, the subscribers Charles F. Schuck, whose post office address is R.D. 4, Easton, Maryland; Philip K. Crowe, whose post office address is R.D. 4, Easton, Maryland; and Robert V. Huntteman, 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

TALBOT COUNTY HORSE SHOW ASSOCIATION, INC.

THIRD: The purposes for which said Corporation is formed and the objects to be promoted by it are as follows: To organize, maintain and operate a horse show association, conduct horse, dog and hound shows and field trials, and use, lease, own or otherwise possess club house facilities, stables and kennel facilities for the care and custody of animals and do all things incident to the promotion of general interest in show animals and the exhibition thereof 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 equestrian sports, field trials and show animals and the exhibition thereof. 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 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,

Examined

whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of any such obligations so authorized above.

It is the intention that none of the powers defined in any of the foregoing clauses of this Article 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 Charles F. Schuck, near Royal Oak, Talbot County, Maryland. The resident agent of the Corporation is Charles F. Schuck, whose post office address is R.D. 4, Easton, Talbot County, Maryland. Said resident agent is a citizen of the State of Maryland, actually residing therein.

FIFTH: The Corporation shall have not less than three nor more than fifteen Directors and the said Charles F. Schuck, Philip K. Crowe and Robert V. Huntman shall act as such until the first Annual Meeting, or until their successors are duly chosen and qualified. The number of Directors may be changed in such lawful manner as the By-laws may from time to time provide.

SIXTH: The 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 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 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 Directors shall have power to borrow money in such sums, and upon such terms and conditions, and upon such security by way of pledge or mortgage of the corporate assets and property or other manner of giving security for the use of said Corporation as they may deem to the best interest thereof, and to exercise all the powers hereby conferred upon said Corporation, or which are, or may be conferred by the laws of this State; the above granted powers of this Corporation and to the Board of Directors thereof, being intended in furtherance and not in limitation of the general powers conferred by law upon the Directors or upon the Corporation.

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; and there shall be such classes of membership, the rights, duties and privileges of which shall be such as may be from time to time provided in the By-laws.

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

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 Articles of Incorporation on this 25th day of April, A.D., 1953.

WITNESS

Caroline S. Bodenbender

Charles F. Schuck
Charles F. Schuck

Caroline S. Bodenbender

Philip K. Crowe
Philip K. Crowe

Caroline S. Bodenbender

Robert V. Huntzman
Robert V. Huntzman

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY that on this 25th day of April, A.D., 1953, before me, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared, Charles F. Schuck, Philip K. Crowe and Robert V. Huntzman, the subscribers herein, known to me (or satisfactorily proven) to be the persons whose names are subscribed to the foregoing Articles of Incorporation and they severally acknowledged that they executed the same for the purposes therein contained and further acknowledged the foregoing Articles of Incorporation to be their respective act.

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

(NOTARIAL SEAL)

Caroline S. Bodenbender
Notary Public.

My Commission expires May 4, 1953.

ARTICLES OF INCORPORATION
OF

TALBOT COUNTY HORSE SHOW ASSOCIATION, INC.

approved by the State Tax Commission of Maryland May 13, 1953 and received for record May 13, 1953 at 11:00 o'clock A.M. as in conformity with law and ordered recorded.

A 5286

Deeley K. Nice
William W. Travers
Commissioners

Recorded in Liber 422, folio 487, 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 Circuit Court for Talbot County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Tax Commission of Maryland.

AS WITNESS my hand and seal of the said Commission at Baltimore.

(S E A L ' S)
(P L A C E .)

Albert W. Ward
Secretary

M. H. OYSTER, INC.

ARTICLES OF INCORPORATION

BE IT REMEMBERED, that on this 24th day of August, A.D. 1953, 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:

M. H. OYSTER, INC.

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, T. Hughlett Henry, whose post office address is Stewart Building, Easton, Maryland, T. Hughlett Henry, Jr., whose post office address is Stewart Building, Easton, Maryland, and William H. Adkins, II, whose post office address is 111 Goldsborough Street, Easton, Maryland, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

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

M. H. OYSTER, INC.

THIRD: The purposes for which the Corporation is formed are as follows:
To bargain for, buy, sell, trade, manufacture, repair, display, advertise, store, hold, and otherwise deal in and deal with in any manner goods, wares and merchandise of every kind, including but not by way of limitation clothing, wearing apparel accessories, toilet articles, jewelry, furs, and bric-a-brac of all sorts, linens, cloths and any and all raw materials from which completed merchandise may be made, manufactured, repaired or improved; to buy, hold, own, lease, sell, mortgage or in any manner deal with counters, windows, display cases, and furniture and fixtures necessary or desirable for the conduct of any of the aforesaid purposes; to carry on the business of a wholesale, retailer, commission agent, buyer, manufacturer, processor, importer or exporter, or any other activity in connection with any of the aforesaid purposes.

To buy, lease, rent, own, hold, mortgage, sell, convey or otherwise deal in or dispose of stores, offices, repair shops, advertising displays and real or personal property of any sort calculated to promote or facilitate the operation of any of the above 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

Manued

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 Mary H. Oyster, whose post office address is Easton, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) Shares of the par value of One Hundred (\$100.00) Dollars a share, all of one class, and having an aggregate par value of One Hundred Thousand (\$100,000.00) Dollars.

SIXTH: The number of directors of the Corporation shall be Three (3), which number may be increased, or decreased, pursuant to the By-Laws of the Corporation, but shall never be less than Three (3), and the names of the directors who shall act until the first annual meeting, or until their successors are duly chose and qualify, are Mary H. Oyster, Jane H. Mellor and Norman W. Oyster.

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 is hereby empowered to authorize the issuance, from time to time, of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, or classes, whether now or hereafter authorized.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on May 27th., 1953.

Witness:

Elizabeth Flynn
(Elizabeth Flynn)

T. Hughlett Henry
(T. Hughlett Henry)

T. Hughlett Henry, Jr.
(T. Hughlett Henry, Jr.)

William H. Adkins, II
(William H. Adkins, II)

STATE OF MARYLAND,

COUNTY OF TALBOT, ss:

I HEREBY CERTIFY, That on this 27th day of May, A.D. 1953, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of

Talbot, personally appeared T. Hughlett Henry, T. Hughlett Henry, Jr., and severally acknowledged the foregoing Articles of Incorporation to be their act.

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

(NOTARIAL SEAL)

Elizabeth Flynn
(Notary Public)

My Commission Expires: May 2nd, 1955

(Elizabeth Flynn)

ARTICLES OF INCORPORATION
OF
M.H. OYSTER, INC.

approved by the State Tax Commission of Maryland May 28, 1953 and received for record May 28, 1953 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 5439

Deeley K. Nice
Owen E. Hitchins
Comissioners

Recorded in Liber 424, folio 173, one of the Charter Records of the State Tax Commission of Maryland.

Capital - \$100,000 - 1000 shares at \$100 par - all one class
Increase of Capital
Bonus tax paid \$20.00 Recording fee paid \$10.00

To the clerk of the Circuit Court for Talbot

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been 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

(S E A L . S)
(P L A C E .)

CHARLES J. RICHARDSON, INCORPORATED
ARTICLES OF INCORPORATION

BE IT REMEMBERED, that on this 24th day of August, A.D. 1953, 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:

CHARLES J. RICHARDSON, INCORPORATED
ARTICLES OF INCORPORATION

THIS IS TO CERTIFY, That the subscribers, Charles J. Richardson, Josephine N. Richardson and Walter W. Claggett, 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.

Examined and Returned To: John Clousee Nov 6-12-67

The name of the Corporation is CHARLES J. RICHARDSON, 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.

2. To buy, sell, hold, store, manufacture, distill, brew, distribute, warehouse and otherwise in all manner deal in and with liquors, wines, vinous liquors, malts, beers, ales, brandies, and cordials and other spirituous and fermented and distilled alcoholic beverages and by-products thereof and such other commodities as are or may be used and employed in and about the selling, distribution, storage, warehousing, and disposing of the aforesaid products.

3. To buy, lease, build, own, hold, equip, mortgage, sell and otherwise deal with any and all types of warehouses, offices, storage houses, display rooms, bill boards, signs and other advertising equipment, trucks, loading devices and all other structures or equipment necessary or desirable for the wholesale or retail distribution and sale or other activity in connection with the handling of alcoholic beverages of all types for distribution.

4. To own, conduct, operate, maintain and carry on the business of restaurant, and to sell and dispense foods, beverages of all kinds and to do any and all things necessary and pertinent to said business.

5. To own, conduct, operate, maintain and carry on the business of retail or wholesale of groceries, and to sell and dispense foods, beverages, canned goods, notions, athletic equipment, marine supplies, fishing tackle, live bait, patent medicines, and all other allied and related products and goods of all kinds and to do any and all things necessary and pertinent to the said business or businesses.

6. To own, lease, operate and manage garages and filing stations for motor vehicles or marine vessels; to buy, sell, rent, store, prepare and care for motor vehicles and marine vessels of all kinds; to make loans secured by motor vehicles or marine vessels, their parts, appurtenances, supplies and accessories, and to deal in such securities; to own, operate and manage parking places for motor vehicles and docks and marine railways for marine vessels and to do any or all things necessary or incident to the business or businesses of the corporation, and to exercise and possess the powers herein set forth as fully as natural persons, whether as principal, agent, trustee or otherwise.

7. To carry on the trade or business of engineers, contractors, builders, machinists, manufacturers and all other types of businesses connected with the construction and erection of various buildings and edifices. To purchase or otherwise acquire any lands, houses, offices, workshops, buildings, and premises, and any fixed and movable machinery, tools, engines, boilers, plant, implements, patterns, stock in trade, patents and patent rights, convenient to be used in or about the trade or business of engineers, contractors, builders, machinists, manufacturers and all other construction work. To enter into any contracts in relation to, and to erect, con-

struct, maintain, alter, repair, pull down and restore, either alone or jointly with any other companies or persons, works of all descriptions, including wharves, docks, piers, railways, waterways, houses, dwellings, roads, bridges, warehouses, factories, mills, engines, machinery, railway cars, ships and vessels of every description, gas works, electric works, waterworks, drainage and sewage works, and buildings of every description.

8. To manage all kinds of properties, real or personal, and to collect the rents and profits therefrom.

9. To purchase, build, own, hold, buy, sell, lease, use, equip, mortgage, improve, invest and deal in all properties of all descriptions as agent or principal.

10. 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.

11. 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.

12. 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.

13. 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 corporate 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 at which the principal office of the said

Corporation in this state shall be located will be Oxford, Talbot County, State of Maryland.

The Resident Agent of The Corporation is Charles J. Richardson, whose post office address is Oxford, Talbot County, State of Maryland. Said Resident Agent is an adult citizen of Maryland, and actually resides therein and at the aforementioned address.

The corporate stock shall consist and be of Five Thousand (5,000) Shares of Common Stock of Ten Dollars (\$10.00) Par Value.

The said Corporation shall have not less than three, nor more than five Directors, and Charles J. Richardson, Josephine N. Richardson, and Walter W. Claggett shall act as such and serve in the capacity of President and Treasurer, Vice-President, and Secretary, 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 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 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 shareholders 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 other 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 Corporation.

IN WITNESS WHEREOF, we have hereunto set our hands this 1st day of May,

A.D., in the year one thousand nine hundred and fifty-three.

TEST: as to all Incorporators:

Nancy Lee George

Charles J. Richardson
Charles J. Richardson

Josephine N. Richardson
Josephine N. Richardson

Walter W. Claggett
Walter W. Claggett

STATE OF MARYLAND, TALBOT COUNTY, to wit:

I HEREBY CERTIFY, That on this 1st day of May, A.D., in the year one thousand nine hundred fifty-three, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared Charles J. Richardson, Josephine N. Richardson and Walter W. Claggett, and severally acknowledge the foregoing Certificate of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.

(NOTARIAL SEAL)

Nancy Lee George
Notary Public

My Commission Expires: May 2, 1955

ARTICLES OF INCORPORATION
OF

CHARLES J. RICHARDSON, INCORPORATED

approved by the State Tax Commission of Maryland May 11, 1953 and received for record May 11, 1953 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 5248

Deeley K. Nice
Owen E. Hitchins
Commissioners

Recorded in Liber 422, folio 271, one of the Charter Records of the State Tax Commission of Maryland.

Capital - 5000 shares Common at \$10 par
Increase of Capital
Bonus tax paid \$20.00 Recording fee paid \$12.00

To the clerk of the Circuit Court for Talbot County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been 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

(S E A L ' S)
(P L A C E .)

ARTICLES OF INCORPORATION : BE IT REMEMBERED, that on this 14th
 EASTON TRUCKING CORPORATION : day of September A.D. 1953, 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:

ARTICLES OF INCORPORATION
EASTON TRUCKING CORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Lloyd B. Pahlman, whose post office address is Easton, Maryland, and Jay W. Tarmon, whose post office address is Easton, Maryland, and James T. Horney, 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 intent of forming a corporation.

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

EASTON TRUCKING 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:

(1) To engage in the business of transporting merchandise, machinery, farm products and any and all other kinds of merchandise, wares or produce by means of trucks, both locally and for long distances, and to engage in all aspects of hauling and trucking. To buy, sell, and deal with vehicles, trucks, and furnishings used in connection with the business carried on by the Corporation; to purchase, own, hold, lease, convey, mortgage pledge, transfer, or otherwise dispose of or acquire lands, buildings, and other structures and property, real and personal, of every class and description, or any interest therein, necessary or desirable for carrying on the aforesaid business.

(2) To acquire by purchase, lease or otherwise the property rights, business, good will, franchises, and assets of every kind of any corporation, association, firm, or individual carrying on in whole or in part the aforesaid business, or any other business in whole or in part that the Corporation may be authorized to carry on and to undertake, guarantee, assume, and pay the indebtedness and liabilities thereof, and to pay for any property rights, business, good will, franchises, and assets so acquired in the stocks, bonds or securities of the Corporation or otherwise.

(3) To apply for, acquire, purchase, hold, use, sell, mortgage, license, assign, or otherwise dispose of letters, patents of the United States or of any foreign country, or pending applications therefor, and any inventions, imporvement devises, trade secrets, formulae, 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.

(4) To carry on any other business which may be to the Corporation's calculation to directly or indirectly effectuate the aforesaid business, or to facilitate it in the transaction of its aforesaid business, that may be calculated,

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directly or indirectly to enhance the value of the property and rights of the Corporation.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located in Easton, Maryland, the Corporation's resident agent is a citizen of the State of Maryland and actually residing therein, is Lloyd B. Pahlman, whose post office address is Easton, Maryland.

FIFTH: The total amount of the capital stock which the Corporation shall be authorized to have is Fifty Thousand Dollars (\$50,000.00). The capital stock shall consist of Five Hundred (500) shares, all of one class and with a nominal or par value of One Hundred Dollars (\$100.00) per share.

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SIXTH: The Corporation shall have Three (3) directors. The number of directors may be increased or decreased in the manner provided for in the By-Laws of the Corporation, except that the number of directors shall never be less than Three (3). The directors who shall act as such until the first annual meeting or until their successors are duly chosen and qualified are:

Lloyd B. Pahlman

Jay W. Tarm

James T. Horney

The term of office of each director shall be from the time of his election until the next annual meeting and until his successor is duly chosen and qualified. Directors need not be stockholders. Nothing herein will be construed to prevent a director's voluntary resignation at any time.

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, with par value, of any class, and securities convertible into shares of its stock, with 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 be set forth in the By-Laws of the Corporation.

No contract or other transaction between the Corporation and any other corporation and no act of the Corporation shall in any way be affected or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporations; 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 have been known to the Board of Directors or

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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 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.

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

Notwithstanding any provisions of law requiring any

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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 these Articles of Incorporation.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 5th day of June, 1953.

Lloyd B. Pahlman
LLOYD B. PAHLMAN
Jay W. Tarmon
JAY W. TARMON
James T. Horney
JAMES T. HORNEY

STATE OF MARYLAND :
 : SS.
COUNTY OF TALBOT :

THIS IS TO CERTIFY, that on the day, month and year hereinafter set forth, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared, Lloyd B. Pahlman, Jay W. Tarmon, and James T. Horney, and severally acknowledged the foregoing Articles of Incorporation to be their respective act, in association with the other subscribers thereto.

DATED:

June 5th, 1953

Helen Withgott
Notary Public

(NOTARIAL SEAL)

ARTICLES OF INCORPORATION

OF

EASTON TRUCKING CORPORATION

approved by the State Tax Commission of Maryland June 9, 1953 and received for record June 9, 1953 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 5530

Deeley K. Nice

Owen E. Hitchins

Commissioners

Recorded in Liber 425, folio 445, one of the Charter Records of the State Tax Commission of Maryland.

Capital - \$50,000.00 - 500 shares no par \$100.00

Increase of Capital

Bonus tax paid \$20.00 Recording fee paid \$12.00

To the clerk of the Circuit Court for Talbot County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Tax Commission of Maryland.

AS WITNESS my hand and seal of the said Commission at Baltimore.

(S E A L ' S)

Albert W. Ward

(P L A C E .)

Secretary

ARTICLES OF INCORPORATION : BE IT REMEMBERED, that on this 14th
of the : day of September A.D. 1953, at 9:00 o'clock A.M.
BROTHERHOOD FRIENDSHIP CLUB : the following ARTICLES OF INCORPORATION or
OF NEAVITT, INC. : Instrument of Writing was received to be recorded
: and is accordingly enrolled as follows, to wit:

ARTICLES OF INCORPORATION
of the
BROTHERHOOD FRIENDSHIP CLUB
OF NEAVITT, INC.

THIS IS TO CERTIFY:

First: That we, Carroll Newcomb, Thomas Blake, Joseph Jones, Richard Hall, Louis Jones, James F. Haddaway, Harvey Jones, Olin Tyler, Kennard Hambleton, Oliver Jones, Edward S. Neavitt, Robert Boinski and Herbert M. Jones, all being adults and all being citizens of Talbot County in the State of Maryland, the address of each of whom is Neavitt, Maryland, do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

Second: The name of the corporation (which is hereinafter called "The Corporation"), is the "Brotherhood Friendship Club of Neavitt, Inc.".

Third: The purposes for which the corporation is formed and the objects

Manuscript delivered to John C. North 4-13-54

to be promoted by it, are to be, generally stated, benevolent and charitable and for purposes of fostering, developing and teaching sincere friendship, brotherly love and good-fellowship, to promote the welfare and happiness of its members and to establish and disburse funds for the relief of its sick and distressed members, to promote a clean, healthy, recreation for the community and especially among the youth of the community. To make and adopt such constitution, by-laws, rules and regulations for the government of the corporation as may, from time to time, become desirable, necessary or appropriate.

Fourth: In furtherance of the objects or purposes of the corporation, to take, own, hold, pledge, mortgage, sell, transfer, exchange or otherwise deal in real or personal property, and to acquire such property by deed, gift, devise, bequest or in any other manner agreeable to law. To borrow money for its corporate purposes and to make, accept, execute and issue bonds, notes or other obligations of indebtedness in its name and on its behalf. To do any other matter or thing which may, directly or indirectly, effectuate the aforementioned objections or any of them.

Fifth: The postoffice address of the place at which the principal office of the Corporation in the State of Maryland will be located, is Neavitt, Talbot County, Maryland.

Sixth: The Resident Agent of the Corporation is Herbert M^o Jones, whose postoffice address is Neavitt, Talbot County, Maryland; and said Resident Agent is a citizen of the State of Maryland and actually resides therein.

Seventh: The officers of the corporation shall be a President, Vice President, Secretary and a Treasurer, who, together with five other members shall constitute the Board of Directors which shall have such powers and authority as shall be set forth in the constitution, by-laws and/or regulations of the corporation. The officers and the other members of the Board of Directors shall be elected annually from among the members then in good standing. Until their successors are duly elected and qualified, the officers and Directors shall be as follows:

Maurice Shores, President,

Edward S. Neavitt, Vice President,

Robert Boinski, Secretary,

Herbert M^o Jones, Treasurer.

James F. Haddaway, Harvey Jones, Olin Tyler, Kennard Hambleton and Oliver Jones.

Eighth: In addition to the officers and directors the Corporation shall have five Trustees, to be elected annually at the same time that the other officers and directors are elected, and they shall have such authority and powers as are provided for in the constitution, by-laws and/or rules and regulations of the corporation. Until their successors are duly elected and qualified the following shall act as Trustees, viz:

Carroll Newcomb

Thomas Blake

Joseph Jones

Richard Hall

Louis Jones

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

Tenth: All members now in good standing of the voluntary association heretofore known as and conducted under the name of the Brotherhood Friendship Club of Neavitt, shall be and are hereby made charter members of this Corporation, subject to the Constitution, By-Laws and/or Rules and Regulations of said Corporation.

Eleventh: This Corporation is to have perpetual existence.

IN TESTIMONY WHEREOF, we, the subscribers, have hereunto set our hands this 28th day of April, 1953.

Carroll Newcomb
(Carroll Newcomb)

Thomas Blake
(Thomas Blake)

Joseph Jones
(Joseph Jones)

Richard Hall
(Richard Hall)

Louis Jones
(Louis Jones)

James F. Haddaway
(Franklin Haddaway)

Harvey Jones
(Harvey Jones)

Olin Tyler
(Olin Tyler)

Kennard Hambleton
(Kennard Hambleton)

Oliver Jones
(Oliver Jones)

Edward S. Neavitt
(Edward S. Neavitt)

Robert Boinski
(Robert Boinski)

Herbert M. Jones
(Herbert M. Jones)

Test as to all signatures:

Mary L. North

STATE OF MARYLAND, TALBOT COUNTY, to wit:

I HEREBY CERTIFY that on this 30th day of April, 1953, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared Carroll Newcomb, Thomas Blake, Joseph Jones, Richard Hall, Louis Jones, James F. Haddaway, Harvey Jones Olin Tyler, Kennard Hambleton, Oliver Jones, Edward S. Neavitt, Robert Boinski and Herbert M. Jones, and they did severally acknowledge the foregoing Articles of Incorporation to be their respective act.

As witness my hand and Notarial Seal.

(NOTARIAL SEAL)

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

ARTICLES OF INCORPORATION
OF

BROTHERHOOD FRIENDSHIP CLUB OF NEAVITT, INC.

approved by the State Tax Commission of Maryland June 24, 1953 and received for record June 24, 1953 at 9:00 o'clock A.M. as in conformity with law and ordered

recorded.

A 5747

Deeley K. Nice
Owen E. Hitchins
Commissioners

Recorded in Liber 427, folio 536, 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 Circuit Court for Talbot County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Tax Commission of Maryland.

AS WITNESS my hand and seal of the said Commission at Baltimore.

(S E A L . S)
(P L A C E .)

Albert W. Ward
Secretary

ARTICLES OF INCORPORATION : BE IT REMEMBERED, That on this 24th
OF : day of September A.D. 1953, at 9:00 o'clock A.M.
EASTON FURNITURE PRODUCTS CO. : the following ARTICLES OF INCORPORATION or
: Instrument of Writing was received to be recorded
and is accordingly enrolled as follows, to wit:

ARTICLES OF INCORPORATION
OF
EASTON FURNITURE PRODUCTS CO.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Kurt Foster, whose post office address is 1016 Munsey Building; Stanley H. Wilen, whose post office address is 1016 Munsey Building; and Irving F. Cohn, whose post office address is 1016 Munsey Building, all of Baltimore, Maryland and all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

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

EASTON FURNITURE PRODUCTS CO.

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

- (1) To manufacture, buy, sell, import, export, and genrally deal in furniture, household and kindred furnishings of every nature and description.

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(2) To purchase, lease, hire, or otherwise acquire real and personal ~~real and personal~~ property, improved and unimproved, of every kind and description, and to sell, dispose of, lease, convey and mortgage said property, or any part thereof, reconstruct or purchase, either directly or through ownership of stock in any corporation, any lands, buildings, offices, stores, warehouses, mills, shops, factories, plants, gas houses, machinery, rights, easements, permits, privileges, franchises, and licenses, and all other things which may at any time be necessary or convenient for the purposes of the Corporation. To sell, lease, hire, or otherwise dispose of the lands, buildings, or other property of the Corporation, or any part thereof. To acquire by purchase, lease or otherwise, to own, and operate factories, shops and manufacturing plants, including lands, buildings, machinery, equipment and appliances, warehouses, stores, and other property within or without the State of Maryland which may be useful to accomplish any of the purposes or carry on any business of the character hereinbefore referred to.

(3) To acquire by subscription, purchase, exchange, or otherwise, to hold as an investment or for any other purpose, to sell, exchange, pledge, mortgage, transfer, or otherwise dispose of any bonds, notes, evidences of indebtedness, shares of stock or other securities or obligations of any kind issued or created by any other corporation of the State of Maryland or of any other state or territory of the United States or of any foreign country; and to aid in any manner any corporation whose securities or obligations are so held, and to control or direct the operations of such corporations, and to do any act or thing designed to preserve, protect or improve the value of said securities and obligations, and the value of said property of such other corporation; and while the holder of said

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securities of such other corporation to exercise all the powers and privileges of ownership, including the power to vote; and to carry on all of the objects and exercise all of the powers provided by this paragraph as fully as a natural person might be entitled to do, but not in violation of the laws of the State of Maryland or of the laws of the United States of America.

(4) To purchase, lease or otherwise acquire the property of every kind, including the business, good will, rights, and franchises of any corporation, copartnership or individual carrying on the aforesaid business which this corporation is authorized to carry on or any part of such business, and to undertake, guarantee, assume and pay indebtedness and liabilities thereof, and to pay for such property, business, good will, rights, and franchises

by the issue of stock or other securities of the corporation or otherwise, in the manner provided by law.

- (5) To acquire by purchase or otherwise any inventions or processes useful in carrying on the business or in the prosecution of any of the objects and purposes of this corporation, and letters patent of the United States and other countries therefor; and to hold, use, develop and grant licenses with respect thereto, and otherwise dispose of such inventions and letters patent or any interest therein.
- (6) To apply for, register, purchase or otherwise obtain, to hold, own, develop, and use, to sell, grant licenses or otherwise dispose of any and all copyrights, trademarks, trade names and brands.
- (7) To acquire by purchase, lease, exchange or otherwise, real and personal property without limit in the State of Maryland

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or other States or Territories of the United States, and in the District of Columbia, and in foreign countries; to hold, use, pledge, mortgage, sell, or otherwise dispose of any property, real or personal, owned by it.

- (8) To enter into, make and perform contracts without limit as to character or amount; to execute, issue and endorse any bonds, debentures and notes; and to make, draw, accept and endorse drafts, bills of exchange and negotiable instruments of all kinds as permitted by law.
- (9) To have one or more offices and places of business, and to carry on all or any of its operations and business, and without restriction or limit, as to amount or place, in any of the States, Districts and 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.

It is the intention that the objects, purposes and powers in this paragraph expressed shall be in no way limited or restricted by reference to or inference from the clause of any other paragraph in these Articles, but that the objects, purposes and powers specified in this paragraph and in each of the clauses and paragraphs of this charter shall be independent objects, purposes and powers.

The said Corporation shall have, enjoy and exercise all of the powers and rights conferred by statute upon corporations; the enumeration of specific powers in these Articles is made in furtherance and not in limitation of the powers conferred by law, and no restrictions upon any power is intended to be implied in such specification or from any expression of said sections.

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FOURTH: The post office address of the place at which the principal office of the corporation in this State will be located is South Higgins Street, Easton, Talbot County, Maryland, and the name and post office address of the resident agent of the corporation are: Robert L. Mainen, Mathieson Building,

Baltimore, Maryland, and the said Robert L. Mainen is a citizen of this State and actually resides therein.

FIFTH: The total amount of the authorized capital stock of the Corporation is one thousand (1,000) shares, without nominal or par value.

SIXTH: The Corporation shall have no less than three Directors, and Messrs. Kurt Foster, Stanley H. Wilen, and Irving F. Cohn, all of whom are citizens of the State of Maryland, and reside therein, shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SEVENTH: The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of fully paid and non-assessable shares, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable. The Board of Directors shall, by resolution, state its opinion of the actual value of any consideration other than money for which it authorizes shares of stock of the Corporation to be issued.

EIGHTH: 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

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corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this corporation who is also a director or officer of 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 hereunto set our hands this 17th day of July, 1953.

Kurt Foster (SEAL)
Kurt Foster

Stanley H. Wilen (SEAL)
Stanley H. Wilen

TEST: Helen E. Romm
Helen E. Romm

Irving F. Cohn (SEAL)
Irving F. Cohn

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STATE OF MARYLAND)
) SS:
CITY OF BALTIMORE)

THIS IS TO CERTIFY that on this 17th day of July, 1953, before me, the subscriber, a Notary Public of the State of Maryland, in and for Baltimore City aforesaid, personally appeared Kurt Foster, Stanley H. Wilen, and Irving F. Cohn, and they severally acknowledged the foregoing Articles of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal on the day and year first above

written.

(NOTARIAL SEAL)

Helen E. Romm
Helen E. Romm, Notary Public

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ARTICLES OF INCORPORATION
OF
EASTON FURNITURE PRODUCTS CO.

approved by the State Tax Commission of Maryland July 20, 1953 and received for record July 20, 1953 at 10:15 o'clock A.M. as in conformity with law and ordered recorded.

A 5945

Deeley K. Nice
John Wood Logan
Commissioners

Recorded in Liber 430, folio 128, one of the Charter Records of the State Tax Commission of Maryland.

Capital - 1000 shares without nom. or par
Increase of Capital
Bonus tax paid \$20.00 Recording fee paid \$14.00

To the clerk of the Circuit Court for Talbot County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been 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

(S E A L ' S)
(P L A C E .)

Handwritten + Ad. Thompson + Thompson 4/25/54

SAINT MARK'S METHODIST CHURCH : BE IT REMEMBERED, That on this 24th
OF : day of September A.D. 1953, at 9:00 o'clock A.M.
EASTON, MARYLAND : the following ARTICLES OF INCORPORATION or
ARTICLES OF INCORPORATION : Instrument of Writing was received to be recorded
: and is accordingly enrolled as follows, to wit:

SAINT MARK'S METHODIST CHURCH OF EASTON, MARYLAND
ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the undersigned incorporators, being the Trustees duly elected by the Quarterly Conference of Saint Mark's Methodist Church of Easton, Maryland, an unincorporated religious association, do, under and by virtue of the general laws of the State of Maryland authorizing and relating to the formation of of religious corporations, associate ourselves with the intention of forming such a corporation to have perpetual succession by the corporate name.

SECOND: That the name of the corporation is "SAINT MARK'S METHODIST CHURCH OF EASON, MARYLAND".

THIRD: That the corporation shall support of doctrines and shall be

subject to the laws and 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 directors of the corporation shall be the Board of Trustees of Church Property and shall be elected and organized as prescribed in the Discipline of the Methodist Church as from time to time established, made and declared by the lawful authority of said church.

FIFTH: That the corporation shall have the power to secure, hold, improve, encumber, sell, convey and dispose of property, both real and personal, in fee simple or otherwise.

SIXTH: That in harmony with the general laws of the State of Maryland, the duly authorized and appointed pastor shall be, by virtue of his office, a member of said body corporate.

SEVENTH: That the present Board of Trustees of Church Property hereinafter named, i.e., Walter H. Barnes, James C. Covey, Sr., Calvin L. Skinner, Emory W. Slaughter, C. Albert Matthews, James T. Pasterfield, Jr., T. Earle Ewing, John W. Henry, III, Irvin Lyons and Reverend Hartwell F. Chandler, all being of full legal age and whose post office addresses are Easton, Maryland, are hereby constituted Trustees of the said corporation, Saint Mark's Methodist Church of Easton, Maryland, and 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.

The above-named Trustees, having been duly elected in accordance with the provisions of the Discipline of the Methodist Church and having been duly authorized to act as petitioners or incorporators as set forth herein and in pursuance thereof do hereunto subscribe their names and affix their seals this 29th day of June, in the year one thousand nine hundred and fifty-three.

_____	Walter H. Barnes	(SEAL)
	Walter H. Barnes	
_____	James C. Covey, Sr.	(SEAL)
	James C. Covey, Sr.	
_____	Calvin L. Skinner	(SEAL)
	Calvin L. Skinner	
_____	Emory W. Slaughter	(SEAL)
	Emory W. Slaughter	
_____	C. Albert Matthews	(SEAL)
	C. Albert Matthews	
_____	James T. Pastorfield, Jr.	(SEAL)
	James T. Pastorfield, Jr.	
_____	T. Earl Ewing	(SEAL)
	T. Earl Ewing	
_____	John W. Henry, III	(SEAL)
	John W. Henry, III	
_____	Irvin Lyons	(SEAL)
	Irvin Lyons	
_____	Hartwell F. Chandler	(SEAL)
	Rev. Hartwell F. Chandler	

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 fifty-three, before me, the subscriber, a Notary Public of the State

of Maryland, in and for Talbot County aforesaid, personally appeared Walter H. Barnes, James C. Covey, Sr., Clavin L. Skinner, Emory W. Slaughter, C. Albert Matthews, James T. Pastorfield, Jr., T. Earl Ewing, John W. Henry, III, Irvin Lyons, Reverend Hartwell F. Chandler, and severally acknowledged the foregoing Articles of Incorporation to be their act.

AS WITNESS my hand and notarial seal.

My Commission expires: May 2, 1955

Dorothy H. Thompson

(NOTARIAL SEAL)

Notary Public

ARTICLES OF INCORPORATION

OF

SAINT MARK'S METHODIST CHURCH OF EASON, MARYLAND

approved by the State Tax Commission of Maryland July 1, 1953 and received for record July 1, 1953 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 5824

Deeley K. Nice

Owen E. Hitchins

Commissioners

Recorded in Liber 428, folio 497, one of the Charter Records of the State Tax Commission of Maryland.

Capital - None

Increase of Capital

Bonus tax paid \$- - - - 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 endorsements thereon, has been received, approved and recorded by the State Tax Commission of Maryland.

AS WITNESS my hand and seal of the said Commission at Baltimore.

(S E A L 'S)

Albert W. Ward

(P L A C E.)

Secretary

M. H. OYSTER, INC. : BE IT REMEMBERED, That on this 24th
STOCK ISSUANCE STATEMENT : day of September A.D. 1953, 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:

M. H. OYSTER, INC.

STOCK ISSUANCE STATEMENT

M. H. Oyster, Inc., a Maryland Corporation, having its principal office in Talbot County, Maryland, (hereinafter called the Corporation), hereby certifies to the State Tax Commission of Maryland, that:-

FIRST: The Corporation has authorized the issuance of Twenty-eight (28) full paid and non-assessable shares of the par value of One Hundred (100.00) Dollars

Examined

per share of the Capital Stock of the Corporation for the following consideration, namely:

The following consideration, the actual value of which, as determined by the Board of Directors, is not less than Twenty-eight Hundred (\$2,800.00) Dollars, being the net worth of the business conducted in the town of Easton, Talbot County, Maryland, known as "M. H. Oyster Dress Shop", as of the close of business on May 31st, 1953, per balance sheet of said business as of that date, as follows:

ASSETS

Current Assets:

Cash in Bank.....	\$	1,054.39	
Petty Cash.....		10.00	
Accounts Receivable.....		2,780.82	
Merchandise Inventory.....		2,748.86	
Prepaid Insurance.....		26.81	
Prepaid Corporation Expenses.....		<u>100.00</u>	\$ 6,720.88

Equipment:

Store Equipment.....			<u>34.71</u>
TOTAL ASSETS.....	\$		<u>6,755.59</u>

LIABILITIES AND PROPRIETORSHIP EQUITY

Current Liabilities:

Accounts Payable.....	\$	3,729.20	
Federal Excise Tax Payable.....		11.11	
State Sales Tax Payable.....		90.40	
Accrued Payroll Taxes.....		54.59	
Accrued Salaries.....		<u>70.29</u>	\$ 3,955.59

Proprietorship Equity:

Mrs. Norman W. Oyster - Investment.....			<u>2,800.00</u>
TOTAL LIABILITIES AND PROPRIETORSHIP EQUITY.....	\$		<u>6,755.59</u>

SECOND: (a) At the time of authorization of issuance of such shares of stock there were no shares of stock of any class of the Corporation outstanding and entitled to vote; and

(b) The issuance of said shares of stock on the terms above set forth was duly authorized by the Board of Directors of the Corporation at a meeting held on June 3rd., 1953.

IN WITNESS WHEREOF, M. H. Oyster, Inc., has caused these presents to be signed in its name and on its behalf by its President, or its Vice-President, and its corporate seal to be hereunto affixed, and attested by its Secretary or its Assistant-Secretary, on June 30, 1953.

ATTEST:

Jane H. Mellor
Secretary
(Jane H. Mellor)

M. H. OYSTER, INC.

By: Mary H. Oyster
President
(Mary H. Oyster)

(S E A L 'S)
(P L A C E.)

STATE OF MARYLAND, COUNTY OF TALBOT, ss:

I HEREBY CERTIFY, That on this -30th- day of June, in the year one thousand nine hundred and fifty-three, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Talbot, personally appeared MARY H. OYSTER, President of M. H. Oyster, Inc., a Maryland Corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Stock Issuance Statement to be the corporate act of said Corporation; and at the same time personally appeared JANE H. MELLOR and made oath in due form of law that she was

Secretary of the meeting of Directors of said Corporation at which the issuance of the stock herein mentioned was finally approved and 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 mentioned.

Elizabeth Flynn
(Notary Public)
(Elizabeth Flynn)

My Commission Expires: May 2nd, 1955

(NOTARIAL SEAL)

STOCK ISSUANCE STATEMENT

OF

M. H. OYSTER, INC.

approved by the State Tax Commission of Maryland July 2, 1953 and received for record July 2, 1953 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 5827

Deeley K. Nice
Owen E. Hitchins
Commissioners.

Recorded in Liber 428, folio 513, one of the Charter Records of the State Tax Commission of Maryland.

Capital
Increase of Capital
Bonus tax paid \$- - - - - 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 endorsements thereon, has been received, approved and recorded by the State Tax Commission of Maryland.

AS WITNESS my hand and seal of the said Commission at Baltimore.

(S E A L : S)
(P L A C E .)

Albert W. Ward
Secretary

DELMARVA NARROW FABRICS, INC. : BE IT REMEMBERED, That on this
: 17th day of November A.D. 1953, 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:

DELMARVA NARROW FABRICS, INC.

ARTICLES OF AMENDMENT

DELMARVA NARROW FABRICS, INC., a Maryland corporation having its principal office in Talbot County, Maryland, hereby certifies to the State Tax Commission of Maryland, that:

FIRST: The charter of the Corporation is hereby amended by striking out Article Fifth of the Articles of Incorporation and inserting in lieu thereof the

Examined

following:

"FIFTH: The total number of shares of stock which the corporation has authority to issue is Five Thousand (5,000) shares of the par value of Fifty Dollars (\$50.00) a share, all of one class, and having an aggregate par value of Two Hundred Fifty Thousand Dollars (\$250,000.00)."

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on July 17th, 1953, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of the charter was advisable and directing that it be submitted for action thereon at a special meeting of the stockholders of the Corporation to be held on July 29th, 1953.

THIRD: Notice setting forth the said amendment of the charter and stating that a purpose of the meeting of the stockholders would be to take action thereon, was given, as required by law, to all stockholders entitled to vote thereon; and like notice was given to all stockholders of the Corporation not entitled to vote thereon, whose contract rights as expressly set forth in the charter would be altered by the amendment.

FOURTH: The amendment of the charter of the Corporation as hereinabove set forth was approved by the stockholders of the Corporation at said meeting by the affirmative vote of two-thirds of all the votes entitled to be cast thereon.

FIFTH: The amendment of the charter of the Corporation is hereinabove set forth has been duly advised by the Board of Directors and approved by the stockholders of the Corporation.

SIXTH: (a) The total number of shares of all classes of stock of the Corporation heretofore authorized, and the number and par value of the shares of each class are as follows:

Two thousand (2,000) shares of the par value of Fifty Dollars (\$50.00) a share, having an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

(b) The total number of shares of all classes of stock of the Corporation as increased, and the number and par value of the shares of each class, are as follows:

Five Thousand (5,000) shares of the par value of Fifty Dollars (\$50.00) a share, having an aggregate par value of Two Hundred Fifty Thousand Dollars (\$250,000.00).

(c) The capital stock of the Corporation is not divided into classes.

IN WITNESS WHEREOF, Delmarva Narrow Fabrics, Inc. has caused these presents to be signed in its name and on its behalf by its President or one of its Vice-Presidents and its corporate seal to be hereunto affixed and attested by its Secretary or one of its Assistant Secretaries, on this 12th day of August,-----

(CORPORATE SEAL)

Edward H. Kleppinger
Edward H. Kleppinger
(Secretary)

DELMARVA NARROW FABRICS, INC.

BY Charles W. Kleppinger, Sr.
Charles W. Kleppinger, Sr.
(President)

STATE OF MARYLAND,
COUNTY OF TALBOT, ss:

I HEREBY CERTIFY, That on 12th - - - -, 1953, before me, the subscriber, a notary public of the State of Maryland, in and for the County of Talbot, personally appeared CHARLES W. KLEPPINGER, SR., President of Delmarva Narrow Fabrics, 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 at the same time personally appeared EDWARD H. KLEPPINGER and made oath in due form of law that he was secretary of the meeting of the stockholders of said corporation at which the amendment of the charter of the corporation therein set forth was approved, 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, 1955.

Elizabeth Flynn
Notary Public
(Elizabeth Flynn)

ARTICLES OF AMENDMENT

OF

DELMARVA NARROW FABRICS, INC.

approved by the State Tax Commission of Maryland August 14, 1953 and received for record August 14, 1953 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 6252

Owen E. Hitchins
John Wood Logan
Commissioners

Recorded in Liber 433, folio 194, one of the Charter Records of the State Tax Commission of Maryland.

Capital

Increase of Capital

Bonus tax paid \$30.00

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 endosements thereon, has been 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

(S E A L ' S)

Secretary.

(P L A C E .)

AVON FURNITURE CORPORATION : BE IT REMEMBERED, That on this
 ARTICLES OF AMENDMENT : 3rd day of December A.D. 1953, 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:

AVON FURNITURE CORPORATION
 ARTICLES OF AMENDMENT

(Under Sections 11-12)

The Avon Furniture Corporation, of Easton, Maryland, a Maryland Corporation having its principal office in Talbot County, Maryland, (hereinafter called the Corporation), hereby certifies to the State Tax Commission of Maryland, that:

First: The charter of the Corporation is hereby amended by striking out paragraph numbered SECOND of the Articles of Incorporation and inserting in lieu thereof the following:

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

HOWARD FURNITURE COMPANY OF EASTON, MARYLAND, INC.

Second: The Board of Directors of the Corporation, at a meeting duly convened and held on September 1, 1953, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of the charter was advisable and directing that it be submitted for action thereon at a special meeting of the stockholders of the Corporation to be held on September 12, 1953.

Third: Notice setting forth the said amendment of the charter and stating that a purpose of the meeting of the stockholders would be to take action thereon, was given, as required by law, to all stockholders entitled to vote thereon; and like notice was given to all stockholders of the Corporation not entitled to vote thereon, whose contract rights as expressly set forth in the charter would be altered by the amendment.

Fourth: The amendment of the charter of the Corporation as hereinabove set forth was approved by the stockholders of the Corporation at said meeting by the affirmative vote of two-thirds of each class of stock entitled to vote thereon.

Fifth: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the Board of directors and approved by the stockholders of the Corporation,

IN WITNESS WHEREOF, the Avon Furniture 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.

(S E A L ' S)

(P L A C E .)

Avon Furniture Corporation

By Charles P. Howard
 Charles P. Howard
 President

Attest: Earl L. Truett
 Earl L. Truett
 Secretary

Examined

STATE OF MARYLAND

County of Talbot, TO WIT:

I hereby certify that on this 14th day of September, 1953, before me, the subscriber, a notary public of the State of Maryland in and for Talbot County aforesaid, personally appeared Charles P. Howard, President of the Avon Furniture 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 Earl L. Truett and made oath in due form of law that he was secretary of the meeting of the stockholders of said corporation at which the amendment of the charter of the corporation therein set forth was approved, 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 2, 1955

L. Clark Ewing
L. Clark Ewing
Notary Public

ARTICLES OF AMENDMENT

OF

AVON FURNITURE CORPORATION
changing its name to
HOWARD FURNITURE COMPANY OF EASTON, MARYLAND, INC.

approved by the State Tax Commission of Maryland September 24, 1953 and received for record September 24, 1953 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 6550

Deeley K. Nice
Owen E. Hitchins
Commissioners

Recorded in Liber 436, folio 171, one of the Charter Records of the State Tax Commission of Maryland.

Capital -

Increase of Capital

Bonus tax paid \$ _____ 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 endorsements thereon, has been 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

(S E A L ' S)

(P L A C E .)

J. McKENNY WILLIS AND SON, INCORPORATED : BE IT REMEMBERED, That on this 4th day of
 ARTICLES OF AMENDMENT : January A.D. 1954, 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:

J. McKENNY WILLIS AND SON, INCORPORATED.

ARTICLES OF AMENDMENT

J. McKENNY WILLIS AND SON, INCORPORATED, a Maryland corporation having its principal office in Talbot County, Maryland, hereby certifies to the State Tax Commission of Maryland, that:

FIRST: The charter of the Corporation is hereby amended by striking out Article Sixth of the Articles of Incorporation and inserting in lieu thereof the following:

"SIXTH: The total amount of the authorized capital stock of the corporation is One Million Dollars (\$1,000,000.00) par value, divided into Twenty Thousand (20,000) shares of the par value of Fifty Dollars (\$50.00) each."

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on September 11th, 1953, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of the charter was advisable and directing that it be submitted for action thereon at a special meeting of the stockholders of the Corporation to be held on September 29th, 1953.

THIRD: Notice setting forth the said amendment of the charter and stating that a purpose of the meeting of the stockholders would be to take action thereon, was given, as required by law, to all stockholders entitled to vote thereon; and like notice was given to all stockholders of the Corporation not entitled to vote thereon, whose contract rights as expressly set forth in the charter would be altered by the amendment.

FOURTH: The amendment of the charter of the corporation as hereinabove set forth was approved by the Stockholders of the Corporation at said meeting by the affirmative vote of two-thirds of all the votes entitled to be cast thereon.

FIFTH: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the stockholders of the Corporation.

SIXTH: (a) The total number of shares of all classes of stock of the Corporation heretofore authorized, and the number and par value of the shares of each class are as follows:

Five thousand (5,000) shares of the par value of One Hundred Dollars (\$100.00) a share, having an aggregate par value of Five Hundred Thousand Dollars (\$500,000.00).

(b) The total number of shares of all classes of stock of the Corporation as increased, and the number and par value of the shares of each class, are as follows:

Twenty Thousand (20,000) shares of the par value of Fifty Dollars (\$50.00) a share, having an aggregate par value of One Million Dollars (\$1,000,000.00).

Examined

(c) The capital stock of the Corporation is not divided into classes.

IN WITNESS WHEREOF, J. McKenny Willis & Son, Inc. has caused these presents to be signed in its name and on its behalf by its President or one of its Vice-Presidents and its corporate seal to be hereunto affixed and attested by its Secretary or one of its Assistant Secretaries, on this 30 day of Sept., 1953.

ATTEST:

J. McKENNY WILLIS AND SON, INCORPORATED.

James H. Fountain
James H. Fountain
(Secretary)

By J. McKenny Willis, Jr.
J. McKenny Willis, Jr.
(President)

(SEAL'S PLACE.)

STATE OF MARYLAND,

COUNTY OF TALBOT, ss:

I HEREBY CERTIFY, That on this 30th day of Sept., 1953, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Talbot, personally appeared J. McKENNY WILLIS, JR., President of J. McKenny Willis & Son, 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 at the same time personally appeared JAMES H. FOUNTAIN and made oath in due form of law that he was secretary of the meeting of the stockholders of said corporation at which the amendment of the charter of the corporation therein set forth was approved, 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)

Geraldine Farmer
Notary Public

My Commission Expires: May 2nd, 1955.

ARTICLES OF AMENDMENT

OF

J. McKENNY WILLIS AND SON, INCORPORATED

approved by the State Tax Commission of Maryland October 1, 1953 and received for record October 1, 1953 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 6611

Deeley K. Nice

Owen E. Hitchins
Commissioners

Recorded in Liber 437, folio 143, one of the Charter Records of the State Tax Commission of Maryland.

Capital

Increase of Capital to 20,000 shares at \$50 par - \$1,000,000

Bonus tax paid \$100.00

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 endorsements thereon, has been 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

(SEAL'S PLACE.)

Secretary

M. H. OYSTER, INC. : BE IT REMEMBERED, That on this
STOCK ISSUANCE STATEMENT : 4th day of January A.D. 1954, 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:

M. H. OYSTER, INC.
STOCK ISSUANCE STATEMENT

M. H. OYSTER, INC., a Maryland Corporation having its principal office
in Easton, Talbot County and State of Maryland (hereinafter called the Corporation),
hereby certifies to the State Tax Commission of Maryland, that:

FIRST: The Corporation has authorized the issuance of twenty-eight (28)
fully paid and non-assessable shares of the par value of one hundred dollars
(\$100.00) per share of Common Stock of the Corporation for the following consider-
ation, the actual value of which, as determined by the Board of Directors, is not
less than twenty-eight hundred dollars (\$2,800.00):

ALL stock of merchandise, all salable items, furniture, tools,
equipment, fixtures and furnishings of every kind and character,
the good will and all transferable licenses and franchises now used
in connection with that business known as "M. H. Oyster Dress Shop",
located at The Tidewater Inn in Easton, Maryland; and including all
assets and subject to all liabilities of the business.

SECOND: (a) At the time of authorization of the issuance of such
shares of stock there were no shares of stock of any class of the Corporation
outstanding and entitled to vote; and

(b) The issuance of said shares of stock on the terms above set
forth was duly authorized by the Board of Directors of the Corporation at a
meeting held on June 3rd., 1953.

IN WITNESS WHEREOF, M. H. Oyster, 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 affixed and attested by its Secretary on this 24th day of October, 1953.

TEST:

M. H. OYSTER, INC.

James F. Oyster
James F. Oyster, Secretary

By: Mary Hemsley Oyster
Mary Hemsley Oyster, President

(SEAL'S PLACE.)

STATE OF MARYLAND, TALBOT COUNTY, to wit:-

I HEREBY CERTIFY that on this 24th day of October, 1953, before me, the
subscriber, a notary public of the State of Maryland, in and for the County of Talbot,
personally appeared Mary Hemsley Oyster, President of M. H. Oyster, Inc., a Maryland
Corporation, and in the name and on behalf of said corporation acknowledged the fore-
going Stock Issuance Statement to be the corporate act of said corporation; and
at the same time personally appeared James F. Oyster and made oath in due form of

Examined

law that he was Secretary of the meeting of the Board of Directors of said corporation at which the issuance of the stock therein mentioned was finally approved, 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.

Allen W. Moore
Notary Public

ALLEN W. MOORE, NOTARY PUBLIC
MY COMMISSION EXPIRES MAY 2, 1955

(NOTARIAL SEAL)

STOCK ISSUANCE STATEMENT
OF
M.H. OYSTER, INC.

approved by the State Tax Commission of Maryland October 26, 1953 and received for record October 26, 1953 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 6822

Owen E. Hitchins
John Wood Logan
Commissioners

Recorded in Liber 439, folio 171, one of the Charter Records of the State Tax Commission of Maryland.

Capital

Increase of Capital

Bonus tax paid \$ _____ 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 endorsements thereon, has been 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

(SEAL'S PLACE.)

Secretary

ARTICLES OF INCORPORATION OF : BE IT REMEMBERED, That on
ANTHONY AND LATHAM, INCORPORATED : this 4th day of January A.D. 1954, 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:

ARTICLES OF INCORPORATION
OF
ANTHONY AND LATHAM, INCORPORATED

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, J. Howard Anthony, whose post office address is Easton, Maryland, James C. Latham, whose post office address is Easton, Maryland, and Lee S. Gillis, 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

Examined

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 ANTHONY AND LATHAM, 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, lease, build, own, hold, maintain, equip, mortgage, sell or otherwise deal in real and personal property of all kinds and classes, wheresoever the same may be situate, in the State of Maryland or elsewhere in the United States of America.

(b) To act as and to conduct the business of broker, broker's broker, representative or agent of every kind and description for the sale, lease, resale and purchase of real and personal property, to solicit mortgages and mortgage loans, to collect rentals on real property and to make collections, and to carry on a general real estate brokerage business.

(c) To act as and conduct the business of commission man, factor, broker, broker's broker, representative or agent of every kind and description for any and all kinds of insurance companies, either stock, mutual or otherwise, and through agents, representatives or employees of the Corporation, to solicit insurance of every kind and description, and to conduct a general insurance brokerage business.

(d) To act as agent or broker for any person, firm, corporation or association selling and issuing any and all classes of fidelity and surety bonds, obligations and undertakings.

(e) 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.

(f) 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 the transaction of its aforesaid businesses, or any part thereof, or in the transaction of any other business that may be calculated, directly or indirectly, to enhance the value of its property and rights.

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

(h) To 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 in the United States of America, provided that, in the transaction of its business, the Corporation shall be subject to the laws and statutes of each state 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 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 Easton, Maryland. The resident agent of the Corporation is J. Howard Anthony, 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 that three nor more than five directors, and J. Howard Anthony, James C. Latham and Lee S. Gillis 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 (\$10,000.00) Dollars par value of common stock, divided into One Thousand (1,000) 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 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.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 7th day of October, A.D. 1953.

WITNESS:

<u>Dorothy L. Saulsbury</u>	as to	<u>J. Howard Anthony</u> J. Howard Anthony
<u>Dorothy L. Saulsbury</u>	as to	<u>James C. Latham</u> James C. Latham
<u>Dorothy L. Saulsbury</u>	as to	<u>Lee S. Gillis</u> Lee S. Gillis

STATE OF MARYLAND, TALBOT COUNTY, to wit:

THIS IS TO CERTIFY, That on this 7th day of October, A.D. 1953, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County afore-

said, personally appeared J. Howard Anthony, James C. Latham and Lee S. Gillis, to me personally known, and severally acknowledged the foregoing Articles of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.

Dorothy L. Saulsbury
Notary Public

(NOTARIAL SEAL)

My Commission Expires: May 2, 1955

ARTICLES OF INCORPORATION

OF

ANTHONY AND LATHAM, INCORPORATED

approved by the State Tax Commission of Maryland October 8, 1953 and received for record October 8, 1953 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 6668

Deeley K. Nice

John Wood Logan
Commissioners

Recorded in Liber 437, folio 431, one of the Charter Records of the State Tax Commission of Maryland.

Capital - \$10,000.00 - common 1,000 shares par \$10.00

Increase of Capital

Bonus tax paid \$20.00 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 endorsements thereon, has been 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.)

ARTICLES OF INCORPORATION : BE IT REMEMBERED, That on this 4th
OF : day of January A.D. 1954, at 9:00 o'clock A.M.
HAYDEN HEATER COMPANY : the following ARTICLES OF INCORPORATION or
Instrument of Writing was received to be recorded and is accordingly enrolled as follows, to wit:

ARTICLES OF INCORPORATION

OF

HAYDEN HEATER COMPANY

This is to certify:

FIRST: That we the subscribers, Sydney J. Hayden, whose postoffice address is 948 Northampton Driver, Silver Spring, Maryland; Howard F. Williams, whose

Edmund

postoffice address is I Nicholson Lane, Rockville, Maryland; and Lorne H. Buffam, whose postoffice address is 103 Newlands St., Chevy Chase, Maryland, of full age, do, 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 (which is hereinafter called the Corporation) is HAYDEN HEATER COMPANY.

THIRD: The purposes for which the corporation is to be formed are: to design and make and manufacture machinery and electrical devices of all kinds; to engage in all kinds of mechanical and electrical engineering business.

To manufacture, buy, sell, deal in, plan, superintend, erect and install heating ventilating and refrigerating systems, apparatus and appliances, electric and hydraulic plants and power plants of every description;

To design, manufacture, assemble, purchase, sell, lease, install, dispose of, repair, trade in or deal with boilders, radiators, furnaces, stoves, heaters or any and all devices in the nature of apparatus for heating by any agency or in any manner, heating units, castings, forgings, steams, hot water, hot air, electrical, petroleum, vapor, stove, plumbing and gas fittings, materials and supplies, sanitary and ventialting devices and apparatus, heating, lighting, cooling, refrigerating, ventilating, power and water fittings, materials and supplies, and pumps, tanks, crown sheets, boilder plates, tubes, pipes, valves, rivets, coverings, grates, appliances, apparatus, machinery, equipment, materials and similar supplies or any kind whatsoever;

To manufacture, buy, sell, import, export and otherwise deal in and with boilers, tubes, furnaces, drums, stoves, ovens, grates of every kind and description, fuel burning, heating or steam producing devices, forced-draught appliances, automatic and other stokers, and all other kinds of machinery, tools and implements and all products and substances entering into the manufacture and erection thereof.

To purchase, lease or otherwise acquire and to hold, own, sell, or dispose of real and personal property of all kinds and in particular lands, buildings, business concerns and undertakings, shares of stock, mortgages, bonds, debenture and other securities, merchandise, book debts and claims, trade marks, trade names, patents and patent rights, copyrights and any interest in real or personal property.

To take over and operate the business of firms, corporations and individuals to such extent and in such manner as is permitted under the laws of Maryland relating to business corporations, and to acquire and hold the securities of other corporations.

To carry on a general manufacturing and trading business and in connection therewith to manufacture, buy, sell, deal in and to engage in and carry on the business of manufacturing, buying, selling and dealing in goods, wares, merchandise, products and buy-products of every class and description.

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To acquire, develop, improve, sell, assign, transfer, convey, lease, sublease, pledge and otherwise alienate and dispose of, and to mortgage or otherwise encumber, real property situate in any part of the world and the fixtures and personal property incident thereto or connected therewith.

To develop, and turn to account any land owned by the corporation or in

which it has an interest directly or indirectly, and among other things, to lay out and prepare the same for building purposes, and to construct, alter and equip buildings and let the same by lease or agreement or otherwise and to advance money to, and enter into contracts and agreements of all kinds with builders, contractors, tenants and others.

To purchase, sell, manufacture and generally to deal in building materials and goods, wares and merchandise and to carry on any other lawful trade or business incidental to or proper or useful in connection with the purchase, sale, ownership, construction and equipment of property.

To act as financial or business and/or purchasing agent, general or special.

To make and enter into all manner and kinds of contracts, agreements and obligations for the purchasing, acquiring, dealing in or sealing of any and all kinds of property, real and personal.

To borrow money, to issue bonds, debentures, notes or other obligations secured or unsecured of the corporation; to secure the same by mortgage or mortgages or deed or deeds of trust, or pledge or other lien upon any or all of the property, rights, privileges and franchises of the corporation, wheresoever situated, acquired or to be

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acquired.

To acquire, hold, use, sell assing, lease, mortgage and otherwise dispose of letters patent of the United States or of any other country, patents, patent rights, copyrights, licenses and privileges, inventions, improvements and processes, trade marks, and trade names or pending applications therefor, relating to or useful in connection with any business of the corporation or of any other corporation or association in which the corporation may have an interest directly or indirectly as a stockholder or otherwise.

To have and to exercise all the powers now or hereafter conferred by the laws of the State of Maryland upon corporations organized under the laws under which the corporation is organized and any and all acts amendatory thereof and supplemental thereto.

To conduct business in the State of Maryland, other states, the District of Columbia, the territories and colonies of the United States and in foreign countries, and to have one or more offices outside the State of Maryland, as well as within said State, and to hold, purchase, mortgage, and convey real and personal property outside the state of Maryland as well as within said State; provided, however, that nothing herein contained shall be deemed to authorize the Corporation to construct, hold, maintain or operate within the State of Maryland railroads, or interurban or street railways, or telegraph or telephone lines, or to carry on within said State the business of a gas, electric, steam, heat or power company, or to carry on within said State any public utility business.

Generally, to carry on and undertake any other lawful business of

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the same general nature, which may from time to time seem to the directors of the corporation capable of being conveniently carried on in connection with the above

objects, or calculated directly or indirectly to render valuable or enhance the value of any of the corporation's properties, privileges or rights.

Generally, to perform any and all acts connected with, arising from or incidental to the business to be carried on by the corporation, or proper and necessary for the purposes of its business.

The foregoing clauses shall be construed both as objects and powers, and the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation.

FOURTH: The postoffice address of the place at which the principal office of the corporation in the State of Maryland will be located is Easton, Maryland.

FIFTH: The resident agent of the corporation is SYDNEY J. HAYDEN, whose postoffice address is 948 Northampton Drive, Silver Spring, Maryland; said resident agent is a citizen of the State of Maryland, actually residing therein.

SIXTH: The corporation shall have not less than three directors and Sydney J. Hayden, Howard F. Williams and Lorne H. Buffam shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SEVENTH: The total amount of the authorized capital stock of the corporation is ONE HUNDRED (100) shares without nominal or par value.

EIGHTH: The stock certificates evidencing the shares of stock in the corporation owned by the stockholders herein named shall be endorsed as follows: "This certificate is subject to the terms of an agreement executed on October 15, 1953 between the stockholder whose name appears on the face hereof and Hayden Heater Company."

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NINTH: Sydney J. Hayden, Howard F. Williams and Lorne H. Buffam shall not uncumber or dispose of the stock in the corporation now owned or hereafter acquired by them except as follows:

a. The party desiring to dispose of his stock must first give thirty days written notice by registered mail to the board of directors, of his intention to make such disposition. The corporation shall then have the first option to purchase said stock at the book value of the stock at the time of sale.

b. If the corporation does not elect to purchase the stock in accordance with the provisions of the paragraph first above, then the remaining stockholders shall have the option to purchase such stock at a price equal to its book value at the time of sale, and the said remaining stockholders may purchase such stock in an amount equal to the proportionate amount of stock, percentage-wise, held by each such remaining stockholder at the time of the sale.

c. If any one stockholder controls an amount of stock in the corporation equal to fifty percent of the outstanding stock he must, upon voluntary retirement, offer for sale to the corporation an amount of his stock which will reduce the total of his holding stock to an amount not in excess of forty-nine percent of the total of the outstanding stock.

TENTH: The corporation is to have perpetual existence. It reserves the right to amend, alter, change or repeal any of the provisions contained in these Articles of Incorporation, in the manner now or hereinafter provided in the by-laws of the corporation.

ELEVENTH: The directors shall have power, if the by-laws so provide, to

hold their meetings either within or without the State of Maryland. The corporation may have one or more offices in addition to the principal office in Maryland and may keep its books (subject to the provisions of the statutes) in or outside the State of Maryland, at such places as may be designated from time to time by the directors.

IN WITNESS WHEREOF we have signed these Articles of Incorporation on the 15th day of October, 1953.

6

Sydney J. Hayden
Sydney J. Hayden

Howard F. Williams
Howard F. Williams

Lorne H. Buffam
Lorne H. Buffam

WITNESS

Edward H. Hance
Edward H. Hance

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DISTRICT OF COLUMBIA, SS:

This is to certify that on the 15th, day of October, 1953, before me, the subscriber, a Notary Public in and for the District of Columbia, personally appeared Sydney J. Hayden, Howard F. Williams and Lorne H. Buffam and severally acknowledged the foregoing Articles of Incorporation to be their act.

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

Mary B. Chaney
Notary Public

Mary B. Chaney

(NOTARIAL SEAL)

ARTICLES OF INCORPORATION

OF

HAYDEN HEATER COMPANY

approved by the State Tax Commission of Maryland October 20, 1953 and received for record October 20, 1953 at 2:35 o'clock P.M. as in conformity with law and ordered recorded.

A 6776

Deeley K. Nice

Owen E. Hitchins

Commissioners

Recorded in Liber 438, folio 411, one of the Charter Records of the State Tax Commission of Maryland.

Capital - 100 shares without nom. or par

Increase of Capital

Bonus tax paid \$20.00 Recording fee paid \$16.00

To the clerk of the Circuit Court for Talbot County

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

endorsements thereon, has been 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.)

ARTICLES OF INCORPORATION : BE IT REMEMBERED, That on this
 OF : 4th day of February A.D. 1954, at 9:00
 THE BLUE LANTERN INN, INC. : 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:

THE BLUE LANTERN INN, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY, That the subscribers, James Robert Towers, whose address is Denton, Caroline County, State of Maryland, Addie Towers, whose address is Denton, Caroline County, State of Maryland, and Thomas W. Johnson, whose address is Cordova, Talbot County, State of Maryland, each and every one being at least twenty-one years of 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 BLUE LANTERN INN, INC., 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.

2. To buy, sell, hold, store, manufacture, distill, brew, distribute, warehouse and otherwise in all manner deal in and with liquors, wines, vinous liquors, malts, beers, ales, brandies, and cordials and other spirituous and fermented and distilled alcoholic beverages and by-products thereof and such other commodities as are or may be used and employed in and about the selling, distribution, storage, warehousing, and disposing of the aforesaid products.

3. To buy, lease, build, own, hold, equip, mortgage, sell and otherwise deal with any and all types of warehouses, offices, storage houses, display rooms, bill boards, signs and other advertising equipment, trucks, loading devices and all other structures or equipment necessary or desirable for the wholesale or retail distribution and sale or other activity in connection with the handling of alcoholic beverages of all types for distribution.

4. To own, conduct, operate, maintain and carry on the business of restaurant, and to sell and dispense foods, beverages of all kinds and to do any and all things necessary and pertinent to said business.

Examined

5. To own, conduct, operate, maintain and carry on the business of retail or wholesale of groceries, and to sell and dispense foods, beverages, canned goods, notions, athletic equipment, marine supplies, fishing tackle, live bait, patent medicines, and all other allied and related products and goods of all kinds and to do any and all things necessary and pertinent to the said business or businesses.

6. To own, lease, operate and manage garages and filling stations for motor vehicles; to buy, sell, rent, store, prepare and care for motor vehicles of all kinds; to make loans secured by motor vehicles, their parts, appurtenances, supplies and accessories, and to deal in such securities; to own, operate and manage parking places for motor vehicles and to do any or all things necessary or incident to the business or businesses of the corporation, and to exercise and possess the powers herein set forth as fully as natural persons, whether as principal, agent, trustee or otherwise.

7. To manage all kinds of properties, real or personal, and to collect the rents and profits therefrom.

8. To purchase, build, own, hold, buy, sell, lease, use, equip, mortgage, improve, invest and deal in all properties of all descriptions as agent or principal.

9. 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.

10. 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.

11. 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.

12. 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 corporate 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 at which the principal office of the said Corporation in this state shall be located will be R. F. D., Cordova, Talbot County, State of Maryland.

The Resident Agent of The Corporation is James Robert Towers, whose post office address is Denton, Caroline County, State of Maryland. Said Resident Agent is an adult citizen of Maryland, and actually resides therein and at the aforementioned address.

The corporate stock shall consist and be of Two Thousand (2,000) Shares of Common Stock of Ten Dollars (\$10.00) Par Value.

The said Corporation shall have not less than three, nor more than five Directors, and James Robert Towers, Addie Towers and Thomas W. Johnson, shall act as such and serve in the capacity of President and Treasurer, Vice-President, and Secretary, 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 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 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 other 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 Corporation.

IN WITNESS WHEREOF, We have hereunto set our hands this 20th day of October, A. D., in the year one thousand nine hundred and fifty three.

TEST: as to all Incorporators:

	<u>James Robert Towers</u> James Robert Towers
<u>Walter W. Claggett</u>	<u>Addie Towers</u> Addie Towers
	<u>Thomas W. Johnson</u> Thomas W. Jonson

STATE OF MARYLAND, TALBOT COUNTY, to wit:

I HEREBY CERTIFY, That on this 20th day of October, A. D., in the year one thousand nine hundred fifty-three, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared James Robert Towers, Addie Towers, and Thomas W. Johnson and severally acknowledged the foregoing Certificate of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.

(NOTARIAL SEAL)	<u>Shirley R. Wooden</u> Notary Public
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My Commission Expires: May 2, 1955.

ARTICLES OF INCORPORATION

OF

THE BLUE LANTERN INN, INC.

approved by the State Tax Commission of Maryland November 18, 1953 and received for record November 18, 1953 at 11:00 o'clock A.M. as in conformity with law and ordered recorded.

A 7014	<u>Deeley K. Nice</u>
	<u>John Wood Logan</u>

Recorded in Liber 441, folio 170, one of the Charter Records of the State Tax Commission of Maryland.

Capital - 2,000 shares common par \$10.00
 Increase of Capital
 Bonus tax paid \$20.00 Recording fee paid \$12.00

To the clerk of the Circuit Court for Talbot County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been 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
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NOBLE MOTOR REBUILDERS, INC. : BE IT REMEMBERED, That on this
 ARTICLES OF AMENDMENT : 4th day of February A.D. 1954, at 9:00
 o'clock A.M. the following ARTICLES OF AMENDMENT or Instrument of Writing was re-
 ceived to be recorded and is accordingly enrolled as follows, to wit:

NOBLE MOTOR REBUILDERS, INC.

ARTICLES OF AMENDMENT

Noble Motor Rebuilders, Incorporated, a Maryland corporation having its principal office in Easton, Talbot County, Maryland (hereinafter called the Corporation), hereby certifies to the State Tax Commission of Maryland, that:

FIRST: The charter of the Corporation is hereby amended by striking out Fourth of the Certificate of Incorporation and inserting in lieu thereof the following:

FOURTH: That the total amount of authorized capital stock of said corporation shall consist of 2000 shares of voting common stock of the par value of \$100.00 per share, aggregating \$200,000.

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on October 22, 1953, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of the charter was advisable and directing that it be submitted for action thereon at a special meeting of the stockholders of the Corporation to be held on November 2, 1953.

THIRD: Notice setting forth the said amendment of the charter and stating that a purpose of the meeting of the stockholders would be to take action thereon, was given, as required by law, to all stockholders entitled to vote thereon.

FOURTH: The amendment of the charter of the Corporation as hereinabove set forth was approved by the stockholders of the Corporation at said meeting by the affirmative vote of two-thirds of all the votes entitled to be cast thereon.

FIFTH: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the board of directors and approved by the stockholders of the Corporation.

SIXTH: (a) The total number of shares of all classes of stock of the Corporation heretofore authorized, and the number and par value of the shares of each class are as follows:

300 shares of voting common stock of the par value of \$100.00 per share.

(b) The total number of shares of all classes of stock of the Corporation as increased, and the number and par value of the shares of each class, are as follows:

2000 shares of voting common stock of the par value of \$100.00 per share.

(c) The capital stock of the Corporation is not divided into classes.

IN WITNESS WHEREOF, Noble Motor Rebuilders, Incorporated has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary, on November 3, 1953.

Examined

(S E A L ' S)
(P L A C E .)

NOBLE MOTOR REBUILDERS, INCORPORATED

By John W. Noble
John W. Noble, President

ATTEST:

Verta K. Noble
Verta K. Noble, Secretary

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 4th day of November, 1953, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared John W. Noble, President of Noble Motor Rebuilders, Incorporated, a Maryland Corporation, and in the name and on behalf of the said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared Verta K. Noble and made oath in due form of law that she was secretary of the meeting of the stockholders of said corporation at which the amendment of the charter of the corporation therein set forth was approved, 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)

Amelia S. Stevenson
Notary Public

ARTICLES OF AMENDMENT
OF

NOBLE MOTOR REBUILDERS, INC.

approved by the State Tax Commission of Maryland November 19, 1953 and received for record November 19, 1953 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 7019

Deeley K. Nice
John Wood Logan
Commissioners

Recorded in Liber 441, folio 197, one of the Charter Records of the State Tax Commission of Maryland.

Capital -

Increase of Capital - 2,000 shares common at 100. - \$200,000

Bonus tax paid \$20.00 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 endorsements thereon, has been 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

(S E A L ' S)
(P L A C E .)

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THE NOBLE MOTOR COMPANY : BE IT REMEMBERED, That on this 4th
ARTICLES OF AMENDMENT : day of February A.D. 1954, 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:

THE NOBLE MOTOR COMPANY
ARTICLES OF AMENDMENT

The Noble Motor Company, a Maryland corporation having its principal office in Easton, Talbot County, Maryland (hereinafter called the Corporation), hereby certifies to the State Tax Commission of Maryland, that:

FIRST: The charter of the Corporation is hereby amended by striking out Fourth of the Certificate of Incorporation and inserting in lieu thereof, the following:

FOURTH: The total amount of authorized capital stock of the Corporation is as follows:

1000 shares of voting common stock of the par value of one hundred (\$100.00) Dollars a share.

1000 shares of non-voting common stock of the par value of one hundred (\$100.00) Dollars a share.

There shall be no difference between the voting and non-voting shares of stock except as to voting privileges.

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on October 22, 1953, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of the charter was advisable and directing that it be submitted for action thereon at a special meeting of the stockholders of the Corporation to be held on November 2, 1953.

THIRD: Notice setting forth the said amendment of the charter and stating that a purpose of the meeting of the stockholders would be to take action thereon, was given, as required by law, to all stockholders entitled to vote thereon; and like notice was given to all stockholders of the Corporation not entitled to vote thereon, whose contract rights as expressly set forth in the charter would be altered by the amendment.

FOURTH: The amendment of the charter of the Corporation as hereinabove set forth was approved by the stockholders of the Corporation at said meeting by the affirmative vote of two-thirds of all the votes entitled to be cast thereon.

FIFTH: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the board of directors and approved by the stockholders of the Corporation.

SIXTH: (a) The total number of shares of all classes of stock of the Corporation heretofore authorized, and the number and par value of the shares of each class are as follows:

150 shares of voting common stock of the par value of \$100.00 per share.

150 shares of non-voting common stock of the par value of \$100.00 per share.

Examined

(b) The total number of shares of all classes of stock of the Corporation as increased, and the number and par value of the shares of each class, are as follows:

1000 shares of voting common stock of the par value of of \$100.00 per share.

1000 shares of non-voting common stock of the par value of \$100.00 per share.

(c) A description of each class of stock of the Corporation with the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, and qualifications, of each class of the authorized capital stock as increased are as set forth in Article First hereof.

IN WITNESS WHEREOF, The Noble Motor Company 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 November 3, 1953.

(S E A L ' S)
(P L A C E .)

THE NOBLE MOTOR COMPANY
BY: John W. Noble
John W. Noble, President

ATTEST:
Verta K. Noble
Verta K. Noble, Secretary

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 4th day of November, 1953, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared John W. Noble, President of The Noble Motor Company, a Maryland Corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared Verta K. Noble and made oath in due form of law that she was secretary of the meeting of the stockholders of said corporation at which the amendment of the charter of the corporation therein set forth was approved, 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.

(S E A L ' S)
(P L A C E .)

Amelia S. Stevenson
Notary Public.
(NOTARIAL SEAL)

ARTICLES OF AMENDMENT
OF
THE NOBLE MOTOR COMPANY

approved by the State Tax Commission of Maryland November 19, 1953 and received for record November 19, 1953 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 7018

Deeley K. Nice
John Wood Logan
Commissioners

Recorded in Liber 441, folio 194, one of the Charter Records of the State Tax Commission of Maryland.

Capital - None

Increase of Capital - 1,000 shares common 100 - \$100,000

1,000 shares n. v. common 100 - \$100,000

Bonus tax paid \$20.00

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 endorsements thereon, has been received, approved and recorded by the State Tax Commission of Maryland.

AS WITNESS my hand and seal of the said Commission at Baltimore.

(S E A L ' S)

Albert W. Ward

(P L A C E .)

Secretary

ARTICLES OF INCORPORATION : BE IT REMEMBERED, That on this
FOX'S DEPARTMENT STORE, INC. : 12th day of March A.D. 1954, 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:

ARTICLES OF INCORPORATION
FOX'S DEPARTMENT STORE, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, ELMER E. FOX, CHARLOTTE Z. FOX and HARVEY S. HORSEY, II, the post-office address of each of whom is Easton, Maryland, being 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:-

FOX'S DEPARTMENT STORE, 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, and sell notions, toys, department store supplies and merchandise of every kind, and to receive and sell the same as agent or on commission, and as wholesaler, retailer, importer and exporter; and generally to conduct a department store and general merchandise business.

(2) 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.

(3) To acquire all or any part of the good will, rights, property and business of any persons, firm, association, or corporation heretofore or hereafter engaged in any business similar to any business which the Corporation has the power

Examined

to conduct, and to hold, utilize, enjoy and in any manner dispose of, the whole or any part of the rights, property and business so acquired, and to assume in connection therewith any liabilities of any such person, firm, association or corporation.

(4) To 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, 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.

(5) To purchase or otherwise acquire, and to hold, sell or otherwise dispose of, and to retire and re-issue, shares of its own stock of any class in any manner now or hereafter authorized or permitted by law.

(6) 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.

(7) 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 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 power herein specified, or that at any time may appear conducive to or expedient for the accomplishment of any of such objects and purposes; and to engage in and carry on any other business which may conveniently be conducted in conjunction with any of the business of the corporation.

(8) The Corporation shall be authorized to exercise and enjoy all the powers, rights and privileges granted to, or conferred upon, corporations of a similar character by the General Laws of the State of Maryland now or 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 8 N. Washington Street, Easton, Maryland. The resident agent of the Corporation is Elmer E. Fox, whose post-office address is 8 N. Washington Street, Easton, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The management of the Corporation shall be vested in a board of not less than three or more than seven directors, as may be fixed by the by-laws. Elmer E. Fox, Charlotte Z. Fox and Harvey S. Horsey, II, shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total amount of the authorized stock of the Corporation is one hundred thousand (\$100,000.00) Dollars, 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 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 buy-laws of the corporation.

(2) 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 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.

(3) 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 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.

(4) 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.

(5) 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 part 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 of the corporation 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.

(6) 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.

(7) 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.

(8) 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.

(9) 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 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 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.

(10) 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 changes in the terms thereof shall have been authorized by the holders of two-thirds 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 Articles of Incorporation on this 30th day of December, 1953.

WITNESS: as to all

three signatures:-

Agnes S. Claggett

Elmer E. Fox
Elmer E. Fox

Charlotte Z. Fox
Charlotte Z. Fox

Harvey S. Horsey, II
Harvey S. Horsey, II

STATE OF MARYLAND, TALBOT COUNTY, to wit:-

I HEREBY CERTIFY that on this 30th day of December, 1953, before me, the subscriber, a Notary Public of the State of Maryland in and for Talbot County aforesaid, personally appeared Elmer E. Fox, Charlotte Z. Fox and Harvey S. Horsey, II and severally acknowledged the foregoing Articles of Incorporation to be their act.

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

My Commission Expires May 2, 1955

Agnes S. Claggett
Notary Public

(NOTARIAL SEAL)

ARTICLES OF INCORPORATION
OF
FOX'S DEPARTMENT STORE, INC.

approved by the State Tax Commission of Maryland December 31, 1953 and received for record December 31, 1953 at 11:00 o'clock A.M. as in conformity with law and ordered recorded.

A 7460

Deeley K. Nice

Owen E. Hitchins
Commissioners

Recorded in Liber 446, folio 20, one of the Charter Records of the State Tax Commission of Maryland.

Capital - \$100,000; 10,000 shares at \$10
Increase of Capital
Bonus tax paid \$20.00 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 endorsements thereon, has been 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

PENSEL & WALKER, INC. : BE IT REMEMBERED, That on this 12th
ARTICLES OF INCORPORATION : day of March A.D. 1954, at 9:00 o'clock A.M.
: the following ARTICLES OF INCORPORATION or In-
strument of writing was received to be recorded and is accordingly enrolled as
follows, to wit:

PENSEL & WALKER, INC.
ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Kendall H. Pensel, W. Aubrey Walker, Doris W. Pensel and Mary P. Walker, the post-office address of each of whom is Baltimore, Maryland, being all of full legal age, do, under and by virtue of the

Examined

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:

PENSEL & WALKER, 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 carry on the business of dispensing opticians; to buy, sell, manufacture, fit, adjust and repair eye glasses, watches, clocks, chronometers and all optical and scientific instruments and appliances of every description,
- (2) To manufacture such machinery and appliances as are or might be useful in connection with the manufacture or preparation of the aforesaid articles.
- (3) 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.
- (4) To acquire all or any part of the good will, rights, property and business of any persons, 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 or any such person, firm, association or corporation.
- (5) 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.
- (6) To purchase or otherwise acquire, and to hold, sell or otherwise dispose of, and to retire and re-issue, shares of its own stock of any class in any manner now or hereafter authorized or permitted by law.
- (7) 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 that at any time may appear conducive to or expedient for the accomplishment of any^{of}/such objects and purposes; and to engage in and carry on any other business which may conveniently be conducted in conjunction with any of the business of the

Corporation.

(8) The Corporation shall be authorized to exercise and enjoy all the powers, rights and privileges granted to, or conferred upon, corporations of a similar character by the General Laws of the State of Maryland now or 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 in Easton, Maryland. The resident agent of the Corporation is Henry P. Turner, whose post-office address is Easton, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The management of the Corporation shall be vested in a board of not less than three or more than nine directors, as may be fixed by the by-laws. Kendall H. Pensel, W. Aubrey Walker, Doris W. Pensel and Mary P. Walker shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total amount of the authorized stock of the Corporation is Ten Thousand (\$10,000.00) Dollars, divided into one thousand (1,000) shares of common stock of the par value of Ten (\$10.00) Dollars each.

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

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such considerations as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the Corporation.

(2) 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 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.

(3) 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 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.

(4) 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.

(5) 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 of the Corporation 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.

(6) 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.

(7) 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.

(8) 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.

(9) 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 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.

(10) 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 changes in the terms thereof shall have been authorized by the holders of two-thirds 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 this 12th day of December, 1953.

WITNESS:

As to all four

signatures

Winifred Harris

Kendall H. Pensell
Kendall H. Pensell

W. Aubrey Walker
W. Aubrey Walker

Doris W. Pensel
Doris W. Pensel

Mary P. Walker
Mary P. Walker

STATE OF MARYLAND, BALTIMORE CITY, to wit:-

I HEREBY CERTIFY, That on this 12th day of December, 1953, before me, the subscriber, a Notary Public of the State of Maryland in and for Baltimore City aforesaid, personally appeared Kendall H. Pensel, W. Aubrey Walker, Doris W. Pensel and Mary P. Walker, and severally acknowledged the foregoing Articles of Incorporation to be their act.

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

Norris Harris

(NOTARIAL SEAL)

Notary Public

ARTICLES OF INCORPORATION

OF

PENSEL & WALKER, INC.

approved by the State Tax Commission of Maryland December 16, 1953 and received for record December 16, 1953 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 7251

Owen E. Hitchins

John Wood Logan

Commissioners

Recorded in Liber 443, folio 468, one of the Charter Records of the State Tax Commission of Maryland.

Capital - \$10,000; 1000 shares Common at \$10 par

Increase of Capital

Bonus tax paid \$20.00 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 endorsements thereon, has been 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.)

KIRBY FARMS, INCORPORATED : BE IT REMEMBERED, That on this 15th day
CERTIFICATE OF INCORPORATION : of April A.D. 1954, at 9:00 o'clock A.M. the follow-
ARTICLES : ing ARTICLES OF INCORPORATION or Instrument of writ-
ing was received to be recorded and is accordingly enrolled as follows, to wit:

KIRBY FARMS, INCORPORATED

CERTIFICATE OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, T. Hughlett Henry, whose post office address is Easton, Maryland, T. Hughlett Henry, Jr., whose post office address is Easton, Maryland, and William H. Adkins, II, whose post office address is Easton, Maryland, all being at least twenty-one years of 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

KIRBY FARMS, 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 acquire by purchase, lease or otherwise, to hold, own, buy, sell, lease, mortgage, convey or otherwise in any manner deal in or with all farms, farming enterprises, marshes, residential properties, timber lands, and all real estate of any sort and useful for any purpose in the promotion of the corporation's affairs and business; to cultivate, improve, trap, farm, out, manage, operate, subdivide, and otherwise deal in or with the same in any manner deemed to enhance the value of the same or promote the corporation's affairs or business; to operate and maintain thereon herds of live stock, or other animals, poultry raising operations, hatcheries, or any other business, or operation calculated to promote the affairs or business of the Corporation; to operate and maintain any oyster beds, fish nets, crabbing operations or other sea-food enterprises in waters adjacent to such real estate, or on other waters wherever located.

To act as purchasing or selling agents of any or all manner of real estate, personal property, farm produce, live stock, poultry, sea food, farm machinery and

transcribed

implements, and the products, or by-products, of any such real or personal property, either in the Corporation's own behalf or on the behalf and for any person, firm or corporation whatever.

To buy, lease, build, erect, maintain, improve, own hold, sell, convey and otherwise deal in any manner with all improvements, building, dwellings, barns, stables, poultry houses, hatcheries, pounds, dairies, saw mills and other structures whether located or to be located on property of the Corporation or elsewhere, farm machinery, implements, produce, crops, timber, whether standing or out, live stock and any other animals, poultry, eggs, skins, hides, sea food, and any other product or by-product of any farming or other operations carried on by the Corporation.

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.

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

FOURTH: The post office address of the principal office of the Corporation in this state is Trappe, Maryland. The resident agent of the Corporation is Davis C. Kirby, Jr., whose post office address is Trappe, Maryland. Said resident agent is a citizen of The State of Maryland and actually resides therein.

FIFTH: The Corporation shall have four Directors, and Davis C. Kirby, Jr., James T. Kirby, William N. Kirby, and Ada N. Kirby shall act as such until the first annual meeting or until their successors are duly chosen or qualified.

SIXTH: The total number of shares of stock of all classes which the Corporation has authority to issue is 400 shares, divided into 75 shares of Class "A" Common stock of the par value of \$100 each, and 325 shares of Class "B" Common Stock

of the par value of \$100 each. The aggregate par value of all shares having par value ~~of all shares having par value~~ of all classes is \$40,000.00. The rights, voting powers, preferences, restrictions, limitations and qualifications of each class of stock are as follows:

CLASS "A" COMMON STOCK

(a) Dividends. The holders of the Class "A" Common Stock shall be entitled to receive from the surplus or net profits of the Corporation such annual dividends as may be declared by its Board of Directors, payable at such time or times as said Directors may specify.

(b) Preferences upon liquidation, etc. In the event of liquidation, dissolution, or winding up of the Corporation (whether voluntary or involuntary) the holders of the issued and outstanding Class "A" Common Stock shall be entitled to receive out of the assets before any distribution to the holders of any other class of stock a sum equal to \$100 for each share.

A consolidation or merger of the Corporation with any other corporation or corporations shall not be deemed to be a liquidation, dissolution, or winding up within the meaning of this clause.

(c) Voting Rights. Each share of Class "A" Common Stock shall entitle the holder thereof to one vote in all proceedings in which action shall be taken by stockholders of the Corporation.

(d) Redemption. At the option of the Board of Directors, the whole or any part of the Class "A" Common Stock outstanding at any time may be redeemed at \$100 per share, upon not less than 30 days previous notice given by mail to the holders of record of the Class "A" Common Stock. In the event that less than all of the outstanding Class "A" Common Stock is to be redeemed, the redemption may be affected either by lot or pro rata, in such manner as may be prescribed by resolution of the Board of Directors. After any of the outstanding Class "A" Common Stock shall have been called for redemption and the holders thereof duly notified and the funds necessary to effect such redemption have been set aside by the Board of Directors, the holders thereof shall have no further rights as stockholders of the Corporation but shall be entitled only upon presentation of the certificates properly endorsed to receive the redemption value thereof, as above set forth. Notice of redemption shall be deemed to have been given when addressed to such Class "A" Common Stockholders at their addresses recorded on the books of the Corporation and deposited in The United States Mail.

(e) Restrictions upon transfer. No share or shares of Class "A" Common Stock shall be transferred to any person, unless such share or shares shall first have been offered to all holders of all classes of shares of this Corporation at the price which has been offered the Class "A" Common shareholder for such share or shares. Said offer shall be deemed to have been made if mailed to all stockholders of record at their addresses recorded on the books of the Corporation, and deposited in The United States Mail, and such offer shall be deemed to have been rejected if not accepted within 10 days from the date of deposit in The United States Mail.

CLASS "B" COMMON STOCK

(a) Dividends. The holders of the Class "B" Common Stock shall be entitled to receive from the surplus or net profits of the Corporation such annual dividends as may be declared by its Board of Directors, payable at such time or times as said Directors may specify.

(b) Voting Rights. Each share of Class "B" Common Stock shall entitle the holder thereof to one vote in all proceedings in which action shall be taken by stockholders of the Corporation.

(c) Restrictions upon transfer. No share or shares of Class "B" Common Stock shall be transferred to any person, unless such share or shares shall first have been offered to all holders of all classes of shares of this Corporation at the price which has been offered to the Class "B" Common shareholder for such share or shares. Said offer shall be deemed to have been made if mailed to all stockholders of record at their addresses recorded on the books of the Corporation, and deposited in The United States Mail, and such offer shall be deemed to have been rejected if not accepted within 10 days from the date of deposit in The United States Mail.

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 considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of 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 Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any

of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of two-thirds of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

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

(e) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

(f) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(g) The Board of Directors shall have authority to exercise, without a vote of ~~the~~ stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or incorporated business entities.

IN WITNESS WHEREOF, we have signed this Certificate of Incorporation this 15th day of January, 1954.

Witness:

	<u>T. Hughlett Henry</u> (T. Hughlett Henry)
<u>Elizabeth G. Woodford</u> (Elizabeth G. Woodford)	<u>T. Hughlett Henry, Jr.</u> (T. Hughlett Henry, Jr.)
	<u>William H. Adkins II</u> (William H. Adkins, II)

STATE OF MARYLAND, TALBOT COUNTY, to wit:-

I HEREBY CERTIFY, That on this 15th day of January, in the year one thousand nine hundred and fifty-four, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared T. HUGHLETT HENRY, T. HUGHLETT HENRY, JR., and WILLIAM H. ADKINS, II, and severally acknowledged the foregoing Certificate of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.

Elizabeth G. Woodford
(Notary Public)
(Elizabeth G. Woodford)

(NOTARIAL SEAL)

My Commission Expires: May 2nd, 1955.

ARTICLES OF INCORPORATION
OF
KIRBY FARMS, INCORPORATED

approved by the State Tax Commission of Maryland January 18, 1954 and received for record January 18, 1954 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 7639

Deeley K. Nice
John Wood Logan
Commissioners

Recorded in Liber 448, folio 67, one of the Charter Records of the State Tax Commission of Maryland.

Capital
Increase of Capital
Bonus tax paid \$20.00 Recording fee paid \$18.00

To the clerk of the Circuit Court for Talbot County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been 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

(S E A L ' S)
(P L A C E .)

KIRBY FARMS, INCORPORATED : BE IT REMEMBERED, That on this 18th
STOCK ISSUANCE STATEMENT : day of June A.D. 1954, at 9:00 o'clock A.M. the
: following STOCK ISSURANCE STATEMENT or Instrument
of Writing was received to be recorded and is accordingly enrolled as follows, to
wit:

KIRBY FARMS, INCORPORATED
STOCK ISSUANCE STATEMENT

Kirby Farms, Incorporated, a Maryland Corporation having its principal office in Talbot County, Maryland (hereinafter called The Corporation) hereby certifies to the State Tax Commission of Maryland, that:

FIRST: The Corporation has authorized the issuance of seventy-five (75) fully paid and non-assessable shares at the par value of One Hundred Dollars (\$100) per share of Class "A" Common Stock; and of one hundred fifty (150) fully paid and non-assessable shares of the par value of one hundred dollars (\$100) of Class "B"

Examined

Common Stock of the Corporation, for the following consideration, the actual value of which, as determined by The Board of Directors, is not less then TWENTY-TWO THOUSAND FIVE HUNDRED DOLLARS (\$22,500), namely:

All those three farms or parcels of land, situate, lying and being in Trappe District, Talbot County, Maryland, called and known as "Gravelly", containing 136 acres of land more-or-less, "The Reed Farm" containing 128 acres of land more-or-less, and "The Merrick Land," containing 54 acres of land more-or-less; the said "Merrick Land" being subject to an option to purchase six (6) acres of the same, in favor of Trappe Frozen Foods, Inc., and the said "Reed Farm" containing thereon a broiler house not conveyed to the Corporation in exchange for stock; together with the buildings and improvements erected upon said three farms (excluding said broiler house) and all and every the rights, alleys, ways, waters and privileges, appurtenances and advantages, to the same belonging, or anywise appertaining.

SECOND: (a) At the time of authorization of the issuance of such shares of stock there were no shares of stock of any class of the Corporation outstanding and entitled to vote; and

(b) the issuance of said shares of stock on the terms above set forth was duly authorized by the Board of Directors of the Corporation at a Meeting held on March 2, 1954.

IN WITNESS WHEREOF Kirby Farms, Incorporated, has caused these presents to be signed in its name by William N. Kirby, its Vice-President, and its corporate seal to be hereunto affixed and attested by its Secretary, Ada N, Kirby, on March 5th, 1954.

KIRBY FARMS, INCORPORATED

(S E A L ' S)
(P L A C E .)

BY William N. Kirby
William N. Kirby
Vice-President

Ada N. Kirby
Ada N. Kirby
Secretary

STATE OF MARYLAND
COUNTY OF TALBOT, to wit:

I HEREBY CERTIFY, that on March 5th, in the year one thousand nine hundred and fifty-four, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County, aforesaid, personally appeared WILLIAM N. KIRBY, VICE-PRESIDENT OF KIRBY FARMS, INCORPORATED, a body corporate of the State of Maryland, and in the name of and on behalf of said Corporation acknowledged the foregoing Stock Issuance Statement to be the corporate act of said Corporation, and at the same time personally appeared DAVIS C. KIRBY, JR., and made oath in due form of law that he was Chairman of the meeting of the Board of Directors of said Corporation at which the issuance of the stock therein mentioned was authorized and approved, 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.)

Elizabeth G. Woodford
Notary Public

My Commission Expires:

May 2nd, 1955

STOCK ISSUANCE STATEMENT

OF

KIRBY FARMS, INCORPORATED

approved by the State Tax Commission of Maryland March 8, 1954 and received for record March 8, 1954 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 8097

Deeley K. Nice
John Wood Logan
Commissioners

Recorded in Liber 452, folio 462, one of the Charter Records of the State Tax Commission of Maryland.

Capital

Increase of Capital

Bonus tax paid \$- - - - 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 endorsements thereon, has been 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

(S E A L ' S)

(P L A C E .)

CHESAPEAKE ESTATES & FARMS, INC. : BE IT REMEMBERED, That on this 18th
ARTICLES OF INCORPORATION : day of June A.D., 1954 at nine 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:

CHESAPEAKE ESTATES & FARMS, INC.

ARTICLES OF INCORPORATION

FIRST: That we, the subscribers, T. Hughlett Henry, whose post office address is Easton, Maryland, T. Hughlett Henry, Jr., whose post office address is Easton, Maryland, and William H. Adkins, II, whose post office address is Easton, Maryland, all being at least twenty-one years of age, do, under and by virute 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 ESTATES & FARMS, INC.

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

To act as agent, broker, factor, owner, buyer, or seller in connection with the acquisition, holding, management, and sale of real estate, businesses, factories, farms, dwellings, apartment houses, hotels, or any other real estate holding or enter-

Manuscript

prise; to lease, rent, mortgage, pledge or otherwise deal in any way in the operation, management, improvement, or financing of real estate holdings or real estate and business enterprises of all kinds; to deal in the properties of individuals, persons, firms or corporations in any of the above manners.

To purchase, acquire, hold, improve, sell, convey, assign, release, mortgage, incumber, lease, hire, and deal in personal property of every kind and nature including stocks and securities of other corporations and to act as agent, factor, or broker in connection therewith.

To acquire real and personal property of all kinds for cash or partly for cash or for securities of the corporation.

To do all things and to have and exercise all the authorities and powers generally done and exercised by a real estate brokerage Company in accordance with the Laws of the State of Maryland, now in effect or hereafter enacted.

To acquire by purchase, or otherwise, real estate, property rights, business, good will, franchises and assets of every kind of any corporation 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 stock of the Corporation, cash or otherwise in the manner provided by the Statutes of Maryland.

To establish, maintain and operate offices and agencies and 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 County in which the same may be transacted or its property may be located.

FOURTH: The post office address of the principal office of the Corporation in this State is Easton, Maryland. The name and post office address of the resident agent of the Corporation in this State is Sigurd N. Hersloff, Jr., Oxford, Maryland. Said resident agent is an individual.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) Shares of the par value of One Hundred (\$100.00) Dollars a share, all of one class, and having an aggregate par value of One Hundred Thousand (\$100,000.00) Dollars.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased, or decreased, pursuant to the By-Laws of the Corporation, but shall never be less than three (3), and the names of the directors shall act until the first annual meeting, or until their successors are duly chosen and qualify, are Howard N. German, Sigurd N. Hersloff, Jr. and Howard G. Schirmer.

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 is hereby ^{empowered} to authorize the issuance, from time to time, of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, or

classes, whether now or hereafter authorized.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 22nd of March, 1954.

Witness:

T. Hughlett Henry
T. Hughlett Henry
T. Hughlett Henry, Jr.
T. Hughlett Henry, Jr.
William H. Adkins, II
William H. Adkins, II

Elizabeth G. Woodford

STATE OF MARYLAND, COUNTY OF TALBOT, ss:

I HEREBY CERTIFY, That on 22nd of March, 1954, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Talbot, personally appeared T. Hughlett Henry, T. Hughlett Henry, Jr. and William H. Adkins, II, and severally acknowledged the foregoing Articles of Incorporation to be their act.

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

(NOTARIAL SEAL)

Elizabeth G. Woodford
Notary Public
(Elizabeth G. Woodford)

My Commission Expires:
May 2nd, 1955.

ARTICLES OF INCORPORATION
OF

CHESAPEAKE ESTATES & FARMS, INC.

approved by the State Tax Commission of Maryland March 23, 1954 and received for record March 23, 1954 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 8198

Deeley K. Nice
John Wood Logan
Commissioners

Recorded in Liber 453, folio 433, one of the Charter Records of the State Tax Commission of Maryland.

Capital - \$100,000; 1000 shares at \$100 par - one class

Increase of Capital

Bonus tax paid \$20.00 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 endorsements thereon, has been 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

(S E A L ' S)

(P L A C E .)

ARTICLES OF INCORPORATION : BE IT REMEMBERED, That on this 18th
 OF : day of June A.D., 1954, at nine o'clock A.M.
 H. F. HALLOCK, INCORPORATED : the following ARTICLES OF INCORPORATION or
 Instrument of Writing was received to be recorded and is accordingly enrolled as
 follows, to wit:

ARTICLES OF INCORPORATED

OF

H. F. HALLOCK, INCORPORATED

THIS IS TO CERTIFY:

FIRST: That we, Homan FitzGreene Hallock, Jr., whose postoffice address is Oxford, Maryland, Althea Wagg Hallock, whose postoffice address is Oxford, Maryland, and Thomas Robert Knox, whose postoffice address is Queenstown, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporation, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

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

H. F. HALLOCK, INCORPORATED

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

(a) To carry on and conduct a general contracting business, including the designing, constructing, enlarging, repairing, remodeling or otherwise engaging in any work upon buildings, roads, sidewalks, highways, bridges, or manufacturing plants; and to engage in iron, steel, wood, brick, concrete, stone, cement, masonry and earth construction, and to execute contracts or to receive assignments of contracts, therefor, or relating thereto; also, to manufacture and furnish the building materials and supplies connected therewith.

(b) To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge, or otherwise dispose of, or turn to account or deal with, all or any part of the property of the Corporation, and from time to time to vary any investment or employment of capital of the Corporation.

(c) To purchase and sell, at wholesale or retail, all manner and kinds of building materials, including precut and pre-fabricated building materials, of every kind and nature.

(d) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property or personal property wherever situated.

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

Examined

of stock, bonds, or other securities of the Corporation or otherwise.

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

(g) To purchase or otherwise acquire, hold and re-issue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, ~~ex-~~ or voting trust certificates for any shares of stock of, change, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, /or any bonds or other securities or evidences of indebtedness issued or created by, any ~~xxxxxxx~~ other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(h) 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.

(i) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through 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.

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

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, objects 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 postoffice address of the principal office of the Corporation in this State is Oxford, Maryland. The resident agent of the Corporation is Homan FitzGreene Hallock, Jr., whose postoffice address is Oxford, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

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

SIXTH: The Corporation shall have three (3) directors and Homan FitzGreene Hallock, Jr., Althea Wagg Hallock and Thomas Robert Knox shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of 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 form 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 the power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and determine the use and disposition of any of such surplus or net profits.

The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation, 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, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of for-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(e) The Board of Directors shall have power to declare and authorize the payment of stock dividends, and shall authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

IN WITNESS WHEREOF, WE, the subscriber, have signed these Articles of Incorporation on this 1st day of March, in the year Nineteen Hundred and Fifty-four.

WITNESS

William Reddie	as to	Homan FitzGreene Hallock, Jr. (SEAL)	
William Reddie		Homan FitzGreene Hallock, Jr.	
William Reddie	as to	Althea Wagg Hallock (SEAL)	
William Reddie		Althea Wagg Hallock	
William Reddie	as to	Thomas Robert Knox (SEAL)	
William Reddie		Thomas Robert Knox	

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

THIS IS TO CERTIFY, That on this 1st day of March, in the year Nineteen Hundred and Fifty-four, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Homan FitzGreene Hallock, Jr., Althea Wagg Hallock and Thomas Robert Knox, and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

AS WITNESS my hand and Notarial Seal.

(NOTARIAL SEAL)

My commission expires

May 2, 1955

Mary Rae H. Russ
 Mary Rae H. Russ, Notary Public
 (formerly Mary Rae Harrison)

ARTICLES OF INCORPORATION
OF
H. F. HALLOCK, INCORPORATED

approved by the State Tax Commission of Maryland March 4, 1954 and received for record March 4, 1954 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 8041

Deeley K. Nice
 John Wood Logan
 Commissioners

Recorded in Liber 452, folio 172, one of the Charter Records of the State Tax Commission of Maryland.

Capital - \$100,000.00- 10,000 shares par \$10.00

Increase of Capital

Bonus tax paid \$20.00 Recording fee paid \$14.00

To the clerk of the Circuit Court for Talbot County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been 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

(S E A L ' S)

(P L A C E .)

ARTICLES OF INCORPORATION : BE IT REMEMBERED, That on this 18th day of June
OF THE HALLOCK CORPORATION : A.D. 1954, at nine o'clock A.M. the following
: ARTICLES OF INCORPORATION or Instrument of Writ-

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

ARTICLES OF INCORPORATION
OF
THE HALLOCK CORPORATION

THIS IS TO CERTIFY:

FIRST: That we, Homan FitzGreene Hallock, Jr., whose postoffice address is Oxford, Maryland, Althea Wagg Hallock, whose postoffice address is Oxford, Maryland, and Thomas Robert Knox, whose postoffice address is Queenstown, Maryland, all being at least twenty-one years of 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 by the execution and filing of these articles.

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

THE HALLOCK CORPORATION

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

(a) To engage in the business of engineering, designing, manufacturing, buying, selling, leasing, renting and distributing machinery, tools, equipment, devices, products, materials and accessories used in construction work of all kinds, including buildings, bridges, viaducts, sewers, roads and pavements; doing a general manufacturing business; buy, sell, and otherwise deal in all kinds of materials and finished products; to engage in a general contracting business to such an extent as it may consider necessary and expedient to assure satisfactory distribution, lease, use and application of any of the machinery, tools, equipment, devices, products, materials or accessories herein above referred to; to lease, rent, purchase, hold and operate such equipment and other property, both real and personal,

Examined

as it may consider necessary, convenient, expedient or useful for the successful conduct of its business; in general to do all things proper and necessary for the successful conduct of its business.

(b) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property or personal property wherever situated.

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

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

(e) To purchase or otherwise acquire, hold and re-issue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(f) To 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) To carry on any of the businesses hereinbefore enumerated

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

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

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

FOURTH: The postoffice address of the principal office of the Corporation in this State is Oxford, Maryland. The resident agent of the Corporation is Homan FitzGreene Hallock, Jr., whose postoffice address is Oxford, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

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

SIXTH: The Corporation shall have three (3) directors and Homan FitzGreene Hallock, Jr., Althea Wagg Hallock and Thomas Robert Knox shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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 considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such

other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of 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 form 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, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of for-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, or any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription of the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

(f) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

(g) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(h) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of any class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

IN WITNESS WHEREOF, we, the subscribers, have signed these Articles of Incorporation on this 1st day of March, in the year Nineteen Hundred and Fifty-four.

WITNESS:

<u>William Reddie</u> William Reddie	as to <u>Homan FitzGreene Hallock, Jr.</u> (SEAL) Homan FitzGreene Hallock, Jr.
<u>William Reddie</u> William Reddie	as to <u>Althea Wagg Hallock</u> (SEAL) Althea Wagg Hallock
<u>William Reddie</u> William Reddie	as to <u>Thomas Robert Knox</u> (SEAL) Thomas Robert Knox

STATE OF MARYLAND, TALBOT COUNTY, TO-WIT:

THIS IS TO CERTIFY, That on this 1st day of March, in the year Nineteen Hundred and Fifty-four, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Homan FitzGreene Hallock, Jr., Althea Wagg Hallock and Thomas Robert Knox, and severally acknowledged the foregoing Articles of Incorporation to be their respective att.

AS WITNESS my hand and Notarial Seal.

(NOTARIAL SEAL)

Mary Rae H. Russ
 Mary Rae H. Russ, Notary Public
 (formerly Mary Rae Harrison)

My commission expires
 May 2, 1955.

ARTICLES OF INCORPORATION
 OF
 THE HALLOCK CORPORATION

approved by the State Tax Commission of Maryland March 4, 1954 and received for record March 4, 1954 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 8040

Deeley K. Nice
 John Wood Logan
 Commissioners

Recorded in Liber 452, folio 163, one of the Charter Records of the State Tax Commission of Maryland.

Capital - 10,000 shares par \$10.00 common - \$100,000.00

Increase of Capital

Bonus tax paid \$20.00 Recording fee paid \$16.00

To the clerk of the Circuit Court for Talbot County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Tax Commission of Maryland.

AS WITNESS my hand and seal of the said Commission at Baltimore.

(S E A L ' S)

Albert W. Ward
Secretary

(P L A C E .)

ARTICLES OF INCORPORATION : BE IT REMEMBERED, That on this 22nd day of
EASTON JUNIOR CHAMBER OF COMMERCE, INC. : July A.D. 1954, at nine 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:

ARTICLES OF INCORPORATION

EASTON JUNIOR CHAMBER OF COMMERCE, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Charles D. Metz, Jr., Philip Y. Rowe, Edward/Gross, P. E. Burroughs, Jr., William F. Farlow, H. Cameron Hopkins, John F. Howell, Norris Edward Taylor, all of Easton, Talbot County and State of Maryland, and all being of full legal age, 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 non-profit Corporation without capital stock.

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

EASTON JUNIOR CHAMBER OF COMMERCE, INC.

THIRD: That The purpose for which the Corporation is formed is as follows:

(a) Civic service through the organized efforts of the young men of the community, to promote the welfare of the community and its citizens through active, constructive projects. It shall be the further purpose of this organization to provide the young men constituting its membership training in leadership and civic consciousness to better their usefulness as citizens.

FOURTH: The Post Office address of the principal office of the Corporation in this State is Box 573, Easton, Maryland. The resident agent of the Corporation is Charles D. Metz, whose Post Office address is St. Aubins, Easton, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation is an association organized solely for the pursuit and accomplishment of the purposes and objects hereinbefore set forth and not with a view to any pecuniary gain or profit to the members thereof. The Corporation shall have no capital stock and has no power to issue any capital stock, and no dividend of pecuniary profits shall be declared to the members thereof.

Examined

SIXTH: The Corporation shall have at least three (3) directors and such additional number of directors as the By-Laws may provide, and the following named persons shall act as such directors of said Corporation until the first annual meeting after incorporation or until their successors are duly chosen and qualified:

Charles D. Metz, Jr., Philip Y. Rowe, Edward F. Gross, P. E. Burroughs, Jr., William F. Farlow, H. Cameron Hopkins, John F. Howell, Norris Edward Taylor.

SEVENTH: Conditions of membership in said Corporation shall be as follows: Any young man of good character between the ages of twenty-one and thirty-five, both inclusive, is eligible for active membership in the Corporation with full privileges thereof. Members may resign or be removed or vacancies may be filled and additional members elected as provided in the By-Laws, which may prescribe different classes of members and prescribe the power and duties of each class.

EIGHTH: These Articles of Incorporation may be amended by a two-thirds vote of the members present at any regular or special meeting provided that written notice of the proposed amendment or amendments has been mailed to the last known address of each member at least ten (10) days prior to the date of such meeting.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 27th day of April, nineteen hundred and fifty-four.

WITNESS:

Dorothy H. Thompson

Charles D. Metz, Jr.
Charles D. Metz, Jr.

Dorothy H. Thompson

Philip Y. Rowe
Philip Y. Rowe

Dorothy H. Thompson

Edward F. Gross
Edward F. Gross

Dorothy H. Thompson

P. E. Burroughs, Jr.
P. E. Burroughs, Jr.

WITNESS:

Dorothy H. Thompson

William F. Farlow
William F. Farlow

Dorothy H. Thompson

H. Cameron Hopkins
H. Cameron Hopkins

Dorothy H. Thompson

John F. Howell
John F. Howell

Dorothy H. Thompson

Norris Edward Taylor
Norris Edward Taylor

STATE OF MARYLAND, COUNTY OF TALBOT, to wit:

THIS IS TO CERTIFY that on the 27th day of April, 1954, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Talbot aforesaid, personally appeared Charles D. Metz, Jr., Philip Y. Rowe, Edward F. Gross, P. E. Burroughs, Jr., William F. Farlow, H. Cameron Hopkins, John F. Howell, Norris Edward Taylor, and severally acknowledged the foregoing Articles of Incorporation to be their respective acts.

WITNESS MY HAND and Notarial Seal the day and year last above written.

(NOTARIAL SEAL.)

Dorothy H. Thompson
Notary Public

My Commission Expires:
May 2, 1955

ARTICLES OF INCORPORATION

OF

EASTON JUNIOR CHAMBER OF COMMERCE, INC.

approved by the State Tax Commission of Maryland April 30, 1954 and received for record April 30, 1954 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 8669

Deeley K. Nice

John Wood Logan
Commissioners

Recorded in Liber 458, folio 411, one of the Charter Record 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 Circuit Court for Talbot County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Tax Commission of Maryland.

AS WITNESS my hand and seal of the said Commission at Baltimore.

(S E A L ' S)

Albert W. Ward

Secretary

(P L A C E .)

ADAMS INDUSTRIES, INC. : BE IT REMEMBERED, That on this 22nd day of
CERTIFICATE OF INCORPORATION : July A.D. 1954, at nine 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:

ADAMS INDUSTRIES, INC.

CERTIFICATE OF INCORPORATION

(Under Section 3)

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, JOHN E ADAMS, whose post-office address is Glebe Road, Easton, Maryland, LILA L. WHITELEY, whose post office address is Box 681, Easton, Maryland and THOMAS H. McCARTY, whose post office address is 1606 Frederick Road, Catonsville 28, 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 ADAMS INDUSTRIES, INC.

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

(a) To manufacture, fabricate, buy, sell and deal in wrought iron, steel, aluminum, plastic, wood and kindred articles and generally to conduct a manufacturing and fabricating business in all its branches.

Manumitted

(b) 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.

FOURTH: The post-office address of the place at which the principal office of the Corporation in this State will be is Dover Road, Easton, Maryland. The Resident Agent of the Corporation is JOHN E. ADAMS, whose post office address is Glebe Road, Easton, Maryland. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

(1)

FIFTH: The Corporation shall have three (3) directors; JOHNE E. ADAMS, LILA L. WHITELEY and THOMAS H. McCARTY shall act as such until the first annual meeting and thereafter, 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 vaule, divided into THREE THOUSAND (3,000) share of the par value of FIFTY DOLLARS (\$50.00) 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;

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such 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) The Board of Directors of the Corporation is hereby empowered to purchase, in the name of the Corporation, any of the Corporations's Stock.

(c) Each director and officer of the Corporation, having been duly elected by a majority of the stock outstanding, shall hold office for a period not to exceed five (5) years, or until he shall have resigned or shall have been removed.

(d) The Board of Directors of the Corporation is hereby empowered to remove, at any time, any officer elected or appointed by the Board of Directors, but only by the affirmative vote of a majority of the then Board of Directors, and to remove any other officer or employee of the Corporation, or to confer such power on any committee or officer; any removal may be for cause or without cause. And the Corporation, in its by-laws, may provide a method,

(2)

subject to the approval of a majority of the stock outstanding, for the removal of any director of the Corporation, with or without cause.

(e) The Board of Directors of the Corporation is hereby empowered to purchase and to hold, in the name of the Corporation, any and all kinds of property, both real and personal, subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the Corporation.

(f) The Board of Directors of the Corporation is hereby empowered to sell, assign, convey and otherwise dispose of any part of the property, assets, and effects of this Corporation which the Board of Directors deem it expedient and for the best

interest of the Corporation to dispose of, or disadvantageous to continue to own, without assent of the stockholders by vote or otherwise; and pursuant to the written consent of the holders of a majority of the shares of each class of stock issued and outstanding having voting powers or pursuant to the affirmative vote of the holders of a majority of the shares of each class of stock issued and outstanding, having voting powers, given at a stockholders' meeting called for that purpose, the Board of Directors shall have the power and authority, at any meeting, to sell, lease, or exchange all of the property and assets of the Corporation, including its goodwill and its corporate franchises, upon such terms and conditions as the Board of Directors deem expedient and for the best interests of the Corporation.

(g) The Board of Directors of the Corporation is hereby empowered 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 by-laws, if any such provisions exist at the time said declaration

(3)

is made, and to direct and determine the use and disposition of any of such surplus or net profits. And the Board of Directors may, in its discretion, use and apply any of the shares of 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.

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

(i) The Board of Directors of this Corporation is hereby empowered to determine, from time to time whether and to what extent, and at what times and places and under what conditions and regulations, the accounts and books of the Corporation (other than the Stock Ledger) or any of them shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account, book or document of the Corporation except as

(4)

conferred by statute, unless authorized by a resolution of the stockholders or the

Board of Directors of the Corporation.

(j) The Board of Directors of this Corporation is hereby empowered to do or to have done, in the name of the Corporation, any and all such things as may properly be done by a corporation which is formed in accordance with the provisions and regulations set out in Article Twenty-three (23) of the Public Laws of the State of Maryland.

(k) This Corporation may, in its by-laws, confer powers on the Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred by statute. Directors and stockholders shall have the power to hold their meetings and have one or more officers within or without the State of Maryland, and to keep the books of the Corporation (subject to the provisions of the statute) outside of the State of Maryland and at such places as may, from time to time, be designated by the Board of Directors.

(l) 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 holders of Fifty-one per centum (51%) of the shares of such stock at the time outstanding, by a vote at a meeting or in writing with or without a meeting.

EIGHT: The duration of the Corporation shall be perpttual.

(5)

IN WITNESS WHEREOF, we have signed this Certificate of Incorporation on the 13 day of April, 1954.

WITNESS:

Emily M. Trice

John E. Adams

Emily M. Trice

Lila L. Whiteley

Emily M. Trice

Thomas H. McCarty

STATE OF MARYLAND,
COUNTY OF TALBOT, SS:

I HEREBY CERTIFY, that on the 13th day of April, 1954, before me, the subscriber, a notary public of the State of Maryland, in and for the County of Talbot, personally appeared JOHN E. ADAMS, LILA L. WHITELEY and THOMAS H. McCarty and severally acknowledged the foregoing certificate of incorporation to be their act.

WITNESS my hand and notarial seal.

Emily M. Trice
NOTARY PUBLIC

My commission expires 5/2/55

(NOTARIAL SEAL)

(6)

ARTICLES OF INCORPORATION
OF
ADAMS INDUSTRIES, INC.

approved by the State Tax Commission of Maryland April 21, 1954 and received for record April 21, 1954 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 8547

Owen E. Hitchins
John Wood Logan
Commissioners

Recorded in Liber 457, folio 264, one of the Charter Records of the State Tax Commission of Maryland.

Capital \$150,000; 3000 shares at \$50. par
Increase of Capital
Bonus tax paid \$30.00 Recording fee paid \$12.00

To the clerk of the Circuit Court for Talbot County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been 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

(S E A L ' S)
(P L A C E .)

WILLIS FARMS, INC. : BE IT REMEMBERED, That on this 10th
STOCK ISSUANCE STATEMENT : at 9:00 o'clock A.M.,
: day of September A.D. 1954, /the following Stock
: Issuance Statement or Instrument of Writing was
received to be recorded and is accordingly enrolled as follows, to wit:

WILLIS FARMS, INC.
STOCK ISSUANCE STATEMENT

Willis Farms, Inc., a Maryland corporation having its principal office in Talbot County, Maryland (hereinafter called the corporation), hereby certifies to the State Tax Commission of Maryland that:

FIRST: The corporation has authorized the issuance of nine hundred and sixty (960) full paid and nonassessable shares of the par value of ten dollars (10.00) per share of the capital stock of the corporation for the following consideration namely:

A consideration payable partly in money to the extent of twenty-nine dollars and seventy-four cents (\$29.74) and partly by the following consideration other than money the value of which, as determined by the Board of Directors of the corporation by resolution adopted at its meeting on September 8, 1953, is not less than nine thousand five hundred seventy dollars and twenty six cents (\$9,570.26), to wit:

All that farm or tract of land situate lying and being in Caroline County, State of Maryland, called and known as the "Miller Farm", "Hubbard Lane", or by whatsoever name or names the same may be called containing seventeen (17) acres of land more-or-less being the same conveyed to Harrison T. Steen and wife by Charles F. Schuck by deed dated May 9, 1949 and recorded among the Land Records of Caroline County in Liber No. 43, Folio 440.

Examined

SECOND: (a) The Board of Directors of the corporation is by the Charter empowered to authorize the issuance of such shares of stock; and

(b) The issuance of said shares of stock on the terms above set forth was duly authorized by the Board of Directors of the corporation at a meeting held on September 8, 1953.

IN WITNESS WHEREOF Willis Farms, 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 affixed and attested by its Secretary this 4th day of May, 1954.

Willis Farms, Inc. (S E A L ' S)

By J. McKenny Willis, Jr. (P L A C E .)
President
J. McKenny Willis, Jr.

Attest:

Carroll C. Elliott
Secretary
Carroll C. Elliott

STATE OF MARYLAND,)
COUNTY OF TALBOT,) ss:

I hereby certify that on May 4, 1954, before me, the subscriber, a Notary public of the State of Maryland in and for the County of Caroline personally appeared J. McKenny Willis, Jr., President of the Willis Farms, Inc. a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Stock Issuance Statement to be the corporate act of said corporation; and at the same time personally appeared Carroll C. Elliott and made oath in due form of law that he was secretary of the meeting of the directors of said corporation at which the issuance of the stock therein mentioned was finally approved, 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.

Martina S. Bennett
Notary Public
MARTINA S. BENNETT, NOTARY PUBLIC
MY COMMISSION EXPIRES MAY 2, 1955

My Commission Expires: May 2nd, 1955
(NOTARIAL SEAL)

STOCK ISSUANCE STATEMENT
OF
WILLIS FARMS, INCORPORATED

approved by the State Tax Commission of Maryland May 6, 1954 and received for record May 6, 1954 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 8703
Deeley K. Nice
Owen E. Hitchins
Commissioners

Recorded in Liber 459, folio 223, one of the Charter Records of the State Tax Commission of Maryland.

Capital
Increase of Capital
Bonus tax paid \$ _____ 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 endorsements thereon, has been 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.)

WINODEE CORPORATION : BE IT REMEMBERED That on this 9th day
ARTICLES OF REVIVAL : of October A.D. 1954, at 9:00 o'clock A.M. the
(Under Section 81) : following Articles of Revival or Instrument of
: Writing was received to be recorded and is
_____ accordingly enrolled as follows, to wit:

WINODEE CORPORATION
ARTICLES OF REVIVAL
(Under Section 81)

THE, WINODEE CORPORATION, a Maryland corporation having its principal office in Talbot County, Maryland (hereinafter called the Corporation, hereby certifies to the State Tax Commission of Maryland, that:

FIRST: The charter of the Corporation was forfeited on November 8, 1950, for the non-payment of taxes or for failure to file an annual report with the State Tax Commission of Maryland, and these articles of Revival are for the purpose of reviving and reinstating the charter of the Corporation.

SECOND: The name of the Corporation at the time of the forfeiture of its charter was WINODEE CORPORATION.

THIRD: The name by which the Corporation will hereafter be known is WINODEE CORPORATION.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is c/o Anne N. B. Lockhart Post Office Box 613, Easton, Talbot County, Maryland, and said principal office is located in the same county in which the principal office of the Corporation was located at the time of the forfeiture of its charter.

(b) The name and post office address of the resident agent of the Corporation in the State of Maryland are Anne N. B. Lockhart Post Office Box 613, Easton, Talbot County, Maryland. Said resident agent is an individual actually residing in this State (or a corporation of this State).

*Under L. 1951, ch. 135, effective June 1, 1951, only the executed original is to be filed, and no copy is required. Recording and special fees are \$35, plus additional \$2 for each page in excess of five.

FIFTH: At or prior to the filing of these Articles of Revival, the Corporation has:

- (a) Paid all fees required by law;
- (b) Filed all annual reports which should have been filed by the Corporation if its charter had not been forfeited;
- (c) Paid all State and local taxes (other than taxes on real estate) and all

Examined

interest and penalties due by the Corporation, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes; and

(d) Paid an amount equal to all State and local taxes (other than taxes on real estate) and all interest and penalties which, irrespective of any period of limitation otherwise prescribed 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.

For Execution by Officers

IN WITNESS WHEREOF, the undersigned, who were respectively the last acting President (or Vice-President) and Secretary (or Treasurer of the Corporation, have signed these Articles of Revival on 8th day of June, 1954.

Anne N. B. Lockhart
Anne N. B. Lockhart,
Last Acting President.

(S E A L ' S)
(P L A C E .)

Evans R. Hall
Evans R. Hall
Last Acting Secretary & Treasurer

STATE OF MARYLAND,
County of TALBOT, ss:

I HEREBY CERTIFY that on June 8th, 1954, before me, the subscriber, a notary public of the State of Maryland in and for the County of Talbot, personally appeared Anne N. B. Lockhart, the last acting President, and Evans R. Hall, the last acting Secretary and Treasurer, of WINODEE CORPORATION, a Maryland corporation, and severally acknowledged the foregoing Articles of Revival to be their act.

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

Notary Public
Peggy C. Dietert
(Notarial seal)

ARTICLES OF REVIVAL
OF
WINODEE CORPORATION

approved by the State Tax Commission of Maryland June 14, 1954 and received for record June 14, 1954 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 9151
Deeley K. Nice
John Wood Logan
Commissioners

Recorded in Liber 463, folio 385, one of the Charter Records of the State Tax Commission of Maryland.

Capital -
Increase of Capital
Special Fee \$25.00 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

endorsements thereon, has been 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

C. ALBERT MATTHEWS, INC. : BE IT REMEMBERED, That on this 9th
ARTICLES OF INCORPORATION : day of October A.D. 1954, 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:

C. ALBERT MATTHEWS, INC.

ARTICLES OF INCORPORATION

First: We the undersigned, C. Albert Matthews, whose Post Office address is, Post Office Box No. 190, Easton, Maryland, Mildred C. Matthews, whose Post Office address is Post Office Box No. 190, Easton, Maryland, J. Porter Matthews, whose Post Office address is 406 South Hanson Street, Easton, Maryland, and John W. Haycock, whose Post Office address is First Street, Denton, Maryland, each being at least 21 years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation by the execution and filing of these Articles, under and by virtue of the general laws of the State of Maryland.

Second: The name of the Corporation (which is hereinafter called the "Corporation" is

C. ALBERT MATTHEWS, INC.

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

(a) To conduct and carry on the business of buying, selling, installing, removing, repairing and remodeling heating, cooling, ventilating, water supply, lighting and sewerage disposal systems, appliances, apparatuses, machinery, equipment, materials and supplies of all kinds; to do plumbing, water, gas, oil and steam fitting of all kinds; to do sheet metal work of all kinds and to make and furnish plans, specifications and estimates of costs for said work and materials and to deal in scrap metal and junk.

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

(c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.

(d) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good-will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the afore-said businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will,

examined

franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

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

(f) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

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

(h) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it ~~to be 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.

(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 foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular

purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

Fourth: The Post Office address of the principal office of the Corporation in this State is, South Street Extended, Post Office Box 190, Easton, Maryland. The name of the Resident Agent of the Corporation is C. Albert Matthews, whose Post Office address is, South Street Extended, Post Office Box 190, Easton, Maryland. Said Resident Agent is a citizen of the State of Maryland and actually residing in the State.

Fifth: The total number of shares of stock which the Corporation has authority to issue, is Five Thousand (5000) shares of the par value of Twenty Dollars (\$20.00) a share of all one class designated common stock, and having an aggregate value of One Hundred Thousand Dollars (\$100,000.00).

Sixth: The number of Directors of the Corporation shall not be less than three nor more than six. Said number of Directors may be increased or decreased pursuant to the by-laws of the Corporation but shall never be less than three. The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified, are C. Albert Matthews, Mildred C. Matthews, J. Porter Matthews and John Haycock.

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 and securities convertible into shares of its stock, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interest^{ed}ed 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 or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(e) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

(f) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(g) The Board of Directors shall have the power to declare and authorize the payment of stock dividends, whether or not payable in stock of any class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or incorporated business entities.

Eighth: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF we have signed these Articles of Incorporation on the 25th day of June, 1954.

WITNESS:

L. Clark Ewing
L. Clark Ewing

L. Clark Ewing
L. Clark Ewing

L. Clark Ewing
L. Clark Ewing

C. Albert Matthews
C. Albert Matthews

Mildred C. Matthews
Mildred C. Matthews

J. Porter Matthews
J. Porter Matthews

L. Clark Ewing
L. Clark Ewing

John W. Haycock
John W. Haycock

STATE OF MARYLAND, County of Talbot, TO WIT:

I HEREBY CERTIFY that on this 25th day of June, 1954, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Talbot, personally appeared C. Albert Matthews, Mildred C. Matthews, J. Porter Matthews, and John W. Haycock, and severally acknowledged the foregoing Articles of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal upon the year and date last above written.

(NOTARIAL SEAL.)

L. Clark Ewing
L. Clark Ewing, Notary Public

ARTICLES OF INCORPORATION

OF

C. ALBERT MATTHEWS, INC.

approved by the State Tax Commission of Maryland June 29, 1954 and received for record June 29, 1954 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 9302

Deeley K. Nice
John Wood Logan
Commissioners

Recorded in Liber 465, folio 66, one of the Charter Records of the State Tax Commission of Maryland.

Capital

Increase of Capital

Bonus tax paid \$20.00 Recording fee paid \$14.00

To the clerk of the Circuit Court for Talbot County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Tax Commission of Maryland.

AS WITNESS my hand and seal of the said Commission at Baltimore.

(S E A L : S)
(P L A C E .)

Albert W. Ward
Secretary

ARTICLES OF INCORPORATION OF : BE IT REMEMBERED, That on this 9th
HISTORICAL SOCIETY OF TALBOT : day of October A.D. 1954, at nine o'clock A.M.,
COUNTY, MARYLAND, INC. : the following ARTICLES OF INCORPORATION or
: Instrument of Writing was received to be recorded
and is accordingly enrolled, as follows, to wit:

ARTICLES OF INCORPORATION
OF
HISTORICAL SOCIETY OF TALBOT
COUNTY, MARYLAND, INC.

THIS IS TO CERTIFY:-

FIRST: That we, the subscribers, Harrison, Tilghman, whose postoffice

Examined & Signed M. Thompson 8-10-64

address is Easton, Maryland; William H. Norris, whose postoffice address is Easton, Maryland, and William H. Adkins, II, whose postoffice address is Easton, Maryland, all being at least twenty-one years of age, and being under no disability, 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 by the execution and filing of these articles.

SECOND: The name of the corporation (which is hereinafter called the Society) is HISTORICAL SOCIETY OF TALBOT COUNTY, MARYLAND, INC.

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

To organize and operate a Society exclusively for educational and historical purposes, no part of the net earnings of which is to inure to the benefit of any member, shareholder, or other individual.

For the general purposes aforesaid, and limited to those purposes, the Society shall have the following powers and purposes:-

(a) To collect and preserve historical material, and to disseminate knowledge relating to the culture and history of Talbot County.

(b) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real property, in conjunction with the purposes appearing in (a) above.

FOURTH: The post office address of the principal office of the Society in this State is c/o Talbot County Free Library, Easton, Maryland. The resident agent of the Society is Miss Elva L. Camper, whose postoffice address is 410 S. Harrison St., Easton, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Society is not authorized to issue any capital stock. The Board of Directors may choose the members in accordance with The Constitution of the Society and/or with its By-Laws. Members may resign, or be removed, vacancies may be filled, and additional members may be elected as provided in these Articles, The Constitution of the Society, and/or its By-Laws.

SIXTH: Sec. 1: The Society shall consist of active and honorary members.

Sec. 2: Active members shall be those who, regardless of residence, shall be duly elected and shall regularly pay the annual dues fixed for such members.

Sec. 3: Life membership in the Society shall be conferred upon any active member paying the sum of \$50.00 and shall be exempt from further dues;

Sec. 4: Honorary members may be elected by the Board of Directors at their discretion, from those who have become distinguished in one or more of the pursuits of life. Honorary members shall qualify by a written acceptance, and shall pay no dues.

Sec. 5: The annual dues for active members shall for the first instance be \$2.00.

Sec. 6: The annual dues and fee for life membership may be changed from time to time by due corporate action.

SEVENTH:

Sec. 1: The officers of this Society shall be a President, two Vice-Presidents, a Corresponding Secretary, a Recording Secretary, a Treasurer, a

Curator and a Public Relations Officer.

Sec. 2: There shall be a Board of Directors consisting of the officers and nine other active members. They shall serve until the next annual meeting or until their successors shall have been duly elected and qualified.

B. Frank Sherman, Harrison Tilghman, William H. Norris, Miss Elva L. Camper, Mrs. Charles J. Lipscomb, William H. Adkins, II, Henry Chandler Foreman, James A. Flood, Mrs. Anna Harper, Laurence G. Claggett, J. Franklin Baker 2nd, Mrs. Morgan B. Schiller, Mrs. James Dixon, Mrs. Robert G. Henry, H. T. Slaughter, Jr., Edward Lloyd, and Miss Sara Cockey shall be the Directors in the first instance.

Sec. 3: Officers and directors shall be elected in the following manner: The President shall appoint a nominating committee which shall make nominations for the several offices. The list of such nominations shall be sent to each member of the Society by the Corresponding Secretary, not less than fifteen days before the annual meeting at which these nominations and such others as may be made from the floor, shall be voted upon; provided, however, that the above provisions as to notice shall not apply to the first election of officers and Directors of the Society.

Sec. 4: Any vacancy that may occur among the officers or directors of the Society between annual meetings shall be filled for the remainder of the term by the President subject to the approval of the Board of Directors.

Sec. 5: The President shall appoint, subject to the approval of the Board of Directors, such committees as may be deemed necessary.

EIGHTH:

Sec. 1: The President shall preside at all meetings. He shall not vote except in case of a tie, and shall not make, second or debate any motion while in the chair.

Sec. 2: In case of the absence or disability of the President, a Vice-President shall perform the duties pertaining to the office of President.

Sec. 3: The Secretaries and Treasurer respectively shall perform the duties ordinarily pertaining to their respective offices.

Sec. 4: The Public Relations Officer shall keep the public appropriately informed as to the Society and its activities and shall make appropriate recommendations to the Society.

Sec. 5: The Curator shall preserve, arrange and keep in good order all books, documents, papers, (except those directly pertaining to other officers of the Society), pamphlets, manuscripts, historical materials, and other property of the Society, and shall keep the same available in such place as may from time to time be designated by the Board of Directors.

NINTH:

Sec. 1: The annual meeting of the Society shall be held in May of each year, and other regular meetings shall be held in September, November, January and March.

Sec. 2: Special meetings may be held at the call of the President or at the request of a majority of the officers.

Sec. 3: Fifteen active members shall constitute a quorum at a meeting of the Society.

Sec. 4: Seven members of the Board of Directors shall constitute a quorum at a meeting of the Board.

TENTH: These Articles may be amended pursuant to the provisions of the General Corporation Law of the State of Maryland.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 24th day of June, 1954.

Witness:

Elizabeth G. Woodford

Harrison Tilghman

Elizabeth G. Woodford

William H. Norris

Elizabeth G. Woodford

William H. Adkins II

STATE OF MARYLAND)
COUNTY OF TALBOT) ss:

THIS IS TO CERTIFY, that on this 24th day of June, 1954, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County afore-said, personally appeared HARRISON TILGHMAN, WILLIAM H. NORRIS, and WILLIAM H. ADKINS, II, and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

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

Elizabeth G. Woodford
Notary Public

My Commission Expires: May 2nd, 1955.

(NOTARIAL SEAL)

ARTICLES OF INCORPORATION
OF

HISTORICAL SOCIETY OF TALBOT COUNTY, MARYLAND, INC.

approved by the State Tax Commission of Maryland June 25, 1954 and received for record June 25, 1954 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 9271

Deeley K. Nice
John Wood Logan
Commissioners

Recorded in Liber 464, folio 406, 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 Circuit Court for Talbot County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been 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.)

ST. LUKE'S METHODIST CHURCH : BE IT REMEMBERED, That on this 9th day
 OF ST. MICHAELS, MARYLAND : of October A.D. 1954, at 9:00 o'clock A.M. the
 ARTICLES OF INCORPORATION : following ARTICLES OF INCORPORATION or Instrument
 _____ : of Writing was received to be recorded and is
 accordingly enrolled as follows, to wit:

ST. LUKE'S METHODIST CHURCH OF ST. MICHAELS, MARYLAND

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the undersigned incorporators, being the Trustees duly elected by the Quarterly Conference of St. Luke's Methodist Church of St. Michaels, Maryland, an unincorporated religious association, 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: That the name of the corporation is "ST. LUKE'S METHODIST CHURCH OF ST. MICHAELS, MARYLAND".

THIRD: That the corporation shall support the doctrines of an shall be subject to the laws and usages and ministerial appointments of the Methodist Church as from time to time established, made and declared by the lawful authority of said Church as set forth in the Discipline of the Methodist Church.

FOURTH: That the affairs of the corporation shall be managed by the Board of Trustees who shall be elected and organized as prescribed in the Discipline of the Methodist Church as from time to time established, made and declared by the lawful authority of said church.

FIFTH: That the corporation shall have the power to secure, hold, improve, encumber, sell, convey and dispose of property, both real and personal, in fee simple or otherwise.

SIXTH: That in harmony with the general laws of the State of Maryland, the duly authorized and appointed pastor shall be, by virtue of his office a member of said body corporate.

SEVENTH: That the present Board of Trustees hereinafter named, i.e., Elmer C. Warner, Arthur G. Reese, Horace R. Jefferson, William B. Griffith, John T. Griffin, J. Everett Dulin, Harry W. Harrison, S. Hambleton Harrison, James M. Wales and Reverend Elwood Cursey, all being of full legal age and whose post office addresses are St. Michaels, Maryland, are hereby constituted Trustees of the said corporation, St. Luke's Methodist Church of St. Michaels, Maryland, and 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.

The above-named Trustees, having been duly elected in accordance with the provisions of the Discipline of the Methodist Church and having been duly authorized to act as petitioners or incorporators as set forth herein and in pursuance thereof do hereunto subscribe their names and affix their seals this 14th day of June, in the year one thousand nine hundred and fifty-four.

Elmer C. Warner (SEAL)
 Elmer C. Warner

Examined and delivered to Thompson 2-17-55

Arthur G. Reese (SEAL)
Arthur G. Reese

Horace R. Jefferson (SEAL)
Horace R. Jefferson

William J. Griffith (SEAL)
William B. Griffith

John T. Griffin (SEAL)
John T. Griffin

J. Everett Dulin (SEAL)
J. Everett Dulin

Harry W. Harrison (SEAL)
Harry W. Harrison

S. Hambleton Harrison (SEAL)
S. Hambleton Harrison

James M. Wales (SEAL)
James M. Wales

Rev. Elwood Cursey (SEAL)
Reverend Elwood Cursey

STATE OF MARYLAND, TALBOT COUNTY, to wit:

I HEREBY CERTIFY, That on this 14 day of June, in the year one thousand nine hundred and fifty-four, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared Elmer C. Warner, Arthur G. Reese, Horace R. Jefferson, William B. Griffith, John T. Griffin, J. Everett Dulin, Harry W. Harrison, S. Hambleton Harrison, James M. Wales, Reverend Elwood Cursey, and severally acknowledged the foregoing Articles of Incorporation to be their act.

AS WITNESS my hand an notarial seal.

(NOTARIAL SEAL) D. H. LeCompte
Notary Public

My Commission Expires:
May 2, 1955

ARTICLES OF INCORPORATION

OF

ST. LUKE'S METHODIST CHURCH OF ST. MICHAELS, MARYLAND

approved by the State Tax Commission of Maryland June 23, 1954 and received for record June 23, 1954 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 9221

Owen E. Hitchins
John Wood Logan
Commissioners

Recorded in Liber 464, folio 178, one of the Charter Records of the State Tax Commission of Maryland.

Capital - none

Increase of Capital

Bonus tax paid \$ _____ 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

endorsements thereon, has been 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

(S E A L ' S)

(P L A C E .)

TIDEWATER DEVELOPMENT CORPORATION, TALBOT : BE IT REMEMBERED, That on
ARTICLES OF INCORPORATION : this 23rd day of November A.D. 1954,
_____ : 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:

TIDEWATER DEVELOPMENT CORPORATION, TALBOT
ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:--

FIRST: That we, the subscribers, Martin Francis Buell, whose post-office address is Easton, Maryland; Zebulon Hopkins Stafford, whose post-office address is Easton, Maryland; and Louis Elbert Garey, 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:

TIDEWATER DEVELOPMENT CORPORATION, TALBOT

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 conduct a business of the sub-division development and sale of Real Estate and the business thereto pertaining directly or indirectly.

(b) To act as agent or broker for any firm, person, Corporation or Association in all types of the real estate business including all types of construction, sub-division, development, repair and maintenance.

(c) To buy, lease, build, erect, own, hold, maintain, equip, Mortgage, pledge, sell or otherwise deal in any and all types of real estate and the construction, maintenance and repair thereon.

(d) 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.

(e) 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.

(f) To carry on any of the businesses hereinbefore enumerated or any other business which may seem to the Corporation to be calculated, directly or in-

Manumitted

directly, 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.

(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 be located is Easton, Maryland. The Resident Agent of the Corporation is Martin Francis Buell, whose post-office address is Easton, Maryland. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have not less than three nor more than seven Directors, and Martin Francis Buell, Zebulon Hopkins Stafford and Louis Elbert Garey 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 these Articles of Incorporation on July 23rd, 1954.

WITNESS:
As to all signatures.

Martin Francis Buell

Martin Francis Buell

Zebulon Hopkins Stafford

Zebulon Hopkins Stafford

Geraldine Farmer

Louis Elbert Garey

Louis Elbert Garey

STATE OF MARYLAND, TALBOT COUNTY, WIT:

I HEREBY CERTIFY, that on this 23rd day of July, in the year one thousand nine hundred and fifty-four, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County, aforesaid, personally appeared Martin Francis Buell, Zebulon Hopkins Stafford, and Louis Elbert Garey and severally acknowledged the aforegoiig Articles of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.

Geraldine Farmer

Notary Public

My commission expires May 2, 1955.

(NOTARIAL SEAL)

ARTICLES OF INCORPORATION

OF

TIDEWATER DEVELOPMENT CORPORATION, TALBOT

approved by the State Tax Commission of Maryland July 26, 1954 and received for record July 26, 1954 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 9567

Deeley K. Nice

John Wood Logan
Commissioners

Recorded in Liber 467, folio 431, one of the Charter Records of the State Tax Commission of Maryland.

Capital - \$100,000.00 - 1,000 shares par \$100.00

Increase of Capital

Bonus tax paid \$20.00 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 endorsements thereon has been 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

C. ALBERT MATTHEWS, INC. : BE IT REMEMBERED, That on this 22nd day
STOCK ISSUANCE STATEMENT : of December A.D. 1954, 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:

C. ALBERT MATTHEWS, INC.

STOCK ISSUANCE STATEMENT

C. ALBERT MATTHEWS, INC., a Maryland corporation having its principal

Examined

office in Easton, Talbot County, Maryland (hereinafter called the Corporation), hereby certifies to the State Tax Commission of Maryland, that:

FIRST: The Corporation has authorized the issuance of Two Thousand Two Hundred and Fifty (2,250) fully paid and non-assessable shares of the par value of Twenty Dollars (\$20.00) per share, of common Stock of the Corporation for the following consideration, namely;

The following consideration, the actual value of which, as determined by the Board of Directors, is not less than Forty-Five Thousand Dollars (\$45,000.00).

The entire business of C. Albert Matthews operated at Easton, Maryland, including all assets and subject to all liabilities as shown on the net worth statement of said business as of the close of business on June 30, 1954, which net worth statement is as follows:

ASSETS

CURRENT ASSETS:

Cash		\$ 7,438.60
Accounts Receivable		40,643.53
Inventory		14,987.50
Loan Receivable		<u>41.50</u>

	<u>Total Current Assets</u>	\$63,111.13
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FIXED ASSETS:

Automobiles and Trucks	\$11,281.24	
Less: Reserve for Depreciation	<u>8,445.12</u>	\$2,836.12

Furniture and Equipment	\$ 727.26	
Less: Reserve for Depreciation	196.80	<u>530.46</u>

	<u>Total Fixed Assets</u>	\$ 3,366.58
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	Total Assets	\$66,477.71
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LIABILITIES AND CAPITAL STOCK

CURRENT LIABILITIES:

Accounts Payable		\$20,214.85
Accrued Payroll		1,262.86

	<u>Total Current Liabilities</u>	\$21,477.71
--	----------------------------------	-------------

NET WORTH

\$45,000.00

SECOND: (a) At the time of authorization of the issuance of such shares of stock there were no shares of stock of any class of the Corporation outstanding and entitled to vote;

and

(b) The issuance of said shares of stock on the terms above set forth was duly authorized by the Board of Directors of the Corporation at a meeting held on July 21, 1954.

IN WITNESS WHEREOF, C. ALBERT MATTHEWS, 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 affixed and attested by its Secretary, on August 4, 1954.

C. ALBERT MATTHEWS, INC.,

By C. Albert Matthews
C. Albert Matthews, President

(SEAL'S PLACE.)

Attest:

Calvin P. Butler, Jr.
Calvin P. Butler, Jr.,
Secretary

STATE OF MARYLAND, County of Talbot, ss:

This is to certify, that on August 4, 1954, before me, the subscriber, a

Notary Public of the State of Maryland, in and for Talbot County, personally appeared C. Albert Matthews, President of C. ALBERT MATTHEWS, INC., a Maryland Corporation, and in the name and on behalf of said corporation acknowledged the foregoing Stock Issuance Statement to be the corporate act of said corporation; and at the same time personally appeared Calvin P. Butler, Jr., and made oath in due form of law that he was Secretary of the meeting of the stockholders of said corporation at which the issuance of the stock therein mentioned was finally approved, 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.

L. Clark Ewing
L. Clark Ewing, Notary Public.

STOCK ISSUANCE STATEMENT

OF

C. ALBERT MATTHEWS, INC.

approved by the State Tax Commission of Maryland August 6, 1954 and received for record August 6, 1954 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 9681

Deeley K. Nice
John Wood Logan
Commissioners

Recorded in Liber 468, folio 516, one of the Charter Records of the State Tax Commission of Maryland.

Capital -

Increase of Capital

Bonus tax paid \$ _____ 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 endorsements thereon, has been 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

(S E A L ' S)

(P L A C E .)

ARTICLES OF INCORPORATION : BE IT REMEMBERED, That on this 22nd
OF : day of December A.D. 1954, at 9:00 o'clock A.M.,
H. B. ATKINSON, INCORPORATED : the following Articles of Incorporation or
: Instrument of Writing was received to be recorded
and is accordingly enrolled as follows, to wit:

ARTICLES OF INCORPORATION
OF
H. B. ATKINSON, INCORPORATED

Hammond

exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

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

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

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

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

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

restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The postoffice address of the principal office of the Corporation in this State is Stewart Building, Easton, Maryland. The resident agent of the Corporation is H. Burruss Atkinson, whose postoffice address is Stewart Building, Easton, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the corporation has authority to issue is one thousand five hundred hundred (1,500) shares of the par value of One Hundred Dollars (\$100.00) each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Fifty Thousand Dollars (\$150,000.).

SIXTH: The Corporation shall have five (5) directors and Harry Burruss Atkinson, Louise Sherwood Atkinson, Louis Elbert Garey, William Reddie and Frances Marshall Covey shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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 considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of 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, any 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 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 or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

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

(f) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

(g) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(h) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

IN WITNESS WHEREOF, we, the subscribers, have signed these Articles of Incorporation on this 4th day of August, in the year Nineteen Hundred and Fifty-four.

WITNESS:

Mary Rae H. Russ as to H. Burruss Atkinson (SEAL)
Mary Rae H. Russ H. Burruss Atkinson

Mary Rae H. Russ as to Louise S. Atkinson (SEAL)
Mary Rae H. Russ Louise S. Atkinson

Mary Rae H. Russ as to L. Elbert Garey (SEAL)
Mary Rae H. Russ L. Elbert Garey

STATE OF MARYLAND, TALBOT COUNTY, TO-WIT:

THIS IS TO CERTIFY, That on this 4th day of August, in the year Nineteen Hundred and Fifty-four, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared H. Burruss Atkinson, Louise S. Atkinson and L. Elbert Garey, and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

AS WITNESS my hand and Notarial Seal.

(NOTARIAL SEAL)

Mary Rae H. Russ
Mary Rae H. Russ -- Notary Public
(formerly Mary Rae Harrison)

ARTICLES OF INCORPORATION

OF

H.B. ATKINSON, INCORPORATED

approved by the State Tax Commission of Maryland August 6, 1954 and received for record August 6, 1954 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 9710

Deeley K. Nice
John Wood Logan
Commissioners

Recorded in Liber 469, folio 111, one of the Charter Records of the State Tax Commission of Maryland.

Capital - \$150,000; 1500 shares at \$100 par - one class

Increase of Capital

Bonus tax paid \$30.00 Recording fee paid \$16.00

To the clerk of the Circuit Court for Talbot County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been 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.)

TROPICAL LABORATORIES, INC. :

BE IT REMEMBERED, That on this 27th

_____ : day of December A.D. 1954, at 9:00 o'clock A.M.,
that the following change of Agent or Office or Instrument of Writing was received to
be recorded and is accordingly enrolled as follows, to wit:

TROPICAL LABORATORIES, INC.
Benoni Street
Oxford, Maryland

September 8, 1954

State Tax Commission of Maryland,
31 Light Street,
Baltimore 2, Maryland

Pursuant to the provisions of Section 8 of Article 23 of the Annotated Code of Maryland (L. 1951, ch.135), the undersigned Maryland corporation hereby notifies the State Tax Commission of Maryland that:

(1) Under resolution adopted by the board of directors of the Corporation on July 27, 1954, a certified copy of which is filed herewith, the resident agent of the Corporation in the State of Maryland has ^{been} changed to Jane L. Nemes, whose post office address is Benoni Street, Oxford, Talbot County, Maryland. The resident agent so designated is an individual actually residing in the State of Maryland; and

(2) Under resolution adopted by the board of directors of the Corporation on July 27, 1954, a certified copy of which is filed herewith, the principal office of the Corporation in the State of Maryland has been changed from RD #4 Easton, Maryland to the residence of Jane L. Nemes, Benoni Street, Oxford, Maryland.

TROPICAL LABORATORIES, INC.

By Jane L. Nemes
Vice President

I, JANE L. NEMES, do hereby certify that:

(1) I am the Secretary of TROPICAL LABORATORIES, INC. (hereinafter called the "Company", a Maryland corporation;

(2) following is a complete and correct copy of a resolution adopted by the Board of Directors of the Company at a meeting of said Board, duly convened and held on July 27, 1954, at which meeting a quorum for the transaction of business was present and voting throughout:

RESOLVED: That Jane L. Nemes, whose post office address is Benoni Street, Oxford, Maryland, be and she hereby is designated as the Resident Agent of this Corporation in the State of Maryland, and that the principal office of the Corporation in the State of Maryland be and it hereby is designated as the residence of said Jane L. Nemes, Benoni Street, Oxford, Maryland.

IN WITNESS WHEREOF I have hereunto set my hand and affixed the seal of the Company this 8th day of September 1954.

(S E A L ' S)

Jane L. Nemes

(P L A C E .)

Jane L. Nemes, Secretary

(CORPORATE SEAL)

NOTICE OF CHANGE OF RESIDENT AGENT
AND PRINCIPAL OFFICE

OF

TROPICAL LABORATORIES, INC.

Examined

received for record September 16, 1954., at 1:00 P.M. and recorded in Liber No. 475
Folio No. 52 one of the Charter records of the State Tax Commission of Maryland.

AA No. 691

CLERK OF THE CIRCUIT COURT FOR TALBOT COUNTY

Recording Fee Paid \$2.00

ARTICLES OF INCORPORATION OF : BE IT REMEMBERED, That on this 27th day
RIO VISTA BEACH CLUB, INC. : of December A.D. 1954, 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:

ARTICLES OF INCORPORATION

OF

RIO VISTA BEACH CLUB, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, THEODORE E. FLETCHER, whose post office address is Log Haven, Easton, Maryland, CHARLES T. CROUCH, whose post office address is 123 N. Washington St., Easton, Maryland, and JOSEPHINE M. CROUCH, whose post office address is Trappe, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporation, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

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

RIO VISTA BEACH CLUB, INC.

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

To organize, operate and maintain an association composed of the owners and/or occupants of those lots used for residential purposes in the Rio Vista Development, St. Michaels District, Talbot County, Maryland, said association to be operated exclusively for community betterment purposes, and no part of the net earnings of which is to enure to the benefit of any member or other individual.

For the general purposes aforesaid, and limited to those purposes, the Corporation shall have the following powers and purposes:

(a) To promote such moral, spiritual, social, athletic, recreations and community activities and interests as may be conducted, sponsored or encouraged by the membership of said association;

(b) To perpetually hold, maintain, improve and beautify, without profit to itself, the Community Landing and Recreation Area of the Rio Vista Development and such other real estate as it may acquire in said Rio Vista Development.

(c) To administer and enforce any or all of the reservations, restrictions, covenants, agreements and provisions effecting said Rio Vista Development.

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

(e) To purchase, lease or otherwise acquire, hold, develop, improve,

Examined

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

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

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and 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 purposes, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is 123 N. Washington Street, Easton, Maryland. The resident agent of the Corporation is Charles T. Crouch, whose post office address is 123 N. Washington Street, Easton, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation is not authorized to issue any capital stock.

SIXTH: The management of the Corporation shall be vested in a Board of Governors consisting of not less than three members. Theodore E. Fletcher, Charles T. Crouch and Josephine M. Crouch shall act as such until the first annual meeting or until their successors are duly chosen and qualified in accordance with the By-Laws.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation and of the Board of Governors and Members:

(a) The Board of Governors may, by a majority vote, adopt such By-Laws as may be deemed necessary for the proper government of this Corporation and the management of the property and affairs thereof, and may by like vote alter or amend the same from time to time.

(b) The Board of Governors of the Corporation is hereby empowered to

determine the terms of admission to membership and the amount and time of payment of fees and dues of members in any manner not inconsistent with the By-Laws.

(c) No contract or other transaction between this corporation or any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the Board of Governors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporations; any governor or director individually or any firm of which any member of the Board of Governors 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 Governors or a majority thereof; and any member of the Board of Governors of this corporation who is also a director or officer of such other Corporation or who is so interested may be counted in determin^{ing} the existence of a quorum of any meeting of the Board of Governors 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.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF we have signed these Articles of Incorporation on this 2nd day of September, 1954.

WITNESS:

<u>Kathryn M. Rosenbaum</u>	<u>Theodore E. Fletcher</u>	(SEAL)
<u>Kathryn M. Rosenbaum</u>	<u>Charles T. Crouch</u>	(SEAL)
<u>Kathryn M. Rosenbaum</u>	<u>Josephine M. Crouch</u>	(SEAL)

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

I HEREBY CERTIFY That on this 2nd day of Spetember 1954, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Talbot, personally appeared Theodore E. Fletcher, Charles T. Crouch and Josephine M. Crouch and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

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

(NOTARIAL SEAL)

Peggy C. Dietert
Notary Public

ARTICLES OF INCORPORATION

OF

RIO VISTA BEACH CLUB, INC.

approved by the State Tax Commission of Maryland September 3, 1954 and received for record September 3, 1954 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 10012

Deeley K. Nice

John Wood Logan
Commissioners

Recorded in Liber 472, folio 164, 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 Circuit Court for Talbot County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been 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

ARTICLES OF INCORPORATION OF : BE IT REMEMBERED, That on this 27th
MIDLANTIC METAL FABRICATORS, INC. : day of December A.D. 1954, 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:

ARTICLES OF INCORPORATION
OF
MIDLANTIC METAL FABRICATORS, INC.

o o o o o

FIRST: WE, THE UNDERSIGNED, KNUT H. ONSAGER, whose post-office address is Granly, Easton, Maryland, LUCY W. ONSAGER, whose post-office address is Granly, Easton, Maryland, and ROLLIN BROWNE, whose post-office address is No. 30 Broad Street, New York 4, New York, each being at least twenty-one years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves as incorporators with the intention of forming a corporation.

SECOND: The name of the corporation is Midlantic Metal Fabricators, Inc.

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

To treat and fabricate steel, aluminum, other metals, wood and other materials, and to manufacture, produce, erect, install, equip and maintain all or any articles consisting in whole or in part of steel, aluminum, any other metal, wood, or any other material, and to purchase and otherwise acquire, and to sell or otherwise dispose of, and to deal in, all or any such articles.

To import, export, manufacture, produce, buy, sell and otherwise deal 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 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,

Examined

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, dipose 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 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, ~~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.~~ 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 inference from the terms of any other clause of this or any other article of these articles of incorporation or of any amendment thereto, and shall each be regarded as independent, and construed as powers as well as 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 principal office of the corporation in this State is Dover Road and Blackdog Alley, Easton, Maryland. The name of the resident agent of the corporation in this State is Knut H. Onsager, an individual actually residing in this State, and the post-office address of such resident agent is Granly, Easton, Maryland.

FIFTH: The total number of shares of stock which the corporation shall have authority to issue is Five Hundred (500) shares, all of one class, of the par value of One Dollar (\$1.) each and of the aggregate par value of Five Hundred Dollars (\$500.).

SIXTH: The number of directors of the corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the corporation and shall never be less than three (3). The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are: Knut H. Onsager, Lucy W. Onsager and Rollin Browne.

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

The board of directors of the corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

No holder of shares of stock of any class shall be entitled as a matter of right to subscribe for or purchase or receive any part of any new or additional issue of shares of stock of any class or of securities convertible into shares of stock of any class, whether now or hereafter authorized or whether issued for money, for a consideration other than money or by way of dividend.

Notwithstanding any provision of law requiring a greater proportion than a majority of the votes of all classes or of any class of stock entitled to be cast, to take or authorize any action, the corporation may take or authorize such action upon the concurrence of a majority of the aggregate number of the votes entitled to be cast thereon.

The corporation reserves the right from time to time to make any amendment of its charter, now or hereafter authorized by law, including any amendment which alters the contract rights, as expressly set forth in its charter, of any

outstanding stock.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these articles of incorporation on September 4th, 1954.

Witness:

<u>H. G. Austin</u>	as to	<u>Knut H. Onsager</u> (Knut H. Onsager)
<u>H. G. Austin</u>	as to	<u>Lucy W. Onsager</u> (Lucy W. Onsager)
<u>H. G. Austin</u>	as to	<u>Rollin Browne</u> (Rollin Browne)

STATE OF MARYLAND)
) ss.:
 COUNTY OF TALBOT)

I HEREBY CERTIFY that on September 4th, 1954, before me, the subscriber, a notary public of the State of Maryland, in and for the County of Talbot, personally appeared KNUT H. ONSAGER, LUCY W. ONSAGER and ROLLIN BROWNE, and severally acknowledged the foregoing articles of incorporation to be their act.

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

(NOTARIAL SEAL.)

Richard T. Forman
Notary Public

Commissions expires 5/2/55

ARTICLES OF INCORPORATION

OF

MIDLANTIC METAL FABRICATORS, INC.

approved by the State Tax Commission of Maryland September 9, 1954 and received for record September 9, 1954 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 10062

Deeley K. Nice

Owen E. Hitchins
Commissioners

Recorded in Liber 472, folio 430, one of the Charter Records of the State Tax Commission of Maryland.

Capital - \$500; 500 shares at \$1 - one class

Increase of Capital

Bonus tax paid \$20.00 Recording fee paid \$14.00

To the clerk of the Circuit Court for Talbot County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Tax Commission of Maryland.

AS WITNESS my hand and seal of the said Commission at Baltimore.

(S E A L ' S)

(P L A C E .)

Albert W. Ward
Secretary

FOX'S DEPARTMENT STORE, INC. : BE IT REMEMBERED, That on this 9th day
 STOCK ISSUANCE STATEMENT : of February A.D. 1955, 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:

FOX'S DEPARTMENT STORE, INC.

STOCK ISSUANCE STATEMENT

FOX'S DEPARTMENT STORE, INC., a Maryland Corporation having its principal office at 8 North Washington Street, Easton, Talbot County and State of Maryland (hereinafter called the Corporation), hereby certifies to the State Tax Commission of Maryland, that:

FIRST: The Corporation has authorized the issuance of four thousand (4,000) fully paid and non-assessable shares of the par value of ten (\$10.00) per share of Capital Stock of the Corporation for the following consideration, the actual value of which, as determined by the Board of Directors, is not less than forty thousand dollars (\$40,000.00):

A PORTION of the stock of merchandise, salable items, furniture, tools, equipment and apparatus, accounts due and bills receivable, all cash on hand and the good will of that business known as "Fox's Department Store", located at 8 North Washington Street, Easton, Maryland.

SECOND: (a) At the time of authorization of the issuance of such shares of stock there were no shares of stock of any class of the Corporation outstanding and entitled to vote; and

(b) The issuance of said shares of stock on the terms above set forth was duly authorized by the Board of Directors of the Corporation at a meeting held on January 4th., 1954.

IN WITNESS WHEREOF, Fox's Department Store, 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 affixed and attested by its Secretary on this 15th day of October, 1954.

TEST:
Charlotte Z. Fox,
 Charlotte Z. Fox Secretary

FOX'S DEPARTMENT STORE, INC.
 By: Elmer E. Fox
 Elmer E. Fox, President

(SEAL'S PLACE.)

STATE OF MARYLAND, TALBOT COUNTY, to wit:

I HEREBY CERTIFY that on this 15th day of October, 1954, before me, the subscriber, a notary public of the State of Maryland, in and for the County of Talbot, personally appeared Elmer E. Fox, President of Fox's Department Store, Inc., a Maryland Corporation, and in the name and on behalf of said corporation acknowledged the foregoing Stock Issuance Statement to be the corporate act of said corporation; and at the same time personally appeared Charlotte Z. Fox 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 finally approved, and that the matters and facts set forth in said statement are true to the best of

Examined

her knowledge, information and belief.

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

(NOTARIAL SEAL)

Mary Murphy Liddicoat
Notary Public

STOCK ISSUANCE STATEMENT

OF

FOX'S DEPARTMENT STORE, INC.

approved by the State Tax Commission of Maryland October 18, 1954 and received for record October 18, 1954 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 10419

Owen E. Hitchins
John Wood Logan
Commissioners

Recorded in Liber 476, folio 178, one of the Charter Records of the State Tax Commission of Maryland.

Capital -

Increase of Capital

Bonus tax paid \$- - - 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 endorsements thereon, has been 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

SOUTHERN STATES EASTON : BE IT REMEMBERED, That on this 9th day of
FARMERS COOPERATIVE, : February A.D. 1955 at 9:00 o'clock A.M., the following
INCORPORATED : Articles of Amendment or Instrument of Writing was
ARTICLES OF AMENDMENT : received to be recorded and is accordingly enrolled
: as follows, to wit:

SOUTHERN STATES EASTON FARMERS COOPERATIVE, INCORPORATED

ARTICLES OF AMENDMENT

SOUTHERN STATES EASTON FARMERS COOPERATIVE, INCORPORATED, a Maryland corporation having its principal office in Easton, Talbot Maryland (hereinafter called the Corporation), hereby certifies to the State Tax Commission of Maryland, that:

FIRST: The Charter of the Corporation is hereby amended by striking out the first paragraph of Article D of the Articles of Incorporation, reading as follows:

"ARTICLE D

M. Ward

The total amount of the authorized capital stock of this Association shall be One Hundred Thousand (\$100,000.00) Dollars par value, of which Thirty Thousand (\$30,000.00) Dollars par value, divided into Three Thousand (3,000) shares of the par value of Ten (\$10.00) Dollars each, shall be 6% Preferred Stock, and Seventy Thousand (\$70,000.00) Dollars par value, divided into Seventy Thousand (70,000) shares of the par value of One (\$1.00) Dollar each, shall be Common Stock."

and inserting in lieu thereof, the following:

"ARTICLE D

The total amount of the authorized capital stock of this Association shall be Three Hundred Thousand (\$300,000.00) Dollars par value, of which Ninety Thousand (\$90,000.00) Dollars par value, divided into Nine Thousand (9,000) shares of the par value of Ten (\$10.00) Dollars each, shall be 6% Preferred Stock, and Two Hundred and Ten Thousand (\$210,000.00) Dollars par value, divided into Two Hundred and Ten Thousand (210,000) shares of the par value of One (\$1.00) Dollar each, shall be Common Stock."

SECOND: The Board of Directors of the Corporation at a meeting duly convened and held on August 4, 1954, adopted a resolution in which was set forth the foregoing amendment to the Charter, declaring that the said amendment of the Charter was advisable and directing that it be submitted for action thereon at the annual meeting of the stockholder members of the Corporation to be held on September 27, 1954.

THIRD: Notice setting forth the said amendment of the Charter and stating that a purpose of the meeting of the stockholder members would be to take action thereon, was given, as required by law, to all stockholder members entitled to vote thereon; and like notice was given to all stockholders of the Corporation not entitled to vote thereon, whose contract rights as expressly set forth in the Charter, would be altered by the amendment.

FOURTH: That the meeting of the Stockholders of the Corporation, called by the Board of Directors as aforesaid, was held at Easton, Talbot County, Maryland, on the 27th day of September, 1954, and at said meeting a quorum of the stockholder members of the Corporation was present, and such stockholder members by a majority vote duly adopted the amendment of the Charter of the Corporation hereinabove set forth.

FIFTH: The amendment of the Charter of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the stockholder members of the Corporation.

IN WITNESS WHEREOF, SOUTHERN STATES EASTON FARMERS 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 hereunto attached and attested by its Assistant Secretary, on the 5th day of Oct., 1954.

(SEAL'S PLACE.)

ATTEST:

James W. Hamilton
Assistant Secretary, James W. Hamilton

SOUTHERN STATES EASTON FARMERS
COOPERATIVE, INCORPORATED.

By: Henry D. Gannon
President, Henry D. Gannon

STATE OF MARYLAND)
TALBOT COUNTY) SS.

I HEREBY CERTIFY THAT on this 5 day of Oct., 1954, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Talbot aforesaid, personally appeared Mr. Henry D. Gannon, President of SOUTHERN STATES EASTON FARMERS COOPERATIVE, INCORPORATED, a Maryland corporation, and in the name and on behalf of said Corporation acknowledge the aforesaid Articles of Amendment to be the corporate act of said Corporation; and that at the same time personally appeared Mr. James W. Hamilton, and made oath in due form of law that he was Assistant 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.

Margaret A. Samis
Notary Public

My Comm.
expires 5/2/55

(NOTARIAL SEAL.)

ARTICLES OF AMENDMENT

OF

SOUTHERN STATES EASTON FARMERS COOPERATIVE, INCORPORATED

approved by the State Tax Commission of Maryland October 11, 1954 and received for record October 11, 1954 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 10402

Deeley K. Nice
John Wood Logan
Commissioners

Recorded in Liber 476, folio 85, one of the Charter Records of the State Tax Commission of Maryland.

Capital -

Increase of Capital

Bonus tax paid \$- - - 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 endorsements thereon, has been 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

(S E A L ' S)

(P L A C E .)

STOCK ISSUANCE STATEMENT

H. B. ATKINSON, INCORPORATED: BE IT REMEMBERED, That on this 24th day
 _____: of February A.D. 1955, at nine o'clock A.M. the
 STOCK ISSUANCE STATEMENT or Instrument of Writing was received to be recorded and
 is accordingly enrolled as follows, to wit:

H. B. ATKINSON, INCORPORATED

STOCK ISSUANCE STATEMENT

THIS IS TO CERTIFY:

FIRST: That the Board of Directors of H. B. Atkinson, Incorporated, a
 Maryland Corporation, having its principal office in the Stewart Building on the
 corner of Washington and Federal Streets, Easton, Maryland (hereinafter called the
 "Corporation") at a meeting duly convened and held on August 9, 1954 by resolution

(a) Duly authorized the issuance of four hundred seventy (470)
 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 consider-
 ation:

Capital statement of the retail mercantile business of H.
 Burruss Atkinson and Louise S. Atkinson, his wife, trading as "The Young
 Men's Shop" of Easton, Maryland, including all of its assets and
 liabilities as shown on the balance sheet of said business as of the close
 of business on July 31, 1954, which said balance sheet is as follows:

ASSETS:

Cash		\$ 213.20
Inventory		68,542.03
Fixtures		<u>1,311.59</u>
		\$ 70,066.82

LIABILITIES:

Note due Easton National Bank	\$16,000.00	
Note due Talbot Bank	2,000.00	
Note due Liberty Bank	1,500.00	
Note due Liberty Bank	3,500.00	
Gift Certificates	<u>66.82</u>	23,066.82

H. BURRUSS ATKINSON & LOUISE S. ATKINSON NET WORTH		<u>\$ 47,000.00</u>
		\$ 70,066.82

(b) Stated that, in its opinion, the actual value of said
 consideration is not less than Forty-seven Thousand Dollars (\$47,000.00).

SECOND: The issuance of said shares of stock on the terms above set
 forth was duly authorized by the Board of Directors of the Corporation at a meeting
 held on August 9, 1954.

IN WITNESS WHEREOF, H. B. Atkinson, 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

ATTEST:

H. B. ATKINSON, INCORPORATED

Frances M. Covey
 Frances M. Covey, Secretary

By: H. Burruss Atkinson
 H. Burruss Atkinson, President

(SEAL'S PLACE.)

STATE OF MARYLAND, TALBOT COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 25th day of October, in the year Nineteen
 Hundred and Fifty-four, before me, the subscriber, a Notary Public in and for the

Examined

State and County aforesaid, personally appeared H. Burruss Atkinson, President of H. Burruss Atkinson, Incorporated, a Maryland Corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Stock Issuance Statement to be the corporate act of said Corporation; and at the same time also personally appeared William Reddie and made oath in due form of law that he was Secretary of the Meeting of the Board of Directors of said Corporation at which the issuance of the stock therein mentioned was finally approved, and that the matters and facts set forth in said statement are true to the best of his knowledge, information and belief.

AS WITNESS my hand and Notarial Seal.

Mary Rae H. Russ

(NOTARIAL SEAL)

Notary Public
(formerly Mary Rae Harrison)

STOCK ISSUANCE STATEMENT

OF

H. B. ATKINSON, INCORPORATED

approved by the State Tax Commission of Maryland November 1, 1954 and received for record November 1, 1954 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 10596

Deeley K. Nice

Owen E. Hitchins
Commissioners

Recorded in Liber 478, folio 118, one of the Charter Records of the State Tax Commission of Maryland.

Capital -

Increase of Capital

Bonus Tax paid \$- - - - Recording fee paid \$10.00

To the clerk of the Circuit Court for Talbot County

I HEREBY CERTIFY, that the within instrument, together with all endorsements thereon, has been 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.)

ARTICLES OF INCORPORATION

THE PURITY GOSPEL PENTECOSTAL : BE IT REMEMBERED, That on this 24th
MISSION OF IVYTOWN, TALBOT : day of February A.D. 1955, at nine o'clock A.M.,
COUNTY, MARYLAND : the following ARTICLES OF INCORPORATION or
: Instrument of Writing was received to be
recorded and is accordingly enrolled as follows, to wit:

Examined

ARTICLES OF INCORPORATION

OF

THE PURITY GOSPEL PENTECOSTAL
MISSION OF IVYTOWN, TALBOT
COUNTY, MARYLAND

THIS IS TO CERTIFY:

FIRST: That we, the undersigned incorporators, being the Trustees duly elected by the members of the Gospel Tabernacle Church of Ivytown, Maryland, an unincorporated religious association, 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: That the name of the Corporation is "THE PURITY GOSPEL PENTECOSTAL MISSION OF IVYTOWN, TALBOT COUNTY, MARYLAND".

THIRD: That the Corporation shall support the doctrines and shall be subject to the laws and usages of the Gospel Tabernacle Church of Havre de Grace, Maryland, and elsewhere, as from time to time established, made and declared by the lawful authority of said Church, and as set forth in the Constitution and By-laws of the Gospel Tabernacle Church.

FOURTH: That the Directors of the Corporation shall be the Board of Trustees of church property and shall be elected and organized as prescribed by the Constitution and By-laws of the Gospel Tabernacle Church, as from time to time established, made and declared by the lawful authority of said Church.

FIFTH: That the Corporation shall have the power to secure, hold, improve, encumber, sell convey and dispose of property, both real and personal, in fee simple, or otherwise.

SIXTH: That in harmony with the general laws of the State of Maryland, the duly authorized and appointed pastor shall be, by virtue of his office, a member of said body corporate.

SEVENTH: That the present Board of Trustees of church property, hereinafter named, i.e., Floyd Holland, Percy Walley, Ernest Copper, Mary E. Holland, Charles Hayman, Gloria Carter and Ida R. Still, all being of full legal age and whose postoffice addresses are Easton, Maryland, are hereby constituted Trustees of said Corporation, The Purity Gospel Pentecostal Mission of Ivytown, Talbot County, Maryland, and shall act as such Trustees until their successors are elected in accordance with the provisions and By-laws of the Gospel Tabernacle Church as from time to time made and declared by the lawful authority of said Church.

The above Trustees having been duly elected in accordance with the provisions of the Constitution and By-laws of the Gospel Tabernacle Church, and having been duly authorized to act as petitioners and incorporators, as set forth herein, and in pursuance thereof, do hereunto subscribe their names and affix their seals this 3rd day of November, 1954.

WITNESS as to signatures of
Floyd Holland, Percy Walley,
Ernest Copper, Mary E. Holland
Charles Hayman, Gloria Carter and
Ida R. Still:

William Reddie

Floyd Holland (SEAL)
Floyd Holland

Percy Walley (SEAL)
Percy Walley

Ernest Copper (SEAL)
Ernest Copper

Mary E. Holland (SEAL)
Mary E. Holland

Charles Hayman (SEAL)
Charles Hayman

Gloria Carter (SEAL)
Gloria Carter

Ida R. Still (SEAL)
Ida R. Still

STATE OF MARYLAND, TALBOT COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 3rd day of November, in the year Nineteen Hundred and Fifty-four, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Floyd Holland, Percy Walley, Ernest Copper, Mary E. Holland, Charles Hayman, Gloria Carter and Ida R. Still, and severally acknowledged the foregoing Articles of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.

(NOTARIAL SEAL)

Fay Lewis Warrington
Notary Public

My commission expires
May 2, 1955

ARTICLES OF INCORPORATION

OF

THE PURITY GOSPEL PENTECOSTAL MISSION OF IVYTOWN,
TALBOT COUNTY, MARYLAND

approved by the State Tax Commission of Maryland November 5, 1954 and received for record November 5, 1954 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 10644

Owen E. Hitchins
John Wood Logan
Commissioners

Recorded in Liber 478, folio 384, one of the Charter Records of the State Tax Commission of Maryland.

Capital - none

Increase of Capital

Bonus tax paid \$- - - - Recording fee paid \$10.00 #80

To the clerk of the Circuit Court for Talbot County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been 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.)

ARTICLES OF INCORPORATION

THE ANDERSON-SMITH LUMBER COMPANY, INCORPORATED : BE IT REMEMBERED, That on this 24th day of February A.D. 1955, at nine 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:

Warrington

ARTICLES OF INCORPORATION

OF

THE ANDERSON-SMITH LUMBER COMPANY, INCORPORATED

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Philip Anderson, whose postoffice address is Easton, Maryland, Elizabeth Cissel Anderson, whose postoffice address is Easton, Maryland, William Reddie, whose postoffice address is Easton, Maryland, and Percival Elliott Burroughs, Jr., whose postoffice address is Oxford, Maryland, all being at least twenty-one years of 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 by the execution and filing of these Articles.

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

THE ANDERSON-SMITH LUMBER COMPANY INCORPORATED

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

(a) To manufacture, buy, sell and deal in, either for itself or as agent for others, in lumber, millwork, furniture and building materials of all kind and nature; to make and purchase materials for the construction of buildings; to erect buildings; to own, manage, operate, lease and sell buildings; to conduct and carry on the business of builders and contractors for the purpose of building, erecting, altering, repairing or doing any other work in connection with any and all classes of buildings and improvements of any kind and nature whatsoever; to acquire, own, use, convey and otherwise dispose of and deal in real property or any interest therein.

(b) To operate for itself, or others, a dry kiln, to process wood, lumber and its component parts, and to buy, sell and deal in wood, lumber and lumber products of all kinds.

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

(d) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.

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

(f) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae,

and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

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

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

(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 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 the corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is R.F.D., Dover Road, Easton, Talbot County, Maryland. The resident agent of the Corporation is Philip Randolph Anderson, whose postoffice address is Easton, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock of all classes which the Corporation has authority to issue is two thousand (2,000) shares, divided into one thousand (1,000) shares of Preferred Stock of the par value of One Hundred Dollars (\$100.00) each, and one thousand (1,000) shares of Common Stock of the par value of One Hundred Dollars (\$100.00) each. The aggregate par value of all shares having par value of all classes is Two Hundred Thousand Dollars (\$200,000.00).

A description of each class, with the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends and qualifications of each class is as follows:

PREFERRED STOCK

(a) DIVIDENDS. The holders of the Preferred Stock shall be entitled to receive from the surplus or net profits of the Corporation, when and as declared by its Board of Directors, dividends at the rate of Five Dollars (\$5.00) per share per annum, payable semi-annually on the first days of January and July in each year. Such dividends shall be cumulative, accounting from the date of issue of each share of stock, and shall be payable for the current and all previous years before any dividends shall be paid or set apart on the Common Stock. The Preferred Stock shall not be entitled to participate in or receive any dividend or share of profits, whether payable in cash, stock or property, in excess of the aforesaid cumulative dividends.

(b) PREFERENCES UPON LIQUIDATION, ETC. In the event of liquidation, dissolution or winding up of the Corporation (whether voluntary or involuntary) the holders of the issued and outstanding Preferred Stock shall be entitled to receive out of the assets before any distribution of the holders of any other class of stock a sum equal to One Hundred Dollars (\$100.00) for each share plus all accumulated and unpaid dividends thereon.

A consolidation or merger of the Corporation with any other corporation or corporation shall not be deemed to be a liquidation, dissolution, or winding up within the meaning of this clause.

(c) VOTING RIGHTS. Except as herein provided, or otherwise provided by law, the holders of the Preferred Stock shall not be entitled to vote under any circumstances, or in connection with any action taken by the Corporation. However, if and whenever four consecutive quarterly dividends on the Preferred Stock shall have accrued and be unpaid in whole or in part, then so long as there shall be any such accrued unpaid dividends thereon each share of the Preferred Stock shall entitle the holder of record to one vote in respect thereof in all proceedings in which action shall be taken by Stockholders of the Corporation, on an equal basis, share for share, with the holders of the Common Stock. If all such accrued unpaid dividends shall be paid by the Corporation at any time, then and thereupon all power of the Preferred Stock to vote as in this paragraph provided shall cease, subject, however, to being revived again upon any subsequent default by the Corporation in the payment of four consecutive quarterly dividends as provided above;

(d) REDEMPTION. At the option of the Board of Directors the whole or any part of the Preferred Stock outstanding at any time may be redeemed on any of the respective dates fixed for the payment of dividends thereon, at One Hundred Dollars (\$100.00) per share, together with all unpaid dividends accrued thereon to the date of redemption, upon not less than thirty (30) days' previous notice given by mail to the holders of record of the Preferred Stock. In the event that less than all of the outstanding Preferred Stock is to be redeemed, the redemption may be effected either by lot or pro rate, in such manner as may be prescribed by resolution of the Board of Directors. After any of the outstanding Preferred Stock shall have been called for redemption and the holders thereof duly notified

and the funds necessary to effect such redemption have been set aside by the Board of Directors, the holders thereof shall have no further rights as stockholders of the Corporation but shall be entitled only upon presentation of the certificates properly endorsed to receive the redemption value thereof, as above set forth. Notice of redemption shall be deemed to have been given when addressed to such Preferred Stockholders at their addresses recorded on the books of the Corporation and deposited in the United States mail.

SIXTH: The Corporation shall have not less than four (4) directors and Philip Randolph Anderson, Elizabeth Cissel Anderson, William Reddie and Percival Elliott Burroughs, Jr. shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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 considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of 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 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 or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

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

(f) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

(g) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(h) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these Articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 3rd day of November, in the year Nineteen Hundred and Fifty-four.

WITNESS:

Thomas M. Bartlett as to Philip R. Anderson (SEAL)
Philip R. Anderson

Thomas M. Bartlett as to Elizabeth Cissel Anderson (SEAL)
Elizabeth Cissel Anderson

Mary Rae H. Russ as to William Reddie (SEAL)
William Reddie

Thomas M. Bartlett as to Percival Elliott Burroughs, Jr. (SEAL)
Percival Elliott Burroughs, Jr.

STATE OF MARYLAND, TALBOT COUNTY, TO-WIT:

THIS IS TO CERTIFY, That on this 3rd day of November, in the year Nineteen Hundred and Fifty-four, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Philip R. Anderson, Elizabeth Cissel Anderson, William Reddie and Percival Elliott Burroughs, Jr., and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

AS WITNESS my hand and Notarial Seal.

My commission expires:

Fay Lewis Warrington
Notary Public

May 2, 1955

(NOTARIAL SEAL)

ARTICLES OF INCORPORATION

OF

THE ANDERSON-SMITH LUMBER COMPANY, INCORPORATED

approved by the State Tax Commission of Maryland November 4, 1954 and received for record November 4, 1954 at 11:00 o'clock A.M. as in conformity with law and ordered recorded.

A 10645

Owen E. Hitchins
John Wood Logan
Commissioners

Recorded in Liber 478, folio 388, one of the Charter Records of the State Tax Commission of Maryland.

Capital - 2000 shares; 1000 pfd. and 1000 common at \$100 par each

Increase of Capital #80

Bonus tax paid \$40.00 Recording fee paid \$20.00

To the clerk of the Circuit Court for Talbot County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been 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.

(S E A L ' S)

(P L A C E .)

ARTICLES OF INCORPORATION

THE WEST TALBOT IMPROVEMENT : BE IT REMEMBERED, That on this 30th
ASSOCIATION, INCORPORATED : day of March A.D. 1955, 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:

ARTICLES OF INCORPORATIONOFTHE WEST TALBOT IMPROVEMENT ASSOCIATION, INCORPORATEDTHIS IS TO CERTIFY:

FIRST: That we, the subscribers, Hugh E. Hudson, whose post office address is St. Michaels, Maryland, R. Eugene Rude, whose post office address is St. Michaels, Maryland, and Malcolm F. Caplan, 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 THE WEST TALBOT IMPROVEMENT ASSOCIATION, 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 promote the welfare of the citizens of the town of St. Michaels, Maryland, through active, constructive projects.

(b) To buy, lease, build, own, hold, maintain, equip, mortgage, sell or otherwise deal in real and personal property of all kinds and classes, wheresoever the same may be situate, in the State of Maryland or elsewhere in the United States of America.

(c) 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.

(d) 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 the transaction of its aforesaid businesses, or any part thereof, or in the transaction of any other business that may be calculated, directly or indirectly, to enhance the value of its property and rights.

(e) To exercise all and every the powers and rights conferred on corporations generally by the laws of the United States of America, the State of Maryland and all other states and countries in which the Corporation may do business; to conduct its business in the State of Maryland and elsewhere in the United States of America, provided that, in the transaction of its business, the Corporation shall be subject to the laws and statutes of each state in which the same may be transacted or its property may be located.

Manuscript

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 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 Hugh E. Hudson, 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 nor more than nine directors, and Malcolm F. Caplan, John C. Harper, William G. Hazen, Hugh E. Hudson, Edward T. Newnam, Roger R. Ringgold, R. Eugene Rude, John E. Sloane and William L. Wrightson shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total amount of the authorized capital stock of the Corporation is Twenty-five Thousand (\$ 25,000.00) Dollars par value of common stock, divided into Two Thousand Five Hundred (2,500) shares of the par value of Ten (\$ 10.00) Dollars each.

SEVENTH: The following provision is hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The board of directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such 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 these Articles of Incorporation this 17th day of November, A.D. 1954.

WITNESS:

<u>D. H. LeCompte</u>	as to	<u>Hugh E. Hudson</u> Hugh E. Hudson
<u>D. H. LeCompte</u>	as to	<u>R. Eugene Rude</u> R. Eugene Rude
<u>D. H. LeCompte</u>	as to	<u>Malcolm F. Caplan</u> Malcolm F. Caplan

STATE OF MARYLAND, TALBOT COUNTY, to-wit:

THIS IS TO CERTIFY, That on this 17th day of November, A.D. 1954, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Hugh E. Hudson, R. Eugene Rude and Malcolm F. Caplan, to me personally known, and severally acknowledged the foregoing Articles of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.

(NOTARIAL SEAL)

D. H. LeCompte
Notary Public

My Commission Expires: May 2, 1955

ARTICLES OF INCORPORATION
OF

THE WEST TALBOT IMPROVEMENT ASSOCIATION, INCORPORATED

approved by the State Tax Commission of Maryland December 23, 1954 and received for record December 23, 1954 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 1143

Owen E. Hitchins

Cornelius P. Mudy

Commissioners

Recorded in Liber 483, folio 484, one of the Charter Records of the State Tax Commission of Maryland.

Capital - 2500 shares at \$10 par
Increase of Capital
Bonus tax paid \$20.00 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 endorsements thereon, has been 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

(SEAL'S PLACE.)

Secretary

ARTICLES OF INCORPORATION

YOUNG MEN'S CHRISTIAN ASSOCIATION OF TALBOT COUNTY, INC. : BE IT REMEMBERED, That on this 6th day of July A.D. 1955, 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 as follows, to wit:

ARTICLES OF INCORPORATION

FIRST: That we the subscribers, Norman W. Harrington whose post office address is Post Office Box 600, Easton, Maryland, Kenneth Wrightson, post office address Seymour Avenue, St. Michaels, Maryland, and Robert Rowens, Post Office Box 478, Easton, Maryland, all being at least 21 years of 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 by the execution and filing of this article.

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

Examined and Subsd To: Catherine Schwaninger for Talbot Co. Y.M.C.A. 2-23-58

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

a. To promote the Christian way of living among its members and constituents, to promote physical, mental and spiritual welfare of persons and to emphasize reverence for God, responsibility for the common good, respect for personality and the application of the golden rule in relationships.

b. To correlate the recreational facilities, activities, and groups within Talbot County, Maryland, principally in the interest of developing sportsmanship, fair play and teamwork among youth of said county and to assist the residents of said county in better utilizing their leisure time.

c. In accomplishing the above objects as well as any similar objectives not specified above, the Corporation may provide, establish, and maintain recreational programs in new or existing facilities throughout said county.

d. To purchase, lease, or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, or in any manner incumber or dispose of real or personal property.

e. To accept gifts of real or personal property of any or all types and descriptions, which property, the income or value thereof, shall be utilized in assisting in maintaining a recreational program in Talbot County, Maryland.

FOURTH: The Post Office address of the principal office of the Corporation in this State is Odd Fellows Building, Dover and Washington Streets, Easton, Maryland. The name and Post Office Address of the Resident Agent of the Corporation in this State is Dwight R. Robison, Post Office address Odd Fellows Building, Easton, Maryland. The State Resident Agent is an individual actually residing in this State.

FIFTH: This Corporation shall not issue stock and shall be a non-profit, non-stock Corporation.

SIXTH: The Corporation shall have not less than three nor more than twenty-four Directors, all of whom shall be at least 21 years of age, and Norman W. Harrington, Post Office Box 600, Easton, Maryland, Kenneth Wrightson, Post Office address Seymour Avenue, St. Michaels, Maryland, and Robert Rowens, Post Office Box 478, Easton, Maryland, shall act as such until the first annual meeting or until their successors are duly chosen and qualified. The number of the Directors may be increased or decreased pursuant to the By-laws of the Corporation, but shall never be less than three.

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 the members.

a. The Board of Directors shall have all the powers and authority necessary to control the activities and policy of the Corporation, including the appointment of standing and special committees.

b. The Board of Directors shall have the power to fill until the next annual meeting, any vacancy occurring in their number between such annual meetings.

c. The Board of Directors shall have authority to pass By-laws not inconsistent with the purposes of the Corporation.

d. No contract, debt, or other obligation shall be valid unless authorized by the Board of Directors.

e. Officers of the Corporation shall be chosen from the Directors as provided in the by-laws and shall be designated as president, one or more vice-presidents, secretary, and treasurer. The duties of the vaious officers shall be as provided in the by-laws.

f. The Directors shall be elected annually as provided in the by-laws.

EIGHTH: These articles of incorporation may be amended by 2/3 majority vote of the members voting at any regularly called meeting of the Corporation, provided that said amendment was submitted by the Directors to the members by written notice and published in a newspaper printed in Talbot County at least ten days prior to said meeting.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF we have signed these articles to incorporate on the 16th day of February, Nineteen hundred and fifty-five.

L. Clark Ewing
Witness

Norman W. Harrington
Norman W. Harrington

L. Clark Ewing
Witness

Kenneth E. Wrightson
Kenneth Wrightson

L. Clark Ewing
Witness

Robert Rowens
Robert Rowens

STATE OF MARYLAND

County of Talbot, TO WIT:

I hereby certify that on the 16th day of February, 1955, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Talbot, personally appeared Norman W. Harrington, Kenneth Wrightson, and Robert Rowens, and severally acknowledged the foregoing articles of incorporation to be their act.

Witness my hand and notarial seal the day and year first above written.

(NOTARIAL SEAL)

L. Clark Ewing
Notary Public

My commission expires:

May 2, 1955.

ARTICLES OF INCORPORATION

OF

YOUNG MEN'S CHRISTIAN ASSOCIATION OF TALBOT COUNTY, INC.

approved by the StateTax Commission of Maryland February 28, 1955 and received for record February 28, 1955 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 11985

Owen E. Hitchins
Cornelius P. Mundy
Commissioners

Recorded in Liber 492, folio 288, 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 Circuit Court for Talbot County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been 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.

(S E A L ' S)

(P L A C E .)

ARTICLES OF INCORPORATION

DUNN'S MEN'S AND BOY'S SHOP, : BE IT REMEMBERED, That on this 6th day of
INCORPORATED : July A.D. 1955, 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:

FIRST: That we, the subscribers, Sheldon Lord, whose post office address is Oxford, Maryland, Zida E. Lord, whose post office address is Oxford, Maryland, and Phillip A. Dunn, 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 DUNN'S MEN'S AND BOY'S SHOP, 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 purchase, buy, keep for sale and sell, at retail or wholesale, wearing apparel, clothing and accessories of every kind and nature, and to buy, lease, sell, manage and control a general wearing apparel and haberdashery business in St. Michaels, Talbot County, Maryland, and elsewhere, as the business of the corporation may require.

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

(c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.

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

(e) To purchase, lease or otherwise acquire 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

Examined

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.

(f) 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 the transaction of its aforesaid businesses, or any part thereof, or in the transaction of any other business that may be calculated, directly or indirectly, to enhance the value of its property and rights.

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

(h) To 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 in the United States of America, provided that, in the transaction of its business, the Corporation shall be subject to the laws and statutes of each state 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 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 Phillip A. Dunn, 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 Sheldon Lord, Zida E. Lord and Phillip A. Dunn shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total amount of the authorized capital stock of the Corporation is Twenty-five Thousand (\$25,000.00) Dollars par value of common stock, divided into Two Thousand Five Hundred (2,500) shares of the par value of Ten (\$10.00) Dollars each.

SEVENTH: The following provision is hereby adopted for the purpose of

defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The board of directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such 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 these Articles of Incorporation this 21st day of February, A.D. 1955.

WITNESS:

Shirley R. Wooden _____ as to Sheldon Lord
Sheldon Lord

Shirley R. Wooden _____ as to Zida E. Lord
Zida E. Lord

Shirley R. Wooden _____ as to Phillip A. Dunn
Phillip A. Dunn

STATE OF MARYLAND, TALBOT COUNTY, to-wit:

THIS IS TO CERTIFY, That on this 21st day of February, A.D. 1955, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Sheldon Lord, Zida E. Lord and Phillip A. Dunn, to me personally known, and severally acknowledged the foregoing Articles of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.

Shirley R. Wooden
Notary Public

(NOTARIAL SEAL)

My Commission Expires: May 2, 1955

ARTICLES OF INCORPORATION
OF

DUNN'S MEN'S AND BOY'S SHOP, INCORPORATED

approved by the State Tax Commission of Maryland February 23, 1955 received for record February 23, 1955 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 11910

Owen E. Hitchins
Cornelius P. Mundy
Commissioners

Recorded in Liber 491, folio 390, one of the Charter Records of the State Tax Commission of Maryland.

Capital - 2500 shares at \$10 par

Increase of Capital

Bonus tax paid \$20.00 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 endorsements thereon, has been received, approved and recorded by the State Tax

Commission of Maryland.

AS WITNESS my hand and seal of the said Commission of Baltimore.

Albert W. Ward
Secretary

(SEAL'S)
(PLACE.)

TRAPPE FROZEN FOODS CORPORATION

ARTICLES OF AMENDMENT

Be it remembered, that on this 3rd day of August, A.D. 1955, the following ARTICLES OF AMENDMENT, or Instrument of Writing was received to be recorded and is accordingly enrolled as follows, to wit:

TRAPPE FROZEN FOODS CORPORATION

ARTICLES OF AMENDMENT

TRAPPE FROZEN FOODS CORPORATION, a Maryland corporation having its principal office in Talbot County, Maryland, hereby certifies to the State Tax Commission of Maryland, that:

FIRST: The charter of the Corporation is hereby amended by striking out Article Sixth of the Certificate of Incorporation and inserting in lieu thereof, the following:

"SIXTH: The total amount of the authorized capital stock of the corporation is Five Hundred Thousand Dollars (\$500,000.00) par value, divided into One Hundred Thousand (100,000) shares of the par value of Five Dollars (\$5.00) each."

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on February 5th, 1955, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of the charter was advisable and directing that it be submitted for action thereon at a special meeting of the stockholders of the Corporation to be held on February 17th, 1955.

THIRD: That the aforesaid stockholders meeting was held on February 5th, 1955 pursuant to waiver of notice of the time and place of said meeting, signed by all persons entitled to such notice, which said waiver is filed with the records of said meeting.

FOURTH: The amendment of the charter of the corporation as hereinabove set forth was approved by the stockholders of the Corporation at said meeting by the affirmative vote of two-thirds of all the votes entitled to be cast thereon.

FIFTH: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the stockholders of the Corporation.

SIXTH: (a) The total number of shares of all classes of stock of the Corporation heretofore authorized, and the number and par value of the shares of each class are as follows:

One Thousand (1,000) shares of the par value of One Hundred Dollars (\$100.00) per share, having an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

(b) The total number of shares of all classes of stock of the

Examined

Corporation as increased, and the number and par value of the shares of each class, are as follows:

One Hundred Thousand (100,000) shares of the par value of Five Dollars (\$5.00) per share, having an aggregate par value of Five Hundred Thousand Dollars (\$500,000.00)

(c) The capital stock of the Corporation is not divided into classes.

IN WITNESS WHEREOF, Trappe Frozen Foods 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 hereunto affixed and attested by its Secretary or one of its Assistant Secretaries, on this 24th day of March, 1955.

TRAPPE FROZEN FOODS CORPORATION

ATTEST:

Walter E. Timm
Secretary
(Walter E. Timm)

By Jesse C. Shreve
Vice President
(Jesse C. Shreve) (CORPORATE SEAL)

STATE OF MARYLAND, COUNTY OF TALBOT, to wit:

I HEREBY CERTIFY, That on this 24th day of March, 1955, before me, the subscriber, a Notary Public of the State of Delaware, in and for the County of New Castle, personally appeared Jesse C. Shreve, Vice President of Trappe Frozen Foods 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 Walter E. Timm and made oath in due form of law that he was secretary of the meeting of the stockholders of said corporation at which the amendment of the charter of the corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

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

Elizabeth D. Woodford
Notary Public
(Elizabeth G. Woodford) (NOTARIAL SEAL)

My Commission Expires: May 2nd, 1955.

ARTICLES OF AMENDMENT

OF

TRAPPE FROZEN FOODS CORPORATION

approved by the State Tax Commission of Maryland March 28, 1955, and received for record March 28, 1955, at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

Owen E. Hitchens
Cornelius P. Mundy
Commissioners

A 307

Recorded in Liber 495, folio 450, one of the Charter Records of the State Tax Commission of Maryland.

Capital -

Increase of Capital - 100,000 shares at 5 - 500,000.00

Bonus tax paid \$80.00 Recording fee paid \$10.00

To the clerk of the Circuit Court of Talbot County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Tax Commission of Maryland.

(CORPORATE SEAL)

AS WITNESS my hand and seal of the said Commission at Baltimore.

Albert W. Ward
Secretary

ARTICLES OF INCORPORATION

THE EASTON PLAYERS, INCORPORATED

Be it remembered, that on this 3rd day of August, A.D., 1955, the following ARTICLES OF INCORPORATION, or instrument of writing was received to be recorded and is accordingly enrolled as follows, to wit:

ARTICLES OF INCORPORATION

THE EASTON PLAYERS, INCORPORATED

THIS IS TO CERTIFY:

First: That we, the subscribers; Paul M. Detrich, whose post-office address is Easton, Maryland; Harriet C. Coble, whose post-office address is Easton, Maryland; and James F. Stewart, 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 Players) is "The Easton Players, Incorporated".

Third: The purposes for which the Players is formed and the objects to be promoted by it are as follows:

To organize and operate a civic or community dramatic association for the promotion of amateur theatricals, drama and similiar public performances, for pleasure, recreation, education, charitable and other non-profitable purposes, no part of the net earnings of which is to inure to the benefit of any member. For the purposes aforesaid, the Players shall have the following powers:

To purchase, lease or otherwise acquire, and to build, erect, develop or improve, in whole or in part, any property real, personal or mixed, suitable or convenient for any of the purposes of the Players and to sell, lease or otherwise dispose of any such property no longer required for the purposes of the Players, or temporarily not used by the Players.

To provide, or aid in providing, access to any of the property of the Players.

To borrow or raise money for any of the purposes of the Players 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

Examined

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 Players, real, personal, or mixed, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes or other obligations for any of the purposes of the Players.

To conduct its affairs in the State of Maryland and elsewhere, including the states and territories of the United States and any foreign countries, provided that in the conduct of its affairs the corporation shall be subject to the laws and statutes of each state, territory or foreign country in which the same may be conducted, or its property may be located.

It is the intention that none of the powers defined in any of the foregoing clauses of the Article Third shall be in anywise limited or restricted by reference to, or inference from, the terms of any other clause, but that the power defined in each such clause shall be regarded as independent powers. It is also the intention that the Players 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 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 Players in this State will be placed is Easton, Talbot County, Maryland. The resident agent of the Players is James F. Stewart, 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 Players shall have seven governors, and Arthur E. Southard, of Easton, Maryland; Paul M. Detrich, of Easton, Maryland; James F. Stewart of Easton, Maryland, John R. Fountain, of Easton, Maryland; Harriet C. Coble of Easton, Maryland; David Stewart of Preston, Maryland and Gardner Hazen of Easton, Maryland, shall act as such until the first annual meeting or until their successors are duly chosen and qualified

Sixth: The following who constituted the Organization Committee of the Players shall be members of the Players for the time being.

Bruce Ayars
Harriet Coble
Mimi Ayars
Vashti Coburn
Frances Detrich
Paul Detrich
Anne Eason
Helen Fansler
John Fountain
Elinor Groves
Robert Groves
Jane Hampton
Wm. Hampton
Grace Hazen
W.G. Hazen

A. Henderson
E. Henderson
A. Higginbottom
John Hyde
Rachel Hyde
William Hyde
R. Johnston
A. Kleppinger
M. Liddicoat
Edward Miller
J. Miller
Jane Nemes
Wm. Norris, Jr.
S. Norton-Taylor
R. Hollingsworth

Mamie Owens
Anne Perry
J.C. Richardson
Freda Shoorock
Robert Sharp
Catherine Siccardi
Arthur Southard
David Stewart
E.B. Stewart
James Stewart
Marian Stewart
John Swaine, Jr.
Mary Swaine
Nan M. Wigger
Robert Wigger

Seventh: Ten percentum of the voting members shall constitute a quorum at all meetings of members unless and until otherwise provided by the By-laws.

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

Ninth: The Corporation shall have no Capital Stock.

IN WITNESS WHEREOF we have signed these Articles of Incorporation on the 2nd day of March, 1955.

Witness:

Geraldine Farmer	as to	Paul M. Detrich Paul M. Detrich
Geraldine Farmer	as to	Harriet C. Coble Harriet C. Coble
Geraldine Farmer	as to	James F. Stewart James F. Stewart

STATE OF MARYLAND, TALBOT COUNTY, to-wit:

THIS IS TO CERTIFY that on the 2nd day of March, 1955 before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared Paul M. Detrich, Harriet C. Coble, and James F. Stewart, and severally acknowledged the foregoing Articles of Incorporation to be their act.

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

NOTARIAL SEAL

Geraldine Farmer
NOTARY PUBLIC

ARTICLES OF INCORPORATION

OF

THE EASTON PLAYERS, INCORPORATED

approved by the State Tax Commission of Maryland March 4, 1955 and received for record March 4, 1955 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

Owen E. Hitchins
Cornelius P. Mundy
Commissioners

A 29

Recorded in Liber 493, folio 56, 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 Circuit Court of Talbot County

IT IS HEREBY CERTIFIED, that the within instrument , together with all endorsements thereon, has been 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

YOUNG FASHIONS, INC.

ARTICLES OF INCORPORATION

Be it remembered, that on this 3rd day of August, A.D., 1955, the following ARTICLES OF INCORPORATION, or instrument of writing was received to be recorded and is accordingly enrolled as follows, to wit:

YOUNG FASHIONS, INC.

ARTICLES OF INCORPORATION

First: We the undersigned, Elmer E. Fox, whose Post Office address is, 402 South Washington Street, Easton, Maryland, Charlotte Z. Fox, whose Post Office address is 402 South Washington Street, Easton, Maryland, and Harvey S. Horsey, II, whose Post Office address is Post Office Box 553, Easton, Maryland, each being at least 21 years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation by the execution and filing of these Articles, under and by virtue of the general laws of the State of Maryland.

Second: The name of the Corporation (which is hereinafter called the "Corporation" is

YOUNG FASHIONS, INC.

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

(a) To manufacture, buy, sell, distribute and deal in clothing and wearing apparel of every type, kind and description, for children, men and women.

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

(c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.

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

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

Elmer E. Fox

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

(g) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(h) 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.

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

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

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers

conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

Fourth: The Post Office address of the principal office of the Corporation in this State is 25 Dover Street, Easton, Maryland. The name of the resident Agent of the Corporation is Elmer E. Fox, whose Post Office address is, 402 South Washington Street, Easton, Maryland. Said Resident Agent is a citizen of the State of Maryland and actually residing in the State.

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

Sixth: The number of Directors of the Corporation shall be not less than three nor more than six. Said number of Directors may be increased or decreased pursuant to the by-laws of the Corporation but shall never be less than three. The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified, are Elmer E. Fox, Charlotte Z. Fox and Harvey S. Horsey, II.

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 and securities convertible into shares of its stock, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other Corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of 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 classifications, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(e) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

(f) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(g) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

Eighth: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF we have signed these Articles of Incorporation on the 26th day of February, 1955.

Witness

J. Stewart Fields

Elmer E. Fox
Elmer E. Fox

J. Stewart Fields

Charlotte Z. Fox
Charlotte Z. Fox

J. Stewart Fields

Harvey S. Horsey, II
Harvey S. Horsey, II

STATE OF MARYLAND,

County of Talbot, To Wit:

I HEREBY CERTIFY that on this 26th day of February, 1955, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Talbot, personally appeared Elmer, E. Fox, Charlotte Z. Fox, and Harvey S. Horsey, II, and severally acknowledged the foregoing Articles of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal upon the year and date last above written.

NOTARIAL SEAL

L. Clark Ewing
L. Clark Ewing, Notary Public

My Commission Expires:
May 2, 1955

ARTICLES OF INCORPORATION

OF

YOUNG FASHIONS, INC.

approved by the State Tax Commission of Maryland March 1, 1955 and received for record March 1, 1955 at 9:00 o'clock A.M., as in conformity with law and ordered recorded.

A 22

Owen E. Hitchens
Cornelius P. Mundy
Commissioners

Recorded in Liber 493, folio 11, one of the Charter Records of the State Tax Commission of Maryland.

Capital - 10,000 shares par \$10.00 - \$100,000.00

Increase of Capital

Bonus tax paid \$20.00 Recording fee paid \$14.00

To the clerk of the Circuit Court of Talbot County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been 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)

ARTICLES OF INCORPORATION

OF

TRAPPE LANDING GRAIN COMPANY, INCORPORATED

Be it remembered, that on this 3rd day of August, A.D., 1955, ^{at nine 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:

ARTICLES OF INCORPORATION

OF

TRAPPE LANDING GRAIN COMPANY, INCORPORATED

THIS IS TO CERTIFY:

FIRST: That we, George G. Betton, whose postoffice address is Trappe, Maryland, Charles E. Covey, whose postoffice address is Trappe, Maryland, and John A. Cooke, whose postoffice address is Trappe, Maryland, all being at least twenty-one years of 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 by the execution and filing of these articles.

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

TRAPPE LANDING GRAIN COMPANY, INCORPORATED

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

(a) To buy, sell, store and otherwise handle and deal in grain, hay, seeds and produce of all kinds, and generally to do a grain storage and commission business in the state of Maryland, and elsewhere, and to buy, sell, mortgage, lease and deal in real estate and personal property, including grain elevators, warehouses, cribs and other property, in and about the transaction of its business, and to do and perform any and all acts and things as may be necessary and incidental in and about the carrying on of the business aforesaid.

(b) To own, construct, lease and operate grain elevators (public or private) in the State of Maryland, or elsewhere, and to transact business incident thereto; to buy, sell, store merchandise and otherwise deal in grain, feeds, soy beans and all manufactured products thereof and all other commodities of every kind and description, and to do a general commission business.

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

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

(e) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good-will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the

Examined

aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

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

(g) To purchase or otherwise acquire, hold, and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of any shares of stock, of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(h) 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.

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

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the

powers conferred upon the Corporation by law, and 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 postoffice address of the principal office of the Corporation in this State is Trappe, Maryland. The resident agent of the Corporation is George G. Betton, whose postoffice address is Trappe, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) shares of the par value of One Hundred Dollars (\$100.00) each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The Corporation shall have not less than three (3) nor more than nine (9) directors and John A. Cooks, Irene H. Cooke, Granville L. Wise, George G. Betton and Charles E. Covey shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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 considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be effected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of 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 Boards 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, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding by vote at a meeting or in writing with or without a meeting.

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

(f) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

(g) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of,

and the conversion rights of such shares.

(h) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease, or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

IN WITNESS WHEREOF, we, the subscribers, have signed these Articles of Incorporation on this 4th day of March, in the year Nineteen Hundred and Fifty-five.

WITNESS:

William Reddie as to	George G. Betton George G. Betton	(SEAL)
William Reddie as to	Charles E. Covey Charles E. Covey	(SEAL)
William Reddie as to	John A. Cooke John A. Cooke	(SEAL)

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

THIS IS TO CERTIFY, That on this 4th day of March, in the year Nineteen Hundred and Fifty-five, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared George G. Betton and Charles E. Covey and John A. Cooke and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

AS WITNESS my hand and Notarial Seal.

NOTARIAL SEAL

Mary Rae H. Russ
Notary Public
(formerly Mary Rae Harrison)

ARTICLES OF INCORPORATION

OF

TRAPPE LANDING GRAIN COMPANY, INCORPORATED

approved by the State Tax Commission of Maryland March 7, 1955 and received for record March 7, 1955 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 50

John Wood Logan
Cornelius P. Mundy
Commissioners

Recorded in Liber 493, folio 156, one of the Charter Records of the State Tax Commission of Maryland.

Capital 1000 shares common at \$100 par.

Increase of Capital

Bonus tax paid \$20.00 Recording fee paid \$16.00

To the clerk of the Circuit Court of Talbot County

IT IS HEREBY CERTIFIED that the within instrument together with all endorsements thereon, has been 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

ARTICLES OF INCORPORATION
OF
TRAPPE FEED SERVICE, INCORPORATED

Be it remembered that on this 3rd day of August, A.D., 1955, the following ARTICLES OF INCORPORATION, or instrument of writing was received to be recorded and is accordingly enrolled as follows, to wit:

ARTICLES OF INCORPORATION
OF
TRAPPE FEED SERVICE, INCORPORATED

THIS IS TO CERTIFY:

FIRST: That we, George G. Betton, whose postoffice address is Trappe, Maryland, Charles E. Covey, whose postoffice address is Trappe, Maryland, and John A. Cooke, whose postoffice address is Trappe, Maryland, all being at least twenty-one years of 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 by the execution and filing of these articles.

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

TRAPPE FEED SERVICE, INCORPORATED

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

(a) To engage in the business of buying, selling, storing, mixing, grinding, processing and preparing grains, feeds, supplements and related farm products and buying, keeping, selling the same at retail and wholesale, and buying and selling farm products, tools, machinery, equipment at wholesale and retail, and buying, selling, and dealing in veterinarian supplies and generally to engage in the business of buying and selling farm supplies.

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

(c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.

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

(e) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good-will, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the

Guaranteed

indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

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

(g) To purchase or otherwise acquire, hold, and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, ~~pledge~~ or otherwise dispose of any shares of stock, of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this corporation.

(h) 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.

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

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and 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 postoffice address of the principal office of the Corporation in this State is Trappe, Maryland. The resident agent of the Corporation is George G. Betton, whose postoffice address is Trappe, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) shares of the par value of One Hundred Dollars (\$100.00) each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The Corporation shall have not less than three (3) nor more than nine (9) directors and John A. Cooke, Irene H. Cooke, Granville L. Wise, George G. Betton and Charles E. Covey shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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 considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be effected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers, of such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of 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, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding by vote at a meeting or in writing with or without a meeting.

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

(f) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

(g) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of the dividends on, the times and prices of redemption, of, and the conversion rights of, such shares.

(H) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the

Corporation, whether conferred by law or by these articles, to purchase, lease, or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

IN WITNESS WHEREOF, we, the subscribers, have signed these Articles of Incorporation on this 4th day of March, in the year Nineteen Hundred and Fifty-five.

WITNESS:

William Reddie as to George G. Betton (SEAL)
George G. Betton

William Reddie as to Charles E. Covey (SEAL)
Charles E. Covey

William Reddie as to John A. Cooke (SEAL)
John A. Cooke

STATE OF MARYLAND, TALBOT COUNTY, TO-WIT:

THIS IS TO CERTIFY, That on this 4th day of March, in the year Nineteen Hundred and Fifty-five, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared George G. Betton and Charles E. Covey and John A. Cooke and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

AS WITNESS my hand and Notarial Seal.

(NOTARIAL SEAL) Mary Rae H. Russ
Notary Public
(formerly Mary Rae Harrison)

ARTICLES OF INCORPORATION

OF

TRAPPE FEED SERVICE, INCORPORATED

approved by the State Tax Commission of Maryland March 7, 1955, and received for record March 7, 1955 at 9:00 o'clock A.M., as in conformity with law and ordered recorded.

A 51

John Wood Logan
Cornelius P. Mundy
Commissioners.

Recorded in Liber 493, folio 165, one of the Charter Records of the State Tax Commission of Maryland.

Capital 1000 shares common at \$100 par

Increase of Capital ----

Bonus tax paid \$20.00 Recording fee paid \$16.00

To the clerk of the Circuit Court of Talbot County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been 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

(SEAL)

Secretary

ARTICLES OF AMENDMENT

OF

ADAMS INDUSTRIES, INC.

Be it remembered, that on this 20th day of September, A.D., 1955, 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:

ADAMS INDUSTRIES, INC.

ARTICLES OF AMENDMENT

(Under Section 28-31)

THIS IS TO CERTIFY:

FIRST: That the charter of ADAMS INDUSTRIES, INC., a Maryland corporation having its principal office in Easton, Maryland (hereinafter called the Corporation), is hereby amended by striking out paragraph six on page two 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 hundred Fifty thousand Dollars (\$150,000.00) par value, divided into Fifteen thousand (15,000) shares of the par value of Ten Dollars (\$10.00) each."

SECOND: That the board of directors of the Corporation, at a meeting duly convened and held on March 31, 1955, duly advised the amendment of the charter of the Corporation hereinabove set forth by passing a resolution declaring that said amendment is advisable and calling a meeting of stockholders to take action thereon.

THIRD: That the meeting of stockholders of the corporation, called by the board of directors of the Corporation as aforesaid and duly warned in the manner provided by law, was held at Easton, Maryland, on April 15, 1955, 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, duly adopted the amendment of the charter of the Corporation hereinabove set forth.

IN WITNESS WHEREOF, ADAMS INDUSTRIES, INC. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereto attached and attested by its Secretary on April 28th, 1955

ADAMS INDUSTRIES, INC.

By John E. Adams
President

(Seal's place)

ATTEST:

L. Lee Whiteley
Secretary*Examined*

STATE OF MARYLAND
COUNTY OF TALBOT, ss:

I HEREBY CERTIFY, that on May 11, 1955, before me, the subscriber, a notary public of the State of Maryland, in and for the County of Talbot, personally appeared John E. Adams, President of ADAMS INDUSTRIES, 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 at the same time personally appeared L. Lee Whiteley 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.

Shirley M. Smith
Notary Public

(Seal's Place)

ARTICLES OF AMENDMENT
OF
ADAMS INDUSTRIES, INC.

approved by the State Tax Commission of Maryland May 13, 1955 and
received for record May 13, 1955 at 9:00 o'clock A. M. as
in conformity with law and ordered recorded

A 940

Owen E. Hitchins
Cornelius P. Mudy
Commissioners

Recorded in Liber 502, folio 192, one of the Charter Records of the State Tax Commission of Maryland.

Capital -

Increase of Capital

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

To the clerk of the Circuit Court of Talbot County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been 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

ARTICLES OF AMENDMENT
OF
YOUNG FASHIONS, INC.

Be it remembered, that on this 20th day of September, A.D., 1955 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:

YOUNG FASHIONS, INC.

ARTICLES OF AMENDMENT

Young Fashions, Inc., a Maryland Corporation having its principal office in Talbot County, Maryland (hereinafter called the Corporation), hereby certifies to the State Tax Commission of Maryland, that:

First: The charter of the Corporation is hereby amended by striking out paragraph numbered SECOND of the Articles of Incorporation and inserting in lieu thereof the following:

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

YOUNG FASHIONS OF EASTON, MARYLAND, INC.

Second: The Board of Directors of the Corporation, at a meeting duly convened and held on April 8, 1955, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of the charter was advisable and necessary in view of the fact that another corporation had been using the name Young Fashion Shops, Inc., since February 26, 1946, and directing that it be submitted for action thereon at a special meeting of the stockholders of the corporation to be held on April 25, 1955.

Third; Notice setting forth the said amendment of the charter and stating that a purpose of the meeting of the stockholders would be to take action thereon, was given, as required by law, to all stockholders entitled to vote thereon; and like notice was given to all stockholders of the Corporation not entitled to vote thereon, whose contract rights as expressly set forth in the charter would be altered by the amendment.

Fourth: The amendment of the charter of the Corporation as hereinabove by the stockholders of the Corporation at said meeting by two-thirds of all the votes entitled to be cast thereon.

Fifth: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the Board of directors and approved by the stockholders of the Corporation.

IN WITNESS WHEREOF, Young Fashions, 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 affixed and attested by its Secretary.

YOUNG FASHIONS, INC.,

By Elmer E. Fox
President

Charlotte Z Fox
Secretary
(Seal's Place)

Examined

STATE OF MARYLAND

County of Talbot, To wit:

I Hereby Certify that on this 29th day of April, 1955, before me, the subscriber, a notary public of the State of Maryland in and for Talbot County aforesaid, personally appeared Elmer E. Fox, President of Young Fashions, 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 at the same time personally appeared Charlotte Z Fox and made oath in due form of law that she was Secretary of the meeting of the stockholders of said Corporation at which the amendment of the charter of the Corporation therein set forth was approved, 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.

L. Clark Ewing
Notary Public

My Commission Expires:
May 22, 1955

(Seal's Place)

ARTICLES OF AMENDMENT

OF

YOUNG FASHIONS, INC.
changing its name to
YOUNG FASHIONS of EASTON, MARYLAND, INC.

approved by the State Tax Commission of Maryland May 9, 1955 and
received for record May 9, 1955 at 9:00 o'clock A.M. as
in conformity with law and order recorded
A 842

Owen E. Hitchins
John Wood Logan
Commissioners

Recorded in Liber 501, folio 261, one of the Charter Records of the
State Tax Commission of Maryland.

Capital-

Increase of Capital

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

To the clerk of the Circuit Court of Talbot County

IT IS HEREBY CERTIFIED, that the within instrument, together with all
endorsements thereon has been received, approved and recorded by the State
Commission of Maryland.

AS WITNESS my hand and seal of the said Commission at Baltimore.

Albert W. Ward
Secretary

ARTICLES OF AMENDMENT

OF

ROBERT B. DIXON AND COMPANY, INCORPORATED

Be it remembered, that on this 20th day of September A.D., 1955, 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:

ROBERT B. DIXON AND COMPANY, INCORPORATED

ARTICLES OF AMENDMENT

(Under Sections 11-12)

ROBERT B. DIXON AND COMPANY, INCORPORATION, a Maryland corporation having its principal office in Talbot County, Maryland (hereinafter called the Corporation), hereby certifies to the State Tax Commission of Maryland, that;

FIRST: The charter of the Corporation is hereby amended by striking out Article (1) of the articles of incorporation (or certificate of incorporation) and inserting in lieu thereof the following:

(1) The name of the corporation is THE AVON-DIXON AGENCY, INC.

SECOND: The board of directors of the Corporation, at a meeting duly convened and held on May 16th, 1955, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of the charter was advisable and directing that it be submitted for action thereon at a special meeting of the stockholders of the Corporation to be held on May 27th, 1955.

THIRD: That the aforesaid stockholders meeting was held on May 16th, 1955, pursuant to waiver of notice of the time and place of said meeting, signed by all persons entitled to such notice, which said waiver is filed with the records of such meeting.

FOURTH: The amendment of the charter of the Corporation as hereinabove set forth was approved by the stockholders of the Corporation at said meeting by the affirmative vote of two-thirds of all the votes entitled to be cast thereon.

FIFTH: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the board of directors and approved by the stockholders of the Corporation.

IN WITNESS WHEREOF, ROBERT B. DIXON AND COMPANY, INC. has caused these presents to be signed in its name and on its behalf by its President or one of its Vice-Presidents and its corporate seal to be hereunto affixed and attested by its Secretary or one of its Assistant Secretaries, on May 20th, 1955

ROBERT B. DIXON AND COMPANY, INCORPORATION

BY H. E. Jump
President

F. D. Hoyt
Secretary
(Seal's place)

STATE OF MARYLAND, COUNTY OF TALBOT, ss:

I HEREBY CERTIFY, That on May 20th, 1955, before me, the subscriber, a notary public of the State of Maryland, in and for the County of Talbot, personally appeared H. E. Jump, President of ROBERT B. DIXON & COMPANY, INC., a Maryland Corporation, and in the name and on behalf of said corporation acknowledged the

Examined

foregoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared FRANCES D. HOYT and made oath in due form of law that he was secretary of the meeting of the stockholders of said corporation at which the amendment of the charter of the corporation therein set forth was approved, 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 as above written.

(Seal's place)

G. P. Murphy
Notary Public

My Commission Expires

5/6/57

ARTICLES OF AMENDMENT

OF

ROBERT B. DIXON AND COMPANY, INCORPORATED

changing its name to

THE AVON-DIXON AGENCY, INC.

approved by the State Tax Commission of Maryland May 23, 1955 and
received for record May 23, 1955 at 9:00 o'clock A. M. as
in conformity with law and ordered recorded.

A 976

John Wood Logan
Cornelius P. Mudy
Commissioners

Recorded in Liber 502, and folio 376, one of the Charter Records of the State Tax Commission of Maryland.

Capital -

Increase of Capital

Bonus Tax Paid \$ _____ Recording fee paid \$ 10.00

To the clerk of the Circuit Court of Talbot County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been 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

(SEAL'S PLACE)

Secretary

ARTICLES OF INCORPORATION

STANDARD AUTO SUPPLY COMPANY

Be it remembered, that on this 20th day of September A.D., 1955 at 9:00 o'clock A.M., the following ARTICLES OF ^{INCORPORATION} AMENDMENT, or instrument of writing was

Examined

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

STANDARD AUTO SUPPLY COMPANY
OF
ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Richmond W. Hill, whose post office address is North Aurora Street and Washington Street, Easton, Maryland; Rita S. Hill, whose post office address is Wye Avenue, Easton, Maryland; and Lawrence E. Birge, whose post office address is Masonic Building, 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 corporation, associate ourselves with the intention of forming a corporation.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is the Standard Auto Supply Company.

THIRD: That the purposes for which the Corporation is formed and the business or objects to be carried on and promoted by it are as follows; Wholesale and retail merchandizing of automotive parts, petroleum products, accessories and other merchandise, goods and wares, to hold, improve, lease, buy and sell real estate, and to do any and all things incident to the management and maintenance of such business, and to all other acts and things not forbidden to business corporations under the laws of the State of Maryland.

FOURTH: That the post office address of the place at which the principal office of the Corporation in this state will be located is North Aurora Street and Washington Street, Easton, Maryland. The resident agent of the Corporation is Richmond W. Hill, whose post office address is North Aurora Street and Washington Street, Easton, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have three directors, and Richmond W. Hill, Rita S. Hill, and Lawrence E. Birge shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: That the total amount of the authorized capital stock of the Corporation is 1000 shares, of which 774 shares of the par value of \$100 each are Class A Common Stock, and 226 shares of the par value of \$100 each are Class B Common Stock.

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

Each share of Common Stock, whether Class A or Class B, shall be entitled to one vote at all stockholders' meetings and shall in all other respects have equal rights, powers and privileges and be subject to the same restrictions and qualifications except only that the Class B. Common Stock shall be subject to redemption, in whole or in part, by the Corporation at any time and in such manner as determined by the Board of Directors, at its book value per share computed as of the close of business on the last day of the calendar month next preceding the calendar month in which the stock is called for redemption as determined by an

independent auditor selected by the board of Directors of the Corporation. Such auditor's determination, if made in good faith, shall be accepted as final and conclusive,

EIGHTH: That 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, in such amounts and for such purposes 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 and subject to the following limitations and restrictions:

Each share of the capital stock of the Corporation, when issued, shall be fully paid and non-assessable. No shares of stock having priority over the Common Stock as to payment of dividends or distribution of assets shall be authorized except with the affirmative vote or consent of the holders of record of at least three-fourths of the outstanding shares of Common Stock, given in person or by proxy at a stockholders' Meeting called for that purpose.

NINTH: That the Board of Directors may in its discretion and at such times as it deems advisable declare and pay dividends on the capital stock out of the surplus of the Corporation legally available for the payment of dividends. All such dividends so declared and paid shall be in equal amounts per share on both the Class A and Class B Common Stock. The Board of Directors shall, however, have power from time to time to fix and determine and to vary the amount of the working capital of the Corporation and to direct and determine the use and disposition of any surplus of the Corporation.

TENTH: That no mortgage, lien or encumbrance of any kind upon any part of the real or personal property, assets, effects, undertaking or goodwill of the Corporation, shall be created or be valid or effective unless the same shall have been previously authorized by the affirmative vote or consent of the holders of record of at least three-fourths of the outstanding shares of the Corporation, given in person or by proxy at a stockholders' meeting called for that purpose; but this prohibition shall not be deemed or construed to apply to, nor shall it operate to prevent the giving of purchase money mortgages, or other purchase money liens on property to be hereafter acquired by the Corporation, or the acquiring of the property subject to mortgages, liens and encumbrances thereon then existing, nor to the pledging by the Corporation as security for loans made to it in the regular and current conduct of its business of accounts receivable or other liquid assets or of any stocks, bonds, or other securities owned by it, other than the shares of stock of any subsidiary corporation.

ELEVENTH: That any and all Directors of the Corporation may be removed at any time, with or without cause, by the holders of record of a majority of the then issued and outstanding voting stock of the Corporation.

TWELFTH: That any person made a party to any action, suit or proceeding by reason of the fact that he, his testator or intestate, is or was a director,

officer or employee of the Corporation, shall be indemnified by the Corporation against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director, officer or employee is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director, officer or employee may be entitled apart from this provision.

THIRTEENTH: The duration of the Corporation shall be perpetual.

In witness whereof, we have signed this Articles of Incorporation on
May 3, 1955.

WITNESS:

SIGNATURES

Rita S. Hill

Richmond W. Hill

Lawrence E. Birge

Henry H. Purdy

STATE OF MARYLAND)

COUNTY OF TALBOT)

SS:

I hereby certify, that on 3rd day of May, 1955, before me the subscriber, a notary public of the State of Maryland, in and for the County of Talbot, personally appeared RICHMOND W. HILL, and RITA S. HILL, and LAWRENCE E. BIRGE, and severally acknowledged the foregoing Articles of Incorporation to be their act.

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

Henry H. Purdy
(Seal's Place)
Notary Public

(Seal)

My Commission expires May 9, 1957

ARTICLES OF INCORPORATION

OF

STANDARD AUTO SUPPLY COMPANY

approved by the State Tax Commission of Maryland May 16, 1955 and
received for record May 16, 1955 at 9:00 o'clock A. M. as
in conformity with law and ordered recorded.

A 929

Owens E. Hitchins

Cornelius P. Mudy

Commissioners

Recorded in Liber 502, folio 142, one of the Charter Records of the State Tax Commission of Maryland.

Capital - 1,000 shares - 774 shares par \$100.00 common
226 shares par \$100.00 common

Increase of Capital

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

To the clerk of the Circuit Court of Talbot County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been 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

ARTICLES OF AMENDMENT AND RESTATEMENT OF CHARTER

OF

HOWARD N. GERMAN COMPANY, INC.

Be it remembered, that on this 20th day of September, A. D., 1955, at 9:00 o'clock A.M., the following ARTICLES OF AMENDMENT AND RESTATEMENT OF CHARTER, or instrument of writing was received to be recorded and is accordingly enrolled as follows, to wit:

HOWARD N. GERMAN COMPANY, INC.

ARTICLES OF AMENDMENT AND
ARTICLES OF RESTATEMENT OF CHARTER

HOWARD N. GERMAN COMPANY, INC., a Maryland corporation, having its principal office in Talbot County, Maryland, hereby certifies to the State Tax Commission of Maryland, that:

FIRST: The Articles of Incorporation (formerly referred to as the Certificate of Incorporation) of the Corporation are hereby amended and completely restated by striking out Article Fourth thereof and by inserting in lieu of the Article so stricken out a new Article Fourth so that the Articles of Incorporation as so amended and completely restated shall read as follows:

HOWARD N. GERMAN COMPANY, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY, That the subscribers, John S. McDaniel, Edwin G. Cover and William Lester Ball, being all of full age and all being citizens of the State of Maryland and all residing at Easton, Talbot County, Maryland, do hereby associate themselves with the intention of forming a corporation and by virtue of the general laws of this state authorizing the formation of corporations.

(1) The name of said Corporation is HOWARD N. GERMAN COMPANY, INC.

(2) The purposes for which and for any of which the corporation is formed and the business and objects to be carried on and promoted by it are as follows:

To act as agent for any and all kinds of Insurance Companies and through its agents and employees to solicit insurance of every kind and description to manage all kinds of property and to collect the rents and profits therefrom, to engage in the purchasing and selling of merchandise of every kind and description whether as agent or principal.

To purchase, sell, mortgage, improve, invest and deal in real or personal

Examined

property wheresoever situated, and to construct, equip, operate, rent, hire and manage buildings of every kind and description, and to conduct a General Warehousing Business,

To acquire by purchase, lease or otherwise, the property, rights, business, good will, stock, franchises and assets of every kind of any corporation, association, firm or individual carrying on in whole or in part the aforesaid businesses, or either of them or any other business in whole or in part that the corporation may be authorized to carry on and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof and to pay for any property, rights, business, good will, franchises and assets so acquired in the stock, bonds or other securities of the corporation or otherwise.

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

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

(3) The principal office of said corporation in this state will be located at Easton, Maryland.

(4) The total amount of the authorized capital stock of the corporation is Two Hundred Thousand Dollars (\$200,000.00) par value, divided into Ten Thousand (10,000) shares of the par value of Twenty Dollars (\$20.00) each.

(5) The said corporation shall have not less than three nor more than seven directors, who shall be elected at the annual meeting of the corporation, and shall hold office for one year and until their successors are duly chosen and qualified and Howard N. German, Susie Lee German and Sigurd N. Hersloff, Jr. shall serve as such directors until their successors are duly chosen and qualified. In the event of the death, resignation or disqualification of any director, the remaining directors shall fill the vacancy thereby caused. The said directors shall have authority to elect a president, vice-president, secretary and treasurer of said corporation, and such other officers as they may deem necessary for the proper management and regulation of the business of the corporation.

(6) The management of the property, business and affairs of the corporation shall be vested in the Board of Directors, who shall dictate its general business policy and all the affairs of the said corporation and subject to any provisions of statute or to vote of its stockholders, determine all matters and questions pertaining to its business 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 take or receive subscriptions to stock and to issue certificates therefore and generally to perfect the organization of the said corporation to fix

and to vary the amount to be reserved as working capital, to direct and determine the use and disposition of any surplus and net profits over and above the capital stock paid in, to determine (subject to the limitations hereinbefore set forth) whether any, and, if any, what part of any surplus or net profits shall be declared in dividends and when paid to it's stockholders, and from time to time to sell, assign transfer, lease or otherwise dispose of any or all of the property and assets of the corporation, but no lease or sale of all the property, assets and franchises of the corporation as an entirety shall be made except after first obtaining the affirmative vote at a duly called meeting of the holders of not less than two-thirds per centum of all the issued and outstanding capital stock of the corporation nor shall any such sale be made for other than a cash consideration except after first obtaining the affirmative vote at a duly called meeting of the holders of not less than two-thirds per centum of all the issued and ou standing capital stock of the corporation..

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

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

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 thirtieth day of October in the year nineteen hundred and twelve.

Test: Arthur F. Grace John S. McDaniel

Edwin G. Cover

W. Lester Ball

State of Maryland, Talbot County, to wit:

Before the subscriber, a Notary Public of the State of Maryland, in and for County of Talbot, personally appeared John S. McDaniel, Edwin G. Cover and W. Lester Ball on this thirtieth day of October in the year nineteen hundred and twelve and did severally acknowledge the foregoing certificate to be their act. Witness my hand and Notarial Seal.

Arthur F. Grace,

Notary Public.

I, William H. Adkins, one of the Judges of the Circuit Court for Talbot County, do hereby certify that the foregoing certificate has been submitted to me for

examination, and I do further certify that the said certificate is executed in conformity with the law.

November 2, 1912 Wm. H. Adkins

SECOND: The Board of Directors of the Corporation, at a meeting duly held and convened on Thursday, March 24th, 1955, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment to the charter was advisable and directing that it be submitted for action thereon at a special meeting of the stockholders of the Corporation to be held on Monday, April 4th, 1955.

THIRD: That the aforesaid stockholders meeting was held on March 24th, 1955 pursuant to waiver of notice of the time and place of said meeting, signed by all persons entitled to such notice, which said waiver is filed with the records of said meeting.

FOURTH: The amendment of the charter of the corporation as hereinabove set forth was approved by the stockholders of the corporation at said meeting by the affirmative vote of two-thirds of all the votes entitled to be cast thereon.

FIFTH: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the stockholders of the Corporation.

SIXTH: (a) The total number of shares of all classes of stock of the Corporation heretofore authorized, and the number and par value of the shares of each class are as follows:

That the total amount of capital stock of said corporation is divided into Two Thousand (2,000) shares of no par value, and that the said stock shall be common capital stock.

(b) The total number of shares of all classes of stock of the Corporation as increased, and the number and par value of the shares of each class, are as follows:

The total amount of the authorized capital stock of the corporation is Two Hundred Thousand Dollars (\$200,000.00) par value, divided into Ten Thousand (10,000) shares of the par value of Twenty Dollars (\$20.00) each.

(c) The capital stock of the Corporation is not divided into classes.

IN WITNESS WHEREOF, Howard N. German Company, Inc. has caused these presents to be signed in its name and on its behalf by its President or one of its Vice-Presidents and its Secretary or one of its Assistant Secretaries, on this 16th day of April, 1955.

HOWARD N. GERMAN COMPANY, INC.

(Seal's Place)

By Howard N. German
President
(Howard N. German)

Howard G. Schirmer
Secretary
(Howard G. Schirmer)

STATE OF MARYLAND, COUNTY OF TALBOT, ss:

I HEREBY CERTIFY, That on this 16th day of April, 1955, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Queen Anne's, personally appeared Howard N. German, President of Howard N. German Company, Inc., a Maryland Corporation, and in the name and on behalf of said

corporation acknowledged the foregoing Articles of Amendment and Articles of Restatement to be the corporate act of said corporation; and at the same time personally appeared Howard G. Schirmer and made oath in due form of law that he was Secretary of the meeting of the stockholders of said corporation at which the amendment of the charter of the corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment and Articles of Restatement 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's place)

Elizabeth G. Woodford
Notary Public

My Commission Expires: May 7th, 1957

ARTICLES OF AMENDMENT AND RESTATEMENT OF CHARTER

OF

HOWARD N. GERMAN COMPANY, INC.

approved by the State Tax Commission of Maryland May 18, 1955 and
received for record May 18, 1955 at 9:00 o'clock A. M. as
in conformity with law and ordered recorded.

A 931

Owen E. Hitchins
Cornelius P. Mudy
Commissioners

Recorded in Liber 502, folio 150, one of the Charter Records of the State Tax Commission of Maryland.

Capital - \$200,000.00 - 10,000 shares par \$20.00

Increase of Capital _____

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

To the clerk of the Circuit Court of Talbot County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been 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

ARTICLES OF AMENDMENT

OF

HOWARD FURNITURE COMPANY
OF EASTON, MARYLAND, INC.

Be it remembered, that on this 11th day of October A.D., 1955 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:

HOWARD FURNITURE COMPANY
OF EASTON, MARYLAND, INC.ARTICLES OF AMENDMENT
(Under Sections 11-12)

Howard Furniture Company of Easton, Maryland, Inc., a Maryland corporation having its principal office in Talbot County, Maryland (hereinafter called the Corporation), hereby certifies to the State Tax Commission of Maryland, that:

FIRST: The Charter of the Corporation is hereby amended by striking out Paragraph FIFTH of the Articles of Incorporation and inserting in lieu thereof the following:

FIFTH: The total amount of the capital stock which the Corporation shall be authorized to have is Two Hundred Thousand Dollars (\$200,000.00).

The capital stock shall consist of two thousand (2,000) shares, all of one class and with a nominal or par value of One Hundred Dollars (\$100.00) each.

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on May 9, 1955, adopted a resolution in which was set forth the foregoing amendment to the Charter, declaring that the said amendment of the Charter was advisable and directing that it be submitted for action thereon at a special meeting of the Stockholders of the Corporation to be held on May 31, 1955.

THIRD: Notice setting forth the said amendment of the Charter (or a summary of the changes to be effected by said amendment of the Charter) and stating that a purpose of the meeting of the Stockholders would be to take action thereon, was given, as required by law, to all Stockholders entitled to vote thereon; and like notice was given to all Stockholders of the Corporation not entitled to vote thereon, whose contract rights as expressly set forth in the Charter would be altered by the amendment.

FORTH: The amendment of the Charter of the Corporation as hereinabove set forth was approved by the Stockholders of the Corporation at said special meeting by the affirmative vote of all of the Stockholders entitled to vote thereon.

FIFTH: The amendment of the Charter of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the Stockholders of the Corporation.

SIXTH: (a) The Total number of shares of all classes of stock of the Corporation heretofore authorized, and the number and par value of the shares of each class are as follows;

Two Thousand Five Hundred (2,500) shares of capital stock, all of one class with a nominal or par value of Ten Dollars (10.00) each.

(b) The total number of shares of all classes of stock of the Corporation as increased, and the number and par value of the shares of each class, are as follows:

Examined

Two Thousand (2,000) shares of capital stock, all of one class with a nominal or par value of One Hundred Dollars (\$100.00) each.

(XX)

(c) The capital stock of the Corporation is not divided into classes.

IN WITNESS WHEREOF, the Howard Furniture Company of Easton, Maryland, Inc., has caused these presents to be signed in its name and on its behalf by its President, and its corporate seal to be hereunto affixed and attested by its Secretary, on June 23, 1955.

ATTEST:

HOWARD FURNITURE COMPANY OF EASTON, MARYLAND, INC.

Earl L. Truett, Secretary
(Seal's Place)

By: Charles P. Howard
Charles P. Howard, President

STATE OF MARYLAND, TALBOT COUNTY, TO-WIT:

I HEREBY CERTIFY, That on this 23rd day of June, in the year Nineteen Hundred and Fifty-five, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Charles P. Howard, President of the Howard Furniture Company of Easton, Maryland, 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 at the same time personally appeared Earl L. Truett, and made oath in due form of law that he was Secretary of the meeting of the Stockholders of said Corporation at which the amendment of the Charter of the Corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment 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)

Mary Rae H. Russ
Notary Public
(formerly Mary Rae Harrison)

ARTICLES OF AMENDMENT
OF

HOWARD FURNITURE COMPANY OF EASTON, MARYLAND, INC.

approved by the State Tax Commission of Maryland June 29, 1955 and received for record June 29, 1955 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 1511

Owen E. Hitchins
Cornelius P. Mudy
Commissioners

Recorded in Liber 507, folio 489, one of the Charter Records of the State Tax Commission of Maryland.

Capital _____

Increase of Capital to 2000 shares at \$100 - \$200,000

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

To the clerk of the Circuit Court of Talbot County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been 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

ARTICLES OF INCORPORATION

OF

CORDOVA TRANSPORT, INCORPORATED

Be it remembered, that on this 11th day of October A.D., 1955 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:

ARTICLES OF INCORPORATION

OF

CORDOVA TRANSPORT, INCORPORATED

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Willard N. Legates, whose post office address is Easton, Maryland, Sheldon Lord, whose post office is Oxford, Maryland, and Lee S. Gillis, 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 CORDOVA TRANSPORT, 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, lease, build, own, hold, maintain, equip, mortgage, sell or otherwise deal in real and personal property of all kinds and classes, wheresoever the same may be situate, in the State of Maryland or elsewhere in the United States of America, which may be necessary or proper to enable said Corporation to carry on the objects or purposes for which said Corporation is formed.

(b) To perform the service of a common carrier for hire in the transportation of automobiles or other motor vehicles, passengers, mails, goods, wares, merchandise, commodities or personal property of every kind and character by means of motor vehicles or trucks of every 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 or which may hereafter be prescribed by proper

Examined

authorities.

(c) To fix, impose and collect, freight and passenger tariffs, rates, charges and schedules, subject to regulation by proper public authority.

(d) 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 or trucks, from, to, between and among any points or places in the State of Maryland, or elsewhere, and for such purpose to represent as broker, factor or agent, any individual, firm, corporation, consignor or consignee in such transportation, and to enter into any agreement, not inconsistent with law, for the transportation of any persons, mails, goods, wares, merchandise, commodities or personal property of any kind for which, as such broker, factor or agent, it may procure such transportation.

(e) 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.

(f) 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 the transaction of its aforesaid businesses, or any part thereof, or in the transaction of any other business that may be calculated, directly or indirectly, to enhance the value of its property and rights.

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

(h) To 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 in the United States of America, provided that, in the transaction of its business, the Corporation shall be subject to the laws and statutes of each state 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 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 Easton, Maryland. The resident agent of the Corporation is Willard N. Legates, whose post office address in Easton, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein,

FIFTH: The Corporation shall have not less than three nor more than five directors, and Willard N. Legates, Sheldon Lord and Lee S. Gillis shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total amount of the authorized capital stock of the Corporation is Twenty-five Thousand (\$25,000.000) Dollars par value of common stock, divided into Two Thousand Five Hundred (2,500) shares of the par value of Ten (\$10.00) Dollars each.

SEVENTH: The following provision is hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The board of directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such 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 these Articles of Incorporation this 10th day of June, A.D. 1955.

WITNESS:

Frances M. Hungerford	as to	Willard N. Legates Willard N. Legates
Frances M. Hungerford	as to	Sheldon Lord Sheldon Lord
Frances M. Hungerford	as to	Lee S. Gillis Lee S. Gillis

STATE OF MARYLAND, TALBOT COUNTY, TO-WIT:

THIS IS TO CERTIFY, That on this 10th day of June, A.D. 1955, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Willard N. Legates, Sheldon Lord and Lee S. Gillis, to me personally known, and severally acknowledged the foregoing Articles of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.

Frances M. Hungerford
Notary Public

My Commission Expires: May 6, 1957
(SEAL'S PLACE)

ARTICLES OF INCORPORATION

OF

CORDOVA TRANSPORT, INCORPORATED

approved by the State Tax Commission of Maryland June 14, 1955 and received for record June 14, 1955 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

John Wood Logan

A 1285

Cornelius P. Mudy
Commissioners

Recorded in Liber 505, folio 437, one of the Charter Records of the State Tax Commission of Maryland.

Capital- - - - -

Increase of Capital- - - - -

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

To the Clerk of the Circuit Court of Talbot County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been 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

(SEAL'S PLACE)

Secretary

ARTICLES OF INCORPORATION

OF

CAIN'S TAVERN, INC.

THIS IS TO CERTIFY, That the subscribers, Rome Cain, Margaret D. Cain, and Lucy E. Rampmeyer, each and every one residing in Ridgely, Caroline 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 CAIN'S TAVERN, INC., 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 county.

2. To buy, sell, hold, store, manufacture, distill, brew, distribute,

Examined

warehouse and otherwise in all manner deal in with liquors, wines, vinous liquors, malts, beers, ales, brandies, and cordials and other spirituous and fermented and distilled alcoholic beverages and by-products thereof and such other commodities as are or may be used and employed in and about the selling, distribution, storage, warehousing, and disposing of the aforesaid products.

3. To buy, lease, build, own, hold, equip, mortgage, sell and otherwise deal with any and all types of warehouses, offices, storage houses, display rooms, bill boards, signs and other advertising equipment, trucks, loading devices and all other structures or equipment necessary or desirable for the wholesale or retail distribution and sale or other activity in connection with the handling of alcoholic beverages of all types for distribution.

4. To own, conduct, operate, maintain and carry on the business of restaurant, and to sell and dispense foods, beverages of all kinds and to do any and all things necessary and pertinent to said business.

5. To own, conduct, operate, maintain and carry on the business of retail or wholesale of groceries, and to sell and dispense foods, beverages, canned goods, notions, athletic equipment, marine supplies, fishing tackle, live bait, patent medicines, and all other allied and related products and goods of all kinds and to do any and all things necessary and pertinent to the said business or businesses.

6. To own, lease, operate and manage garages and filling stations for motor vehicles or marine vessels; to buy, sell, rent, store, prepare and care for motor vehicles or marine vessels, their parts, appurtenances, supplies and accessories, and to deal in such securities; to own, operate and manage parking places for motor vehicles and docks and marine railways for marine vessels and to do any or all things necessary or incident to the business or businesses of the corporation, and to exercise and possess the powers herein set forth as fully as natural persons, whether as principal, agent, trustee or otherwise.

7. To manage all kinds of properties, real or personal, and to collect the rents and profits therefrom.

8. To purchase, build, own hold, buy, sell, lease, use, equip, mortgage, improve, invest and deal in all properties of all descriptions as agent or principal.

9. 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.

10. 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 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 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.

11. 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.

12. 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 county, 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 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 at which the principal office of the said Corporation in this state shall be located will be Queen Anne, Talbot County, State of Maryland.

The Resident Agent of The Corporation is Francis Tribbit, whose post office address in Longwoods, Talbot County, State of Maryland, Said Resident Agent is an adult citizen of Maryland and resides at Longwoods, Talbot County, State of Maryland.

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 three nor more than five Directors, and Rome Cain, Margaret D. Cain, and Lucy E. Rampmeyer shall act as such and serve in the capacity of President, Vice-President, and 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 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, 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 other 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 Corporation.

IN WITNESS WHEREOF, we have hereunto set our hands this 29th day of June, A.D., in the year one thousand nine hundred and fifty-five.

TEST: as to all Incorporators:

Walter W. Claggett

Rome Cain
Rome Cain

Margaret D. Cain
Margaret D. Cain

Lucy E. Rampmeyer
Lucy E. Rampmeyer

STATE OF MARYLAND, TALBOT COUNTY, to wit:

I HEREBY CERTIFY, That on this 29th day of June, A.D., in the year one thousand nine hundred and fifty-five, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared ROME CAIN, MARGARET D. CAIN and LUCY E. RAMPMEYER, and severally acknowledged the foregoing Certificate of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal of my office.

(NOTARIAL SEAL)

Francis M. Hungerford
Notary Public

My Commission Expires: May 6, 1957

ARTICLES OF INCORPORATION

OF

CAIN'S TAVERN, INC.

approved by the State Tax Commission of Maryland June 30, 1955 and
received for record June 30, 1955 at 11:00 o'clock A.M., as
in conformity with law and ordered recorded.

Owen E. Hitchins

Cornelius P. Mudy
Commissioners

Recorded in Liber 507, folio 545, one of the Charter Records of the State Tax Commission of Maryland

Capital - 1,000 shares common, \$10.00 par

Increase of Capital - - - - -

Bonus tax paid \$ 20.00 Recording fee paid \$12.00

To the clerk of the Circuit Court of Talbot County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been 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

ADAMS INDUSTRIES, INC.
ARTICLES OF AMENDMENT

Be it remembered, that on this 17th day of October A.D., 1955 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:

ADAMS INDUSTRIES, INC.

ARTICLES OF AMENDMENT

Adams Industries, Inc., a Maryland Corporation, having its principal office in Talbot County, Maryland (hereinafter called the Corporation) hereby certifies to the State Tax Commission of Maryland that:

FIRST: The Charter of the Corporation is hereby amended by striking out subparagraph (c) of Article Seventh of the Certificate of Incorporation, and inserting in lieu thereof, the following:

"SEVENTH:

(c) Each director and officer of the Corporation, having been duly elected, shall hold office for a period not to exceed five (5) years, or until he shall have resigned or shall have been removed. Cumulative voting for the election of directors is hereby specifically provided for."

SECOND: The Amendment to the Charter of the Corporation herein made was approved by vote of a majority of the entire Board of Directors at a meeting duly convened and held on May 20, 1955, and there were no shares of stock of the Corporation entitled to vote thereon either outstanding or subscribed for.

IN WITNESS WHEREOF, Adams Industries, 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 affixed and attested by its Secretary, on June 6, 1955.

ATTEST:

ADAMS INDUSTRIES, INC.

Chas. N. Sheridan
Secretary
(SEAL'S PLACE)

BY: John E. Adams
President

Examined

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 6th day of June, 1955, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared John E. Adams, President of Adams Industries, 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 at the same time personally appeared Lila L. Whitely 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 amendment of the Charter of the corporation therein set forth was approved, 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.

(SEAL'S PLACE)

Shirley M. Smith
Notary Public

ARTICLES OF AMENDMENT
OF
ADAMS INDUSTRIES, INC.

approved by the State Tax Commission of Maryland July 11, 1955 and received for record July 11, 1955 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 1659

Owen E. Hitchins
John Wood Logan
Commissioners

Recorded in Liber 509, folio 389, one of the Charter Records of the State Tax Commission of Maryland.

Capital -----

Increase of Capital -----

Bonus Tax paid \$----- Recording fee paid \$10.00

To the clerk of the Circuit Court of Talbot County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been 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

EASTON STEEL SERVICE, INC.

ARTICLES OF INCORPORATION

Be it remembered, that on this 17th day of November A.D., 1955 at 9:00 o'clock A.M., the following ARTICLES OF AMENDMENT, or Instrument of writing

Examined

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

EASTON STEEL SERVICE, INC.

ARTICLES OF INCORPORATION

First: We the undersigned, Edward J. Matthews, whose Post Office address is Post Office Box 418, Easton, Maryland, Edward E. Sallada, whose Post Office address is 615 South Street Extended, Easton, Maryland, and June E. Sallada, whose Post Office address is 615 South Street Extended, Easton, Maryland, each being at least 21 years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation by the execution and filing of these Articles, under and by virtue of the general Laws of the State of Maryland,

Second: The name of the Corporation (which is hereinafter called the "Corporation" is

EASTON STEEL SERVICE, INC.

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

(a) To buy, sell, import, export, erect, merchandise, warehouse, distribute, deal and traffic in, iron, steel, manganese, and the products and by-products of every kind and all forms, derivatives and combination and fabrications thereof.

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

(c) To Purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.

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

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

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

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and 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. 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.

Fourth: The Post Office address of the principal office of the Corporation in this State is Post Office Box 418, Easton, Maryland. The name of the resident agent of the Corporation is Edward J. Matthews, whose Post Office address is Post Office Box 418, Easton, Maryland. Said resident agent is a citizen of the State of Maryland and actually residing in the state.

Fifth: The total number of shares of stock which the Corporation has authority to issue, is Five Thousand (5000) shares of the par value of Twenty Dollars (\$20.00) a share of all one class designated common stock, and having an aggregate value of One Hundred Thousand Dollars Stock, and having an aggregate value of One Hundred Thousand Dollars (\$100,000.00).

Stock is to be transferred only on the books of the Corporation. Prior to transfer, stock must be offered first to the Corporation and second to the other stockholder pro-rata at its book value as of close of the preceding fiscal year.

Sixth: The number of Directors of the Corporation shall be not less than three nor more than seven. Said number of Directors may be increased or decreased pursuant to the by-laws of the Corporation but shall never be less than three. The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified, are Edward J. Matthews, Edward E. Sallada, June E. Sallada and Leroy Rollin Matthews.

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 and securities convertible into shares of its stock, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other Corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of 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 and 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 Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease, or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

Eights: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF we have signed these Articles of Incorporation on this 28th day of June, 1955

WITNESS

L. Clark Ewing
L. Clark Ewing

Edward J. Matthews
Edward J. Matthews

L. Clark Ewing
L. Clark Ewing

Edward E. Sallada
Edward E. Sallada

L. Clark Ewing
L. Clark Ewing

June E. Sallada
June E. Sallada

STATE OF MARYLAND

County of Talbot , To Wit:

I HEREBY CERTIFY that on this 28th day of June, 1955, before me, the

subscriber, a Notary Public of the State of Maryland in and for the County of Talbot, personally appeared Edward J. Matthews, Edward E. Sallada and June E. Sallada, and severally acknowledged the foregoing Articles of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal upon the year and date last above written.

L. Clark Ewing
L. Clark Ewing, Notary Public

My Commission Expires:
May 6, 1957

ARTICLES OF INCORPORATION

OF

EASTON STEEL SERVICE, INC.

Approved by the State Tax Commission of Maryland July 7, 1955 and received for record July 7, 1955 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 1634

Owen E. Hitchins

John Wood Logan
Commissioners

Recorded in Liber 509, folio 132, one of the Charter Records of the State Tax Commission of Maryland.

Capital - 5,000 shares par \$20.00 all one class

Increase of Capital

Bonus tax paid \$20.00 Recording fee paid \$12.00

To the clerk of the Circuit Court of Talbot County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been 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

MAPLE HALL FARM, INCORPORATED

ARTICLES OF DISSOLUTION

Be it remembered that on this 17th day of November A.D. 1955 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:

THE STATE TAX COMMISSION OF MARYLAND

hereby gives notice that ARTICLES OF DISSOLUTION of the MAPLE HALL FARM, INCORPORATED were received for record on July 22, 1955, in accordance with the provisions of Sec. 72 of Art. 23 of the Code (1951 Edition).

JOHN WOOD LOGAN

CORNELIUS P. MUNDY

Commissioners.

Examined

MAPLE HALL FARM, INCORPORATED

ARTICLES OF DISSOLUTION

Maple Hall Farm, Incorporated, a Maryland corporation having its principal office in Talbot County, Maryland (hereinafter called the corporation), hereby certifies to the State Tax Commission of Maryland, that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth, and the post office address of the principal office of the corporation the State of Maryland is Claiborne, Talbot County, Maryland.

THIRD: The name and post office address of the resident agent of the Corporation in the State of Maryland, service of process upon whom shall bind the Corporation in any action, suit or proceeding pending or hereinafter instituted or filed against the Corporation for one year after dissolution and thereafter until the affairs of the Corporation are wound up, are (Miss) Ethel R. Cockey, Roland Park Apartments, Baltimore 10, Maryland. Said resident agent is an individual actually residing in this State.

FORTH: The name and post office address of each of the directors of the Corporation are as follows:

NAME	POST OFFICE ADDRESS
(Miss) Ethel R. Cockey	Roland Park Apts., Baltimore 10, Maryland
J. Tolson Cockey	Claiborne, Maryland
Bessie V. Cockey	Claiborne, Maryland
Sarah F. Cockey	608 W. Joppa Road, Towson 4, Maryland
J. Davidson Cockey	36 Gallardon Apartments, Santurce, San Juan, Puerto Rico
Caleb R. Kelly, Jr.	4134 Roland Avenue, Baltimore 11, Maryland
Edwin W. Lowe	2 140 Mt. Holly Street, Baltimore 16, Maryland

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

NAME	TITLE	POST OFFICE ADDRESS
(Miss) Ethel R. Cockey	--- President	Roland Park Apts., Baltimore 10, Md.
Bessie V. Cockey	-- Vice-President	Claiborne, Maryland
J. Tolson Cockey	Secretary-Treasurer	Claiborne, Maryland

SIXTH: The entire board of directors, at a meeting of the board of directors of the Corporation duly convened and held on August 20th, 1954, unanimously adopted a resolution declaring that the dissolution of the Corporation is advisable and directing that the proposed dissolution be submitted for action thereon at a special meeting of the stockholders of the Corporation to be held on August 28th, 1954.

SEVENTH: Notice stating that a purpose of the meeting of the stockholders would be to take action upon the proposed dissolution of the Corporation was given, as required by law, to all the stockholders entitled to vote thereon.

EIGHTH: The dissolution of the Corporation as so proposed was authorized by the stockholders of the Corporation at said meeting by the unanimous affirmative vote of each class of stock entitled to vote thereon.

NINTH: The dissolution of the Corporation has been duly advised by the board of directors and authorized by the stockholders of the Corporation in the manner and by the vote required by Article 23 of the Annotated Code of Maryland (Laws of 1951, ch. 135).

TENTH: The Corporation has no known creditors.

ELEVENTH: These Article of Dissolution are accompanied by certificates

of the Comptroller of Treasury of the State of Maryland and of the following collectors of taxes (being all collectors of taxes in the list thereof heretofore supplied to the Corporation by the State Tax Commission of Maryland) stating in effect that all taxes levied on assessments made by the said commission and billed by and payable to such collecting authorities by the Corporation have been paid, except taxes barred by Section 210 of Article 81 or otherwise, including taxes billed for the year in which the dissolution of the Corporation is to be effected, namely:

Talbot County

In witness whereof, Maple Hall Farm, Incorporated has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary, on June 25, 1955.

Attest:

MAPLE HALL FARM, INCORPORATED

J. Tolson Cockey
J. Tolson Cockey
Secretary

By Ethel R. Cockey
Ethel R. Cockey
President

(SEAL'S PLACE)

STATE OF MARYLAND)
) SS:
CITY OF BALTIMORE)

I hereby certify that on June 25, 1955, before me, the subscriber, a notary public of the State of Maryland in and for the City of Baltimore, personally appeared Ethel R. Cockey, President of Maple Hall Farm, Incorporated, a Maryland Corporation, and in the name of and on behalf of said corporation acknowledged the foregoing Articles of Dissolution to be the corporate act of said corporation.

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

(SEAL'S PLACE)

John S. Strandon, Jr.
Notary Public

STATE OF MARYLAND)
) SS:
COUNTY OF TALBOT)

I hereby certify that on June 25, 1955, before me, the subscriber, a notary public of the State of Maryland in and for the County of Talbot, personally appeared J. Tolson Cockey and made oath in due form of law that he was secretary of the meeting of the stockholders of said corporation at which the dissolution of the Corporation therein set forth 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.

(SEAL'S PLACE)

T. Otis Jones
Notary Public

STATE OF MARYLAND
TALBOT COUNTY

OFFICE OF COUNTY TREASURER

Charles N. Sheridan, Treasurer

Easton, Md.
June 30, 1955

THIS IS TO CERTIFY that according to the records of the Treasurer of Talbot County, all taxes due Talbot County and the State of Maryland by

Maple Hall Farm, Incorporated, have been paid up to and including the year 1955.

Charles N. Sheridan, Treasurer
Charles N. Sheridan, of Talbot County

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 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 MAPLE HALL FARM, INCORPORATED have been paid.

WITNESS my hand and official seal this fifteenth day of July A.D. 1955.

J. Millard Tawes
Comptroller

(SEAL'S PLACE)

STATE OF MARYLAND
STATE TAX COMMISSION
31 Light Street
Baltimore - 2

Commissioners
Cornelius P. Mundy
Chairman
Owen E. Hitchins
John Wood Logan
Albert W. Ward
Secretary

THIS IS TO CERTIFY that according to the records of the State Tax Commission, assessments of personal property taxabel to MAPLE HALL FARM, INCORPORATED 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 210 of Article 81 or otherwise:

TALBOT COUNTY

This certificate is made pursuant to Chapter 135 of the Acts of 1951.

WITNESS my hand and the Seal of the State Tax Commission of Maryland, at Baltimore, this 29th day of June, 1955.

Albert W. Ward
Albert W. Ward
Secretary

(SEALS PLACE)

ARTICLES OF DISSOLUTION
OF

MAPLE HALL FARM, INCORPORATED

approved by the State Tax Commission of Maryland July 22, 1955 and received for record July 22, 1955 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 1781

John Wood Logan
Cornelius P. Mudy
Commissioners

Recorded in Liber 510, folio 485, one of the Charter Records of the State Tax Commission of Maryland.

Capital -

Increase of Capital -

Special Fee \$10.00 Recording fee paid \$10.00

To the clerk of the Circuit Court of Talbot County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been 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)

EASTON STEEL SERVICE, INC.

STOCK ISSUANCE STATEMENT

EASTON STEEL SERVICE, INC., a Maryland Corporation having its principal office in Easton Talbot County, Maryland (hereinafter called the Corporation; hereby certifies to the State Tax Commission of Maryland, that:

FIRST: The Corporation has authorized the issuance of Seven Hundred Ninety-five (795) fully paid and non-assessable shares of the par value of Twenty Dollars (\$20.00) per share of the common stock of the Corporation upon the following consideration, namely:

The following consideration, the actual value of which, as determined by the Board of Directors, is not less than Fifteen Thousand Nine Hundred Dollars (\$15,900.00).

This represents the entire business of Edward J. Matthews, t/a Easton Steel Service, a business operated at Easton, Maryland, including all assets and subject to all liabilities as shown on the Net Worth Statement of said business as of July 8, 1955 which Net Worth Statement is as follows:

ASSETS

CURRENT ASSETS:

Cash	\$ 4,769.72	
	14,458.80	
	<u>5,835.00</u>	\$25,063.52

TOTAL CURRENT ASSETS

FIXED ASSETS:

Autos & Trucks	\$ 4,911.85	
Less: Reserve for Depreciation	<u>1,720.70</u>	3,191.15
Equipment	\$ 1,037.55	
Less: Reserve for Depreciation	<u>336.17</u>	701.38

OTHER ASSETS:

DEposit	\$ 19.75	
Rent Paid in Advance	<u>100.00</u>	119.75

TOTAL ASSETS

\$29,075.80

LIABILITIES AND CAPITAL STOCK

CURRENT LIABILITIES:

Accounts Payable		\$13,175.80
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NET WORTH

15,900.00

Examined

SECOND: (a) At the time of authorization of the issuance of said shares of stock there were no shares of stock of any class of the Corporation outstanding and entitled to vote; and

(b) The issuance of said shares of stock on the terms above set forth was duly authorized by the Board of Directors of the Corporation at a meeting held on July 20, 1955.

IN WITNESS WHEREOF, EASTON STEEL SERVICE, INC., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary on the 1st day of August, 1955.

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EASTON STEEL SERVICE, INC.

By: Edward J. Matthews,
Edward J. Matthews, President

Attest:

June E. Sallada
June E. Sallada
Secretary

STATE OF MARYLAND

County of Talbot, To Wit:

This is to certify that on 11th day of August, 1955, before me, the subscriber, a Notary Public for the State of Maryland, in and for Talbot County, personally appeared Edward J. Matthews, President of EASTON STEEL SERVICE, INC., a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Stock Issuance Statement to be the corporate act of said corporation; and at the same time personally appeared June E. Sallada, 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 finally approved, 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 first above written.

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L. Clark Ewing
L. Clark Ewing
Notary Public

My Commission Expires
May 6, 1957

STOCK ISSUANCE STATEMENT

OF

EASTON STEEL SERVICE, INC.

Approved by the State Tax Commission of Maryland August 16, 1955 and received for record August 16, 1955 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 2047

Owen E. Hitchins
John Wood Logan
Commissioners

Recorded in Liber 513, folio 292, one of the Charter Records of the State Tax Commission of Maryland.

Capital -----

Increase of Capital -----

Bonus Tax Paid \$-----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 endorsements thereon has been received, approved and recorded by the State Tax Commission of Maryland.

AS WITNESS my hand and seal of the said Commission at Baltimore.

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Albert W. Ward
Secretary

~~CERTIFICATE~~
ARTICLE
CERTIFICATE OF INCORPORATION
BOZMAN MEN'S CLUB, INCORPORATED
BOZMAN, TALBOT-COUNTY, -MARYLAND

Examined

WHEREAS the male citizens living in or near the Community of Bozman, Talbot County, Maryland, and former residents of Bozman, Talbot County, Maryland, have long felt the need to band and associate together in the form of a corporate organization in which they would better be in a position to render assistance and aid to individuals of the Community, their families and relatives in times when such individuals, families and relatives are in distress and need because of financial reverses, sickness and injury; the residents of the Community of Bozman, Talbot County, Maryland, depending a great deal upon the water for their livelihood; and

WHEREAS there are times during the year when the weather forbids watermen from engaging in their livelihood and because of this factor the income of the watermen is greatly curtailed and at times entirely nonexistent; and

WHEREAS at a meeting of the aforesaid male residents of the Community of Bozman, Talbot County, Maryland, and such other residents residing in or near Bozman, Talbot County, Maryland, held on the 28th day of January, 1955, at Bozman, Maryland, it was decided, approved and passed by those in attendance to authorize and cause to be formed a corporation of body politic, which said corporation or body politic would be empowered to carry out the purposes and objections as enumerated above.

NOW, THEREFORE, in conformity with the above authorization and authority, PETE VOZZO, TOWNSEND HARRISON AND EMANUEL H. ILGENFRITZ, all residents of Bozman, Talbot County, Maryland, all adult citizens of the United States and of the State of Maryland, do hereby associate themselves together 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.

1. The name of the corporation is BOZMAN MEN'S CLUB, INCORPORATED,

hereinafter called "The Corporation."

2. The purposes for which The Corporation is formed and the objects to be promoted by it are generally stated to be to organize and operate a 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 except as is set forth in these Articles of Incorporation, any Amendments thereto, or the By-Laws of The Corporation, duly passed by the membership assembled; and for the general objects and purposes as above mentioned or described in the preamble hereto, and to exercise any or all of the following powers:

(a) To purchase, sell, convey, own, mortgage, lease, improve, use, invest and deal in real and personal property of all kinds and classes and where-soever 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.

(b) To raise or borrow money for any of the purposes of the Corporation, and to mortgage any or all of its property, real or personal, 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 purpose, 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, whether at this 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.

(c) To take by gift or devise all types or real or personal property.

(d) To operate and maintain a social or dinner club, the income or profits of which shall in no way inure to the benefit of any individual person, except as provided hereafter in these Articles of Incorporation, any Amendments thereto, or by the By-Laws of the said Corporation.

3. The Post Office address at which the principal office of The Corporation in this State shall be and will be located will be Bozman, Talbot County, Maryland.

4. The Resident Agent of The Corporation is PETE VOZZO whose Post Office address is Bozman, Talbot County, Maryland, Said Resident Agent is of full legal age, a citizen of the State of Maryland and actually resides therein.

5. THERE SHALL BE NO CORPORATE STOCK ISSUED IN ANY AMOUNT, CLASS, CHARACTER OR FORM, NOR SHALL ANY NET PROFITS OR ANY PART THEREOF INURE TO ANY MEMBER WHATSOEVER, EXCEPT AS PROVIDED HEREAFTER IN THESE ARTICLES OF INCORPORATION, ANY AMENDMENTS THERETO OR THE BY-LAWS OF THE SAID CORPORATION.

6. Every member of The Corporation as provided by its By-Laws shall, upon being sick or disabled, receive from the said Corporation the sum of Three Dollars (\$3.00) per day, beginning after the fourth (4th) day of continued sickness, but such payment as aforesaid shall be predicted and retro-active to the second (2nd) day of such continued sickness or disability.

7. No member of The Corporation shall receive payments or benefits as foresaid for more than thirty-five (35) days and shall not again be eligible

to receive payments or benefits until after six (6) months have expired from the last day he so received the last benefit, and in no event shall any member of The Corporation be paid for more than seventy (70) days in any one calendar year.

8. Any and all benefits to any member or members of The Corporation, as provided for in these Articles of Incorporation or the By-Laws of The Corporation, shall cease when the funds of The Corporation set aside for the Payment of such benefit or benefits shall have decreased to One Dollar (\$1.00), and no payments or benefits shall recommence under any circumstances until such fund as aforesaid contains therein the sum of two Dollars (\$2.00).

9. The Corporation shall have no more than nine (9) Trustees who shall and such other persons selected by the membership of the said Corporation as provided for in its said By-Laws. All (said) be the Officers of the said Corporation/ Corporation)

Trustees so selected shall be adult citizens of the United States and of the State of Maryland. They shall be members in good standing of the said Corporation and shall be persons of high caliber, good morals and good reputation in the community,

10. The management of the business, property and affairs of said Corporation shall be vested in the Board of Trustees and said Trustees shall enjoy all privileges and rights usually conferred upon the governing board of corporations by the General Statutes of Maryland that may now or hereafter be in effect, but said Trustees and/or their successors in office shall be limited in the matter of placing any encumbrances by way of mortgage or otherwise against the property of the Corporation, or of selling, leasing, granting, conveying or otherwise disposing of same or any part thereof without first being authorized to do so at a specially called meeting of the membership of The Corporation upon written notice posted and addressed to each member of The Corporation, which notice shall embrace the proposition to be voted upon and which notice shall be mailed and posted at least two (2) weeks before said meeting, and two-thirds (2/3) of the members in attendance at said meeting shall be required by affirmative vote to order or authorize said Trustees to proceed with such mortgage, lease, sale, encumbrance or disposal of any part of the lands, tenements or buildings belonging to and a part of the assets and property of the said Corporation. Upon the dissolution of the said Corporation, or upon the sale of The Corporation ceases, the proceeds of said sale shall be divided equally among the remaining living members of said corporation.

11. The Board of Trustees shall be empowered to make suitable By-Laws and Rules for the proper management of The Corporation.

12. The Board of Trustees shall hold office in the said Corporation for one (1) year or until their successors are duly qualified and elected, and PETE VOZZO, TOWNSEND HARRISON, EMANUEL H. ILGENFRITZ, CHARLES G. McQUAY, ORMAND T. LEDNUM, JR., JOHN NORMAN McQUAY, JOHN WILLIAM COOPER and RICHARD MARTIN ARSHER SHEE shall serve as the Board Of Trustees from January 20, 1955, for one (1) year, or until their successors are so chosen and qualified.

13. Five (5) members of the Board of Trustees shall constitute a quorum for the transaction of business, unless and until otherwise provided by the By-Laws.

14. The members of the Board of Trustees shall be elected annually by the membership of The Corporation and the date to be fixed by the By-Laws. The majority vote of those present at said meeting shall elect said Trustees.

15. The conditions of membership of said Corporation shall be as follows, viz:-

(a) Membership in this Corporation shall be extended to all white men of good character, residents ^{or} of former residents of Bozman or its immediate environs, in good health, and between 16 and 60 years of age.

(b) Additional qualifications and conditions of membership in The Corporation shall be set forth and stated in the By-Laws of the said Corporation.

16. The Corporation shall have perpetual existence and the private property of any individual member of said Corporation shall in no way be liable for the debts of the said Corporation.

IN WITNESS WHEREOF, we have hereunto set our hands this 9th day of August, in the year nineteen hundred and fifty-five.

WITNESS: as to all
Incorporators:

Walter W. Claggett

Pete Vozzo
Pete Vozzo

Townsend Harrison
Townsend Harrison

Emanuel H. Ilgenfritz
Emanuel H. Ilgenfritz

STATE OF MARYLAND, TALBOT COUNTY, to wit:

I HEREBY CERTIFY, That on this 9th day of August, 1955, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared PETE VOZZO, TOWNSEND HARRISON and EMANUEL H. ILGENFRITZ, and severally acknowledged the foregoing Articles of Incorporation to be their act.

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

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Francis M. Hungerford
Notary Public

My Commission Expires: May 6, 1957

ARTICLES OF INCORPORATION
OF

BOZMAN MEN'S CLUB, INCORPORATED

approved by the State Tax Commission of Maryland August 10, 1955 and received for record August 10, 1955 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 1975

Owen E. Hitchins
John Wood Logan
Commissioners

Recorded in Liber 512, folio 456, one of the Charter Records of the State Tax Commission of Maryland.

Capital ----

Increase of Capital ----

Bonus tax paid \$20.00 Recording fee paid \$12.00

To the Clerk of the Circuit Court of Talbot County

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

endorsements thereon, has been received, approved and recorded by the State Tax Commission of Maryland.

AS WITNESS my hand and seal of the said Commission at Baltimore.

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Albert W. Ward
Secretary

ARTICLES OF INCORPORATION
OF
BAY STATES ADJUSTERS, INCORPORATED

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, T. Hughlett Henry, whose postoffice address is Easton, Maryland; T. Hughlett Henry, Jr., whose postoffice address is Easton, Maryland; and William H. Adkins, II, whose postoffice address is Easton, Maryland; all being at least twenty-one years of 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 by the execution and filing of these articles.

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

BAY STATES ADJUSTERS, INCORPORATED

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

(a) To investigate, prepare, present, adjust, settle, compromise, adjust, collect and purchase, on behalf of insurance companies, whether stock companies or mutual companies, claim arising under insurance policies, and generally to carry on and conduct the business of a general public insurance claims adjustment service, and such other business as is incidental to such business.

(b) To purchase, or otherwise acquire, hold, mortgage, sell, transfer or in any manner dispose of goods, wares, merchandise, implements, 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 property, wherever situated.

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

(e) To apply for, obtain, purchase, or otherwise acquire any patents,

Examined

copyrights, licenses, trademarks, tradenames, rights, processes 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 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 any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bond 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 share 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.

(g) 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 corporation or association.

(H) 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.

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

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

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

FOURTH: The postoffice address of the principal office of the Corporation in this State is Easton National Bank Building, Easton, Maryland. The resident agent of the Corporation is the Corporation Trust Incorporated, a body corporate, whose postoffice address is 10 Light Street, Baltimore 2, Maryland. Said resident agent is a corporation of the State of Maryland.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is Fifty Thousand (50,000) shares of the par value of One Dollar (\$1.00) each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is Fifty Thousand Dollars (\$50,000).

SIXTH: The Corporation shall have at least three and not more than seven directors. The number of directors in excess of three shall be such as may be designated in the By-laws from time to time. J.B.Roulston, George E. Holmes, and Charles W. Moore shall act as such until the first annual meeting or until their successors are duly chosen and qualify.

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, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject ~~to such limitations and restrictions, as may be set forth in the By-laws of the Corporation.~~ 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 interested in or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of 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 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) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

(f) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

(g) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(h) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise,

without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entitles.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 3rd day of August, 1955.

WITNESS:

Elizabeth G. Woodford

Elizabeth G. Woodford

Elizabeth G. Woodford

T. Hughlett Henry

T. Hughlett Henry, Jr.

William H. Adkins II

STATE OF MARYLAND }
COUNTY OF TALBOT } ss:

THIS IS TO CERTIFY, That on this 3rd day of August, in the year one thousand nine hundred and fifty-five, before me the subscriber, a Notary Public of the State of Maryland, in and for Queen Anne's County, personally appeared, T. HUGHLETT HENRY, T. HUGHLETT HENRY, JR. and WILLIAM H. ADKINS, II, and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

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

Elizabeth G. Woodford
Notary Public

(SEAL'S PLACE)

My Commission Expires:
May 6, 1957

ARTICLES OF INCORPORATION

OF

BAY STATES ADJUSTERS, INCORPORATED

approved by the State Tax Commission of Maryland August 4, 1955 and received for record August 4, 1955 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 1930

John Wood Logan

Cornelius P. Mudy
Commissioners

Recorded in Liber 512, folio 243, one of the Charter Records of the State Tax Commission of Maryland.

Capital -

Increase of Capital -

Bonus tax paid \$20.00 Recording fee paid \$16.00

To the Clerk of the Circuit Court of Talbot County.

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been 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

ADAMS INDUSTRIES, INC. : BE IT REMEMBERED, that on this 23rd day of
STOCK ISSUANCE STATEMENT : December A.D. 1955, 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:

ADAMS INDUSTRIES, INC.
STOCK ISSUANCE STATEMENT

THIS IS TO CERTIFY:

FIRST: That the Board of Directors of Adams Industries, Inc., a Maryland corporation, having its principal office in Easton, Maryland, (hereinafter called the Corporation) at a meeting duly convened and held on May 20, 1955, by resolution:

(a) Duly authorized the issuance of seven thousand five hundred and ten (7,510) fully paid and non-assessable shares of the par value of Ten (\$10.00) Dollars each of the common stock of the Corporation, for the following consideration:

All the right, title and interest of John E. Adams in the sole proprietorship carried on by John E. Adams under the name of Adams Industries.

(b) Stated that in its opinion, the actual value of said consideration is not less than seventy-five thousand one hundred (\$75,100.00) Dollars.

SECOND: That at the time of the authorization of the issuance of such stock aforesaid, there were no shares of stock of the corporation outstanding and entitled to vote thereon.

IN WITNESS WHEREOF, Adam Industries, 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 May 21, 1955.

ATTEST: ADAMS INDUSTRIES, INC. (SEAL'S PLACE)

Chas. N. Sheridan
Secretary

By: John E. Adams
President

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 31st day of August, 1955, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared John E. Adams, President of Adams Industries, Inc., a body corporate of the State of Maryland, 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 Lila L. Whitely 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.

Examined

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Meta T. Wallace
Notary Public

STOCK ISSUANCE STATEMENT

OF

ADAMS INDUSTRIES, INC.

approved by the State Tax Commission of Maryland September 15, 1955 and received for

record September 15, 1955 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 2281

Owen E. Hitchins

John Wood Logan
Commissioners

Recorded in Liber 516, folio 1, one of the Charter Records of the State Tax Commission of Maryland.

Capital - - - -

Increase of Capital - - - - -

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

To the clerk of the Circuit Court of Talbot County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been 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

ARTICLES OF INCORPORATION : Be it remembered, That on this 23rd day of
AMERICAN HATCHERY ENGINEERS, INC. : December A.D. 1955 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:

ARTICLES OF INCORPORATION

OF

AMERICAN HATCHERY ENGINEERS, INC.

FIRST: WE, THE UNDERSIGNED, F. Stanley Saurman whose post office address is 738 Churchville Road, Southampton, Pennsylvania, Henry G. Canda, Jr. whose post office address is 1524 Brinton Park Drive, Wynnewood, Pennsylvania, and Thelma R. Rooke whose post office address is 409 Centre Street, Haddonfield, New Jersey, each being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves as incorporators with the intention of forming a corporation.

SECOND: The name of the corporation is AMERICAN HATCHERY ENGINEERS, INC.

THIRD: The purposes for which the corporation is formed are: To design, manufacture, buy, sell and otherwise deal in machinery, products and labor saving devices in the agricultural, farm, packing, poultry and hatchery industries.

To import, export, manufacture, produce, buy, sell and otherwise deal 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 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,

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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 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 inference from the terms of any other clause of this or any other article of these articles of incorporation or of any amendment thereto, and shall each be regarded as independent, and construed as powers as well as 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 principal office of the corporation in this State is 28 South Washington Street, Easton, Maryland. The name of the resident agent of the corporation in this State is Robert C. Morris, a citizen of the State, residing herein, and the post-office address of the resident agent is Trappe, Maryland.

FIFTH: The total number of shares of stock which the corporation shall have authority to issue is four hundred and fifty (450) shares, all of one class, of the par value of One Hundred Dollars (~~\$100~~) each and of the aggregate par value of Forty-five Thousand Dollars (\$45,000).

A description of the limitation upon transfer of, and declaration of dividends upon, the shares of stock of this corporation is as follows:

Limitation upon Transfer:

No stock of this corporation shall be issued or transferred to any person who is not an officer or a director of this corporation or the wife or child of such an officer or director, except with the consent of the Board of Directors evidenced by a resolution duly passed at a regular meeting of the Board, or at a special meeting called for that purpose, and every such holder who desires to sell his stock, and every holder who for any reason shall cease to be an officer or director, or the wife or child of such an officer or director, the personal representatives, legatees, heirs or assigns of such holder, shall be required, at the date of the next quarterly report of the corporation, to offer in writing to the Board of Directors to sell the shares of the capital stock held by him to such person or persons as the Board of Directors shall designate by a resolution duly passed, at the aggregate book value of said shares as of the date of said next quarterly report of the corporation, excluding therefrom any value for good will but including therein the ~~the~~ amortized value of any patents held by the corporation, and such holder, his personal representatives, legatees, heirs or assigns, shall immediately, upon the payment or tender to him, in cash, of such price per share, transfer and assign the shares of the stock held by him to such person or persons so designated by the Board of Directors. In the event, however, that the Board of Directors shall refuse or neglect to designate such person or persons at the next regular meeting after such offer is made, or in the event of the refusal or neglect of such person or persons to pay or tender to such holder the price per share for each and every share held by such holder within sixty-(60) days after such designation and the date of said quarterly report of the corporation, then such holder, his personal representatives, legatees, heirs or assigns, may hold the shares of stock or sell and transfer them to any person or persons, the shares to be held absolutely free from

the conditions and restrictions contained therein.

Before the holder of the certificate for any shares of the capital stock who shall have obtained it by bequest, or in the distribution of the estate of any holder who may hereafter die, or by purchase at any sale made under an execution issued against any holder, or any legal process, or otherwise, shall be entitled to have the stock transferred on the books of this corporation, the shares shall first be offered to and refused by such person or persons designated by the Board of Directors at the same price as above and subject to the same conditions.

No sale whatever of any shares of the capital stock shall pass any title thereto or be transferred on the books of this corporation, unless and until all of the preceding conditions and requirements have been complied with, and no holder of any certificate of shares shall be entitled to any dividends thereon, or to participate in any of the profits of this corporation, until the shares are regularly transferred to him on the books of this corporation.

Limitation upon Authorization and Payment of Dividends:

No dividends shall be authorized or paid upon any outstanding stock without the prior approval of 75% of the outstanding stock given at a regular or special meeting of the stockholders or by consent in writing, in conformity with the laws of the State of Maryland governing corporations of this State.

SIXTH The number of directors of the corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the corporation and shall never be less than three (3). The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are:

Robert C. Morris, Trappe, Maryland.
Alexander J. Cassatt, Radnor, Pennsylvania.
William Hyde, Oxford, Maryland.

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:

At any meeting of stockholders the presence in person or by proxy of stockholders, entitled to cast seventy-five per cent (75%) of the votes thereat, shall constitute a quorum.

Seventy-five percent (75%) of the votes cast at a meeting of stockholders, duly called and at which a quorum is present, in person or by proxy, shall be necessary and sufficient to take or authorize any stockholder action required or permitted by statute, notwithstanding the requirement of lesser vote by statute, or to authorize action upon any matter which may properly come before the meeting

Stockholder authorization and approval shall be required for (1) the issuance of any stock in addition to that originally issued upon incorporation, (2) the payment of any dividend upon stock of the corporation, and (3) for the payment of any salary, bonus, commission or any other form of compensation to any officer in excess of that authorized at the first meeting of the Board of Directors of this corporation.

No holder of shares of stock of any class shall be entitled as a matter of right to subscribe for or purchase or receive any part of any new or additional issue of shares of stock of any class or of securities convertible into shares

XX
of stock of any class, whether now or hereafter authorized or whether issued for
money, for a consideration other than money or by way of dividend.

EIGHTH The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these articles or incorporation on
September 6, 1955.

F. Stanley Saurman
F. Stanley Saurman

Henry G. Canda, Jr.
Henry G. Canda, Jr.

Thelma R. Rooke
Thelma R. Rooke

WITNESS:

Marie R. Sessa
Marie R. Sessa

STATE OF Pennsylvania)
COUNTY OF Philadelphia) ss.

I HEREBY CERTIFY that on September 6, 1955, before me, the subscriber, a
notary public of the State of Pennsylvania in and for the County of Philadelphia,
personally appeared F. Stanley Saurman, Henry G. Canda, Jr., and Thelma R. Rooke,
and severally acknowledged the foregoing articles of incorporation to be their
act.

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

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Jay R. Grier
Notary Public

Commission expires, January 31, 1959.

ARTICLES OR INCORPORATION
OF
AMERICAN HATCHERY ENGINEERS, INC.

approved by the State Tax Commission of Maryland September 7, 1955 and received for
record September 7, 1955 at 9:30 o'clock A.M. as in conformity with law and ordered
recorded.

A 2209

John Wood Logan
Owen E. Hitchins
Commissioners

Recorded in Liber 515, folio 171, one of the Charter Records of the State
Tax Commission of Maryland.

Capital
Increase Of Capital
Bonus tax paid \$20.00 Recording fee paid \$16.00

To the clerk of the Circuit Court of Talbot County
IT IS HEREBY CERTIFIED, that the within instrument, together with all endorse-
ments thereon, has been 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

NOTICE OF CHANGE OF RESIDENT AGENT : Be it remembered, That on this 23rd day of
AND CHANGE OF PRINCIPAL OFFICE :
OF : December, A.D. 1955 at 9:00 o'clock A.M., the
THE AVON-DIXON AGENCY, INC. : following NOTICE OF CHANGE OF RESIDENT AGENT AND
: CHANGE OF PRINCIPAL OFFICE or Instrument of

Writing was received to be recorded and is accordingly enrolled as follows, to wit:
I, the undersigned, Secretary of The Avon-Dixon Agency, Inc., a corporation duly
organized and existing under the laws of the State of Maryland, and having its
principal place of business in Easton, Maryland, do hereby certify that at a meeting
of the Board of Directors of the Corporation duly called and held on September 9,
1955, the following resolutions were adopted:²

" IT IS RESOLVED that the Corporation Trust, Incorporated, 10 Light Street,
Baltimore, Maryland, a body corporate of the State of Maryland, be and it
hereby is designated as resident agent of The Avon-Dixon Corporation."

After further discussion, the following resolution was duly moved, seconded,
and unanimously adopted:

RESOLVED, that the address of the principal office of the Corporation be
and it hereby is changed from City of Easton in the County of Talbot" to
"Easton National Bank Building, Easton, Maryland."

IN WITNESS WHEREOF I have hereunto set my hand as Secretary of this corporation
and have affixed the seal this 12th day of September, 1955.

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F. D. Hoyt
Secretary

DOMESTIC CORPORATION

NOTICE OF DESIGNATION OF RESIDENT AGENT OR PRINCIPAL OFFICE OR CHANGE OF RESIDENT AGENT,
ADDRESS OF RESIDENT AGENT, OR PRINCIPAL OFFICE
(Filing fee of \$2.00 must accompany this notice.)

State Tax Commission of Maryland
31 Light Street,
Baltimore 2, Maryland.

Pursuant to the provisions of Section 8 of Article 23 of the Annotated Code of
Maryland (L. 1951, ch. 135), the undersigned Maryland corporation hereby notifies the
State Tax Commission of Maryland:

Change of Resident Agent

That under resolution adopted by the board of directors of the Corporation on _____
19____, a certified copy of which is filed herewith, the resident agent of the Corporation
in the State of Maryland has been changed to The Corporation Trust Incorporated,
whose post office address is No. 10 Light Street, Baltimore, Maryland. The resident
agent so designated in an individual actually residing in the State of Maryland or
 a corporation of the State of Maryland. (Indicate whether resident agent is an
individual or a corporation.)

Examined

Change of Principal Office

That under resolution adopted by the board of directors of the Corporation 19, on a certified copy of which is filed herewith, the principal office of the Corporation in the State of Maryland has been changed from City of Easton, Talbot County, Easton National Bank Building Easton, Maryland

THE AVON-DIXON AGENCY, INC.
(Exact Corporate title)

By H. E. Jump
President

Dated: September 13, 1955

Strike out paragraphs inapplicable to the change or changes made. In case of a designation of a resident agent or change of the resident agent or the principal office, a certified copy of a resolution of the board of directors of the corporation authorizing such action must be filed with this notice.

500--1-52

NOTICE OF CHANGE OF RESIDENT AGENT AND CHANGE OF PRINCIPAL OFFICE
OF

THE AVON-DIXON AGENCY, INC.

received for record September 14, 1955, at 9:00 A.M. and recorded in Liber No 517 Folio No. 302 one of the charter records of the State Tax Commission of Maryland. Clerk of the Circuit Court of Talbot County

AA No. 972

Recording Fee Paid \$2.00

ARTICLES OF INCORPORATION : Be it remembered, That on this 27th day of
UNited Fund of Talbot County, Inc. : January A.D. 1956 at 9:00 o'clock A.M. the
: following ARTICLES OF INCORPORATION or Instrum-
ent of writing was received to be recorded and is accordingly enrolled as follows,
to wit:

ARTICLES OF INCORPORATION

UNited Fund of Talbot County, Inc.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, J. Franklin Baker, whose postoffice address is Trappe, Talbot County, Maryland, Paul V. Torek, whose postoffice address is Oxford, Talbot County, Maryland, and Joseph S. Barnes, Robert G. Henry, William D. Noble, William Reddie, J. Carter Richardson, Agnes R. O. Tilghman and J. McKenny Willis, Jr., all of whose postoffice addresses are Easton, Talbot County, Maryland, all being at least twenty-one (21) years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, a associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

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

UNited Fund of Talbot County, Inc.

Examined

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

To organize and operate a fund exclusively for health and welfare purposes, no part of the net earnings of which is to inure to the benefit of any member, shareholder or other individual.

For the general purposes aforesaid, and limited to those purposes, the Corporation shall have the following powers and purposes:

(a) To stimulate the interest and coordinate the participation of the citizens of Talbot County in behalf of worthy educational, recreational, health, character building, and welfare organizations, whether local, regional, national or international; to solicit and receive contributions for member agencies; to allocate and distribute to member agencies funds raised; to promote efficiency by providing a means through which annual contributions can be made in one gift, by reducing the expense of raising funds through a cooperative appeal, by conserving volunteer manpower through the elimination of duplication of time and effort, by reducing to a minimum multiple fund-raising efforts; and to promote cooperation not only among member agencies but among all such organizations of Talbot County.

(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.

FORTH: The postoffice Address of the principal office of the Corporation in this State is c/o Henry & Henry, Easton, Maryland. The resident agent of the Corporation is William H. Adkins II, whose postoffice address is c/o Henry & Henry, Easton, Maryland, said resident agent being a citizen of the State of Maryland and actually residing therein.

FIFTH: The Corporation is not authorized to issue any capital stock; the Board of Directors may choose the first members in accordance with the Constitution and By-Laws; members may resign or be removed, vacancies may be filled and additional members elected as provided in the Constitution and By-Laws, which may prescribe different classes of members and prescribe the powers and duties of each class.

SIXTH: The Corporation shall have at least nine (9) directors and such additional number of directors as the Constitution and By-Laws may provide, and the following named persons shall act as such directors of said Corporation until the first annual meeting after incorporation or until their successors are duly chosen and qualified: J. Franklin Baker, Paul V. Torek, Joseph S. Barnes, Robert G. Henry, William D. Noble, William Reddie, J. Carter Richardson, Agnes R. O. Tilghman and J. McKenny Willis, Jr.

IT WITNESS WHEREOF, we have signed these Articles of Incorporation on the 29th day of September, nineteen hundred and fifty-five.

WITNESS:

Meta T. Wallace

J. Franklin Baker

Meta T. Wallace

Paul V. Torek
Paul V. Torek

Meta T. Wallace

Joseph S. Barnes
Joseph S. Barnes

Meta T. Wallace

Robert G. Henry
Robert G. Henry

Meta T. Wallace

William D. Noble
William D. Noble

WITNESS:

Meta T. Wallace

William Reddie
William Reddie

Meta T. Wallace

J. Carter Richardson
J. Carter Richardson

Meta T. Wallace

Agnes R. O. Tilghman
Agnes R. O. Tilghman

Meta T. Wallace

J. McKenny Willis, Jr.
J. McKenny Willis, Jr.

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

THIS IS TO CERTIFY, That on this 29 day of September, 1955, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared J. Franklin Baker, Paul V. Terek, Joseph S. Barnes, Robert G. Henry, William D. Noble, William Reddie, J. Carter Richardson, Agnes R. O. Tilghman and J. McKenny Willis, Jr. and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

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

(NOTARIAL SEAL)

Meta T. Wallace
Meta T. Wallace
Notary Public

ARTICLES OF INCORPORATION
OF

UNITED FUND OF TALBOT COUNTY, INC.

approved by the State Tax Commission of Maryland October 6, 1955 and received for record October 6, 1955 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 2501

John Wood Logan
Joseph Allen
Commissioners

Recorded in Liber 518, folio 131, one of the Charter Records of the State Tax Commission of Maryland.

Capital - - -

Increase of Capital - - -

88

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

To the clerk of the Circuit Court of Talbot County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Tax Commission of Maryland.

(SEAL'S PLACE)

AS WITNESS my hand and seal of the said Commission at Baltimore.

Albert W. Ward
Secretary

NOTICE OF CHANGE OF RESIDENT AGENT AND PRINCIPAL OFFICE : Be it remembered, That on this 27th day of
 OF : January A.D. 1956 at 9:00 o'clock A.M., the
 MARYLAND HATCHERY SERVICE, INC. : following NOTICE OF CHANGE OF RESIDENT AGENT AND
 : PRINCIPAL OFFICE or Instrument of writing was

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

DOMESTIC CORPORATION

NOTICE OF DESIGNATION OF RESIDENT AGENT OR PRINCIPAL OFFICE OR CHANGE OF RESIDENT AGENT,
 ADDRESS OF RESIDENT AGENT, OR PRINCIPAL OFFICE
 (Filing fee of \$2.00 must accompany this notice)

State Tax Commission of Maryland,
 31 Light Street,
 Baltimore 2, Maryland

Pursuant to the provisions of Section 8 of Article 23 of the Annotated Code of Maryland (L. 1951, ch. 135), the undersigned Maryland corporation hereby notifies the State Tax Commission of Maryland:

Change of Resident Agent

That under resolution adopted by the board of directors of the Corporation on _____, 1955, a certified copy of which is filed herewith, the resident agent of the Corporation in the State of Maryland has been changed to Robert C. Morris, whose post-office address is Trappe, Maryland. The resident agent so designated is :x: an individual actually residing in the state of Maryland or

Change of Principal Office

That under resolution adopted by the board of directors of the Corporation on October 3, 1955, a certified copy of which is filed herewith, the principal office of the Corporation in the State of Maryland has been changed from No. 1904 First Natl. Bank Bldg. Baltimore, Maryland, to the residence of Robert C. Morris, Trappe, Maryland.

Maryland Hatchery Service, Inc.
 (Exact corporate title)

By Marjorie E. Morris
 President

Dated: October 3, 1955

° Strike out paragraphs inapplicable to the change or changes made. In case of designation of a resident agent or change of the resident agent or the principal office, a certified copy of a resolution of the board of directors of the corporation authorizing such action must be filed with this notice.

500-5-53

MARYLAND HATCHERY SERVICE, INC.
 Certified Copy of Resolutions

I, ROBERT C. MORRIS, of Trappe, Md., do hereby certify:

1. That I am and at all times hereinafter named have been the Secretary of Maryland Hatchery Service, Inc., a Maryland corporation;
2. That the following is a true and correct copy of resolutions unanimously adopted by the Board of Directors of said Corporation at a special meeting thereof held on October 3, 1955 pursuant to due notice at which all the directors were present and voted throughout the same;

Examined

RESOLVED that the resident agent of Maryland Hatchery Service, Inc. in the state of Maryland be changed to

Robert C. Morris, whose post office address is Trappe Maryland., -Mr. Morris being a resident of the state of Maryland.

FURTHER RESOLVED that the principal office of this corporation in the state of Maryland be changed from 1904 First National Bank Building, Baltimore, Md. to the home of Robert C. Morris, Trappe, Md.

3. And that the duly elected officers of said corporation are:

President: Majorie E. Morris
Treasurer: Robert C. Morris
Secretary: Robert C. Morris

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal this 3rd day of October 1955.

(CORPORATE SEAL) Robert C. Morris
Secretary

NOTICE OF CHANGE OF RESIDENT AGENT AND PRINCIPAL OFFICE
OF
MARYLAND HATCHERY SERVICE, INC.

received for record October 7, 1955, at 9:00 A.M.

and recorded in Liber No. 520 Folio No. 355 one of the charter records of the State Tax Commission of Maryland.

AA No. 991

Clerk of the Circuit Court for Talbott County

Recording Fee Paid \$2.00 #89

ARTICLES OF INCORPORATION :
: Be it remembered, That on this 23rd day of
COLONIAL ACCEPTANCE CORPORATION : February A.D. 1956 at 9:00 o'clock A.M. the follow-
: ing ARTICLES OF INCORPORATION or Instrument of
Writing was received to be recorded and is accordingly enrolled as follows, to wit:

~~ARTICLES~~
CERTIFICATE OF INCORPORATION

FIRST: That we, the subscribers, William P. Chaffinch, whose post office address is 22 N. Washington Street, Easton, Maryland, Dorothy R. Chaffinch, whose post-office address is Easton, Maryland, and Zebulon H. Stafford, whose post-office address is Stewart Building, 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 intentions of forming a corporation.

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

COLONIAL ACCEPTANCE 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 papers, promissory notes, leases, mortgages, open accounts receivable,

Examined

book debts and claims, acceptances, drafts and bills of lading, finance bills, warehouse receipts, stocks, bonds and securities, warrants, contracts, Conditional Sales 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 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 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 insurance 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 transactions 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 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 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 22 N. Washington Street, Easton, Talbot County, Maryland. The resident agent of the corporation is William P. Chaffinch, whose post-office address is 22 N. Washington Street, Easton, Talbot County, Maryland, who is a citizen and an actual resident of Maryland.

FIFTH: The Corporation shall have three directors, and William P. Chaffinch, Dorothy R. Chaffinch, and Zebulon H. Stafford 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 (1000) shares of the par value of One hundred dollars (\$100.00) each.

SEVENTH: 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: 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 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

ARTICLES

WITNESS

As to all signatures

Shirley C. Greenly
Shirley C. Greenly

Mabel D. Merriken
Mabel D. Merriken

Shirley C. Greenly
Shirley C. Greenly

William P. Chaffinch
William P. Chaffinch

Dorothy R. Chaffinch
Dorothy R. Chaffinch

Zebulon H. Stafford
Zebulon H. Stafford

STATE OF MARYLAND

TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY, that on Nov. 9, 1955 before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County, aforesaid personally appeared William P. Chaffinch, Dorothy R. Chaffinch, and Zebulon H. Stafford, and severally acknowledged the foregoing Certificate of Incorporation to be their act.

ARTICLES

AS WITNESS my hand and Notarial Seal.

(NOTARIAL SEAL)

Alice M. Peirce
Notary Public

ARTICLES OF INCORPORATION
OF
COLONIAL ACCEPTANCE CORPORATION

approved by the State Tax Commission of Maryland November 10, 1955 and received for record November 10, 1955 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

John Wood Logan

A 2850

Owen E. Hitchins
Commissioners

Recorded in Liber 522, folio 201, one of the Charter Records of the State Tax Commission of Maryland.

Capital - - - - -

Increase of Capital - - - - -

Bonus tax paid \$ 20.00 Recording fee paid \$ 12.00

To the Clerk of the Circuit Court of Talbot County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been 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)

Arthur W. Ward
Secretary

STOCK ISSUANCE STATEMENT : Be it remembered, That on this 23rd day of
AMERICAN HATCHERY ENGINEERS' INC.: February A.D. 1956 at 9:00 o'clock A.M. the
following STOCK ISSUANCE STATEMENT or Instrument of Writing was received to be rec-
orded and is accordingly enrolled as follows, to wit:

AMERICAN HATCHERY ENGINEERS' INC.

STOCK ISSUANCE STATEMENT.

AMERICAN HATCHERY ENGINEERS' INC., a Maryland Corporation, having its
principal office in Talbot County, Maryland, (hereinafter called the Corporation)
hereby certifies to the State Tax Commission of Maryland, that:

FIRST: The Corporation has authorized the issuance of Three Hundred and
Seventy-Five (375) full paid an non-assessable shares of the par value of One Hundred
Dollars (\$100) per share of Common Stock of the Corporation for the following cons-
ideration, the actual value of which, as determined by the Board of Directors, is
not less than Thirty-Seven Thousand Five Hundred Dollars (\$37,500), namely;

225 Shares to Robert C. Morris in consideration of Assignmen of all right,
title, and interest in and to Patent Application No. 474106 dated December
9, 1954 and in and to a supplementary devise for handling commercial eggs.
Value \$22,500

150 Shares to Alexander J. Cassett in consideration of
\$15,000 now represented by
Cash \$2,027.73
3 Traydex Machines 2,770.62
Development costs 10,670.73
\$15,469.08

Less:

Deposit on machines \$438.88
Sales Tax due 30.20 469.08

Value 15,000
Total Value \$ 37,500

SECOND: (a) At the time of authorization of the issuance of such shares
of stock there were no shares of stock of any class of the Corporation outstanding
and entitled to vote; and

(b) The issuance of said shares of stock on the terms above
set forth was duly authorized by the Board of Directors of Corporation at a meet-
ing held on September 13, 1955.

IN WITNESS WHEREOF, American Hatchery Engineers' Inc., has caused these
present to be signed in its name and on its behalf by its President or one of its
Vice-Presidents and its corporate seal to be hereunto affixed and attested by its
Secretary or one of its Assistant Secretaries, on November 25, 1955.

(CORPORATE SEAL)
Attest: William Hyde

By. Robert C. Morris
President

STATE OF Maryland,
COUNTY OF Talbot, SS:

Examined
I HEREBY CERTIFY that on November 25, 1955, before me, the subscriber,
a notary public of the State of Maryland in and for the County of Talbot, personally
appeared Robert C. Morris, President of American Hatchery Engineers Inc., a Maryland
Corporation, and in the name and on behalf of said Corporation acknowledged the
foregoing Stock Issuance Statement to be the corporate act of said corporation:
and at the same time personally appeared William Hyde and made oath in due form

of law that he was secretary (or chairman) of the meeting of the stockholders of said corporation at which the issuance of the stock therein mentioned was finally approved, 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)

H. Helen Cryers
Notary Public

My Commission expires May 6, 1957

STOCK ISSUANCE STATEMENT
OF
AMERICAN HATCHERY ENGINEERS' INC.

approved by the State Tax Commission of Maryland November 29, 1955 and received for record November 29, 1955 at 9:30 o'clock A.M. as in conformity with law and ordered recorded.

A 3025

Owen S. Hitchins

John Wood Logan
Commissioners

Recorded in Liber 524, folio 135, one of the Charter Records of the State Tax Commission of Maryland.

Capital - - - -
Increase of Capital - - - - -
Bonus tax paid \$ _____ Recording fee paid \$10.00

To the clerk of the Circuit Court of Talbot County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been 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)

Albert W. Ward
Secretary

BREMCO, INCORPORATED : : Be it remembered, that on this 3rd day of April A.D.
ARTICLES OF DISSOLUTION : : 1956 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;

THE STATE TAX COMMISSION OF MARYLAND

hereby gives notice that ARTICLES OF DISSOLUTION of the Bremco, Incorporated were received for record on December 29, 1955, in accordance with the provisions of Sec. 72 of Art. 23 of the Code (1951 Edition).

Owen E. Hitchins

John Wood Logan

Commissioners.

Examined

BREMCO, INCORPORATED

ARTICLES OF DISSOLUTION

BREMCO, INCORPORATED, a Maryland Corporation having its principal office in Talbot County, Maryland (hereinafter called the Corporation), hereby certifies to the State Tax Commission of Maryland, that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth, and the post office address of the principal office of the Corporation in the State of Maryland is Post Office Box 220, Talbot County, Easton, Maryland.

THIRD: The name and post office address of the resident agent of the Corporation in the State of Maryland, service of process upon whom shall bind the Corporation in any action, suit or proceeding pending or hereafter instituted or filed against the Corporation for one year after dissolution and thereafter until the affairs of the Corporation are wound up, are M. STEPHEN BREMER, Peach Blossom Creek, Talbot County, Easton, Maryland. Said resident agent is an individual actually residing in this State.

FOURTH: The name and post office address of each of the directors of the Corporation are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
M. STEPHEN BREMER	Peach Blossom Creek, Easton, Maryland
PATSY R. BREMER	Peach Blossom Creek, Easton, Maryland
NATHAN HIRSCHBERG	70 Pine Street, New York City, New York

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

<u>NAME</u>	<u>TITLE</u>	<u>POST OFFICE ADDRESS</u>
M. STEPHEN BREMER	President	Peach Blossom Creek, Easton, Maryland
PATSY R. BREMER	Vice President	Peach Blossom Creek, Easton, Maryland
PATSY R. BREMER	Secretary	Peach Blossom Creek, Easton, Maryland
M STEPHEN BREMER	Treasurer	Peach Blossom Creek, Easton, Maryland

SIXTH: A majority of the entire Board of Directors, at a meeting of the Board of Directors of the Corporation duly convened and held on November 8, 1955, adopted a resolution declaring that dissolution of the Corporation is advisable and directing that the proposed dissolution be submitted for action thereon at a special meeting of the stockholders of the Corporation to be held on November 9, 1955.

SEVENTH: A consent in writing to the dissolution of the Corporation was signed by all the stockholders of the Corporation, such consent is filed with the records of the Corporation, and the dissolution of the Corporation has been duly advised by the Board of Directors and authorized by the stockholders of the Corporation in the manner and by the vote required by Article 23 of the Annotated Code of Maryland (L.1951, ch. 135).

EIGHTH: Notice that dissolution of the Corporation had been duly authorized pursuant to Article 23 of the Annotated Code of Maryland (L.1951, Ch.135) was mailed on November 9, 1955, to the only known creditor, namely, PATSY R. BREMER, who is also a stockholder and Director who voted upon said dissolution and also

signed the consent as a stockholder.

NINTH: These Articles of Dissolution are accompanied by certificates of the Comptroller of the Treasury of the State of Maryland and of the following collectors of taxes (being all collectors of taxes in the list thereof heretofore supplied to the Corporation by the State Tax Commission of Maryland) stating in effect that all taxes levied on assessments made by the said Commission and billed by and payable to such collecting authorities by the Corporation have been paid, except taxes barred by Section 160 of Article 81 or otherwise, including taxes billed for the year in which the dissolution of the Corporation is to be effected, namely:

The office of County Treasurer of Talbot County

IN WITNESS WHEREOF, BREMCO, INCORPORATED has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary, on November 28, 1955.

BREMCO, INCORPORATED

By M. Stephen Bremer
M. Stephen Bremer, President

(CORPORATE SEAL)

Attest:

Patsy R. Bremer
Patsy R. Bremer, Secretary

STATE OF MARYLAND)
) SS:
COUNTY OF TALBOT)

I HEREBY CERTIFY that on November 28, 1955, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Talbot, personally appeared M. STEPHEN BREMER, President of BREMCO, 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 M. STEPHEN BREMER and made oath in due form of law that he was chairman of the meeting of the Board of Directors of said corporation at which the dissolution of the corporation therein 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)

Commission expires May 6, 1957

TALBOT COUNTY

SEAL

OFFICE OF COUNTY TREASURER
W. Frampton Carroll, Treasurer

Easton, Md.

December, 27, 1955

THIS IS TO CERTIFY that according to the records of the Treasurer of Talbot County, all taxes due Talbot County and the State of Maryland by Bremco Incorporated have been paid up to and including the year 1955.

W. Frampton Carroll
W. Frampton Carroll, Treasurer
of Talbot County.

OFFICE OF COMPTROLLER
TREASURY DEPARTMENT
ANNAPOLIS, MARYLAND

A. Millard Tawes
Comptroller
Joseph D. McCUSKER
Chief Deputy

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

BREMCO, INCORPORATED

have been paid.

WITNESS my hand and official seal this Twenty-third day of December A.D.

1955.

S P
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J. Millard Tawes
Comptroller

ARTICLES OF DISSOLUTION

OF

BREMCO, INCORPORATED

approved by the State Tax Commission of Maryland December 29, 1955, and received for record December 29, 1955 at 11:00 o'clock A.M. as in conformity with law and ordered recorded.

A 3 4 5 3

Owen E. Hitchins
John Wood Logan

Recorded in Liber 528, folio 373, one of the Charter Records of the State Tax Commission of Maryland.

Capital - - - - -
Increase of Capital - - - - -
Special Fee \$10.00 Recording fee paid \$12.00

To the clerk of the Circuit Court of Talbot County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereof, has been 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

TORBERT-PELLE CORPORATION : Be it remembered that on this 3rd day of April A.D. ARTICLES OF DISSOLUTION :1956 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:

THE STATE TAX COMMISSION OF MARYLAND hereby gives notice that ARTICLES OF DISSOLUTION of the Torbert-Pelle Corporation were received for record on December 30, 1955, in accordance with the provisions of Sec.72 of Art.23 of the Code (1951 Edition).

Owen E. Hitchins
John Wood Logan
Commissioners

Examined

TORBERG - PELLE CORPORATION

ARTICLES OF DISSOLUTION

Torberg-Pelle Corporation, a Maryland corporation having its principal office in Talbot County, Maryland, (hereinafter called the corporation), hereby certified to the State Tax Commission of Maryland, that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth, and the post office address of the principal office of the corporation in the State of Maryland is Oxford, Talbot County, Maryland.

THIRD: The name and post office address of the resident agent of the Corporation in the State of Maryland, service of process upon whom shall bind the Corporation in any action, suit or proceeding pending or hereinafter instituted or filed against the Corporation for one year after dissolution and thereafter until the affairs of the Corporation are wound up, are Paul V. Torek, Oxford, Maryland. Said resident agent is an individual actually residing in this State.

FOURTH: The name and post office address of each of the directors of the Corporation are as follows:

NAME	POST OFFICE ADDRESS
Victor Pelle	Oxford, Maryland
Letitia H. Pelle	Oxford, Maryland
William M. Bergman	Oxford, Maryland

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

NAME	TITLE	POST OFFICE ADDRESS
Victor Pelle	President	Oxford, Maryland
Letitia H. Pelle	Vice-President	Oxford, Maryland
William M. Bergman	Secretary-Treasurer	Oxford, Maryland

SIXTH: The entire Board of Directors, at a meeting of the Board of Directors of the Corporation duly convened and held on December 29, 1955, unanimously adopted a resolution declaring that the dissolution of the Corporation is advisable and directing that the proposed dissolution be submitted for action thereon at a special meeting of the stockholders of the Corporation to be held on December 29, 1955.

SEVENTH: A consent in writing to the dissolution of the Corporation was signed by all of the stockholders of the Corporation. Such consent is filed with the records of the Corporation and the dissolution of the Corporation has been duly advised by the Board of Directors and authorized by the stockholders of the Corporation in the manner and by the vote required by Article 23 of the Annotated Code of Maryland (L.1951, ch.135).

EIGHTH: The Corporation has no known creditors.

NINTH: These Articles of Dissolution are accompanied by certificates of the Comptroller of the Treasury of the State of Maryland and of the following collectors of taxes (being all collectors of taxes in the list thereof heretofore supplied to the Corporation by the State Tax Commission of Maryland) stating in effect that all taxes levied on assessments made by the said Commission and billed by and payable to such collecting authorities by the Corporation have been paid,

except taxes barred by Section 210 of Article 81 or otherwise, including taxes billed for the year in which the dissolution of the Corporation is to be affected, namely:

Talbot County
Town of Oxford

IN WITNESS WHEREOF, Torberg-Pelle 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 December 29, 1955.

Attest:

TORBERG-PELLE CORPORATION

William M. Bergman
William M. Bergman
Secretary

By Victor Pelle
Victor Pelle
President

(CORPORATE SEAL)

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY that on December 29, 1955, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County, personally appeared Victor Pelle, President of Torberg-Pelle Corporation, a Maryland corporation, and in the name of 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 William M. Bergman and made oath in due form of law that he was secretary of the meeting of the Board of Directors of said Corporation at which the dissolution of the Corporation therein set forth 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)

Geraldine Farmer

My Commission Expires May 6, 1957.

Notary Public

BOARD MEETING:

OFFICE HOURS:

FIRST AND THIRD WEDNESDAY

2 to 4:30 P.M. Daily

OF EACH MONTH

7 to 9:00 P.M. Saturday

COMMISSIONERS OF OXFORD

OXFORD, MARYLAND

Telephone, Oxford 2621

All Accounts payable at Town Office

December 28, 1955

THIS IS TO CERTIFY that according to the records of the Commissioners of Oxford, all taxes due the Town of Oxford, Maryland, by Torbert-Pelle Corporation have been paid up to and including the year 1955.

Wilsie S. Gibson
Wilsie S. Gibson
Town Clerk.

STATE OF MARYLAND

TALBOT COUNTY

(SEAL)

OFFICE OF COUNTY TREASURER

W. Frampton Carroll, Treasurer

Easton, Md.

December 28, 1955.

THIS IS TO CERTIFY that according to the records of the Treasurer of Talbot County, all taxes due Talbot County and the State of Maryland by Torberg-Pelle Corporation

have been paid up to and including the year 1955.

W. Frampton Carroll
W. Frampton Carroll, Treasurer
of Talbot County.

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 the State Comptroller's Office show that all that all taxes and charges due the State of Maryland, payable through the said office as of the date hereof by

TORBERG PELLE CORPORATION

have been paid.

WITNESS my hand and official seal this thirtieth day of December A.D. 1955.

(SEALS)
(PLACE)

J. Millard Tawes
Comptroller

ARTICLES OF DISSOLUTION
OF
TORBERG - PELLE CORPORATION

approved by the State Tax Commission of Maryland December 30, 1955 and received for record December 30, 1955 at 2:10 o'clock P.M. as in conformity with law and ordered recorded.

A 3 4 2 9

Owen E. Hitchins

John Wood Logan
Commissioners

Recorded in Liber 528, folio 240, one of the Charter Records of the State Tax Commission of Maryland

Capital - - - - -

Increase of Capital - - - - -

Special Fee \$10.00 Recording fee paid \$12.00

To the Clerk of the Circuit Court of Talbot County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been 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)

ARTICLES OF INCORPORATION : Be it remembered, that on this 3rd day of April
OF : A.D. 1956, at 9:00 o'clock A.M. the following
HALLOWELL CHEVROLET SALES COMPANY: ARTICLES OF INCORPORATION or Instrument of Writing
was received to be recorded and in accordingly enrolled as follows, to wit:

ARTICLES OF INCORPORATION
OF
HALLOWELL CHEVROLET SALES COMPANY

Examined

THIS IS TO CERTIFY, that the subscribers, Glenn T. Hallowell, whose post office address is Easton, Talbot County, Maryland; Harry R. Hughes, whose post office address is Denton, Caroline 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 intantion 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 shall be "Hallowell Chevrolet Sales Company".

SECOND: That the principal office of the corporation in the State of Maryland will be located at Easton, Talbot County, State of Maryland, and the post office address will be Easton, Maryland. That the resident agent of the corporation is Glenn T. Hallowell, whose post office address is Easton, Maryland. Said resident agent is a citizen of the United States of America and of the State of Maryland and actually resides therein.

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

(a) To engage in any lawful activity or business, including the operation of an automobile and truck agency, a garage for the purpose of motor vehicle repairs; and the business of buying, selling, and dealing in Chevrolet, Oldsmobile, Cadillac and other makes of new and used autbmobiles, trucks, trailers, tractors, motor vehicles, motor vehicle parts, accessories, and repairs, and generally to conduct an automobile and garage business in all its branches, either as a corporation or in a joint venture with others.

(b) To purchase or obherwise 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 of otherwise acquire, hold for investment, sell, aassign, 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 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, partnership, 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, automobile, or mercantile business of any kind or character whatsoever, and to that end to acquire, hold, own and dispose of any and every kind of property.

(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 forgoing 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, mixed, 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 the authorized capital stock of the corporation shall be five thousand (5,000) shares of common stock of no par value.

The Board of Directors may declare dividends on the said common stock out of the net proceeds or surplus of the said corporation; and upon any liquidation, dissolution or winding-up of all the assets of the corporation, after the payment of all expenses, the remaining assets and funds shall be then divided and distributed to the holders of the common stock outstanding and not held in the treasury of said corporation, pro rata in the proportion which the number of shares held bears to the whole number of shares issued and outstanding. Each holder of common stock shall be entitled to one vote in stockholders meetings for every share outstanding in his name.

FIFTH: The corporation shall have three directors, subject to increase or decrease as may be provided by the By-Laws and the said Russell W. Hallowell,

Glenn T. Hallowell, and Lewis E. Hallowell, Jr. shall act as directors until the first meeting of stockholders and until their successors are elected and qualified, and at no time shall the board 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 2nd day of January, at 8 A.M. each year. The Board of Directors shall have the power to fill any vacancy in the Board of Directors or any other office.

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, Maryland, on the 2nd day of January, 1956, at 8 A.M.

SEVENTH: The Board of Directors are hereby authorized and empowered to purchase and acquire the assets of the partnership garage and automobile business conducted under the name of Hallowell Chevrolet Sales located at Easton, Maryland, and to purchase and acquire any other related business in whole or in part from any person or persons, and to own and operate the same as the said officers and directors shall determine as best. Glenn T. Hallowell shall serve as President, Russell W. Hallowell as Vice-President, and Lewis E. Hallowell as Secretary and Treasurer, 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, directors, or officers shall never be subject to the payment of corporate debts to any extent whatever.

NINTH: The corporation is to have perpetual existance.

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 Articles of Incorporation this 12th day of December 1955.

TEST:	<u>Glenn T. Hallowell</u> (SEAL)
	Glenn T. Hallowell
	<u>Harry R. Hughes</u> (SEAL)
	Harry R. Hughes
<u>Lewis E. Hallowell, Jr.</u>	<u>K. Thomas Everngam</u> (SEAL)
	K. Thomas Everngam

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 12th day of December, 1955, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Glenn T. Hallowell, Harry R. Hughes, and K. Thomas Everngam, the subscribers to the foregoing certificate of Incorporation of Hallowell Chevrolet Sales Company and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal
(NOTARIAL SEAL)

Anna B. Taylor
Notary Public

ARTICLES OF INCORPORATION

OF

HALLOWELL CHEVROLET SALES COMPANY
of Maryland

approved by the State Tax Commission / December 14, 1955 and
received for record December 14, 1955 at 11:00 o'clock A.M. as
in conformity with law and ordered recorded.

A 3 2 1 3

Owen E. Hitchins

John Wood Logan

Commissioners

Recorded in Liber 526, folio 157, one of the Charter Records of the State
Tax Commission of Maryland.

Capital - - - - -

Increase of Captial - - - -

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

To the Clerk of the Circuit Court of Talbot County

IT IS HEREBY CERTIFIED, that the within instrument, together with all
endorsements thereon, has been 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)

MARYLAND CREDIT FINANCE CORPORATION

ARTICLES OF AMENDMENT

BE IT REMEMBERED, That on this 26th day of April, A.D. 1956, 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:

MARYLAND CREDIT FINANCE CORPORATION

ARTICLES OF AMENDMENT

(Under Section 11-12)

MARYLAND CREDIT FINANCE CORPORATION, a Maryland Corporation, having its
principal office in Easton, Talbot County, Maryland (hereinafter called the
Corporation), hereby certifies to the State Tax Commission of Maryland, that:

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

"SECOND: The name of the Corporation (which is herein ^{after} called
the "Corporation") is BAY STATES ACCEPTANCE COMPANY."

SECOND: The Board of Directors of the Corporation, at a meeting duly
convened and held on December 28th, 1955, adopted a Resolution in which was set
forth the foregoing amendment to the Charter, declaring that the said amendment
to the Charter was advisable and directing that it be submitted for action thereon
by the stockholders.

Amended

THIRD: The amendment of the Charter of the Corporation as hereinabove set forth was approved by a consent in writing setting forth said amendment, signed by all of the stockholders entitled to vote on said amendment, being all of the stockholders of the Corporation.

FOURTH: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the stockholders of the Corporation.

IN WITNESS WHEREOF, MARYLAND CREDIT FINANCE 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 28th day of December, 1955.

(CORPORATE SEAL)
ATTEST
MARYLAND CREDIT FINANCE CORPORATION
By J.B. ROULSTON
J.B. ROULSTON President

F.D. Hoyt
F.D. HOYT Secretary

STATE OF MARYLAND, COUNTY OF TALBOT, ss:

I HEREBY CERTIFY, That on this 28th day of December, 1955, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County, personally appeared J.B. ROULSTON, President of MARYLAND CREDIT FINANCE 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 F.D. HOYT and made oath in due form of law that she was secretary of the meeting of the directors of said corporation at which the amendment of the charter of the corporation therein set forth was approved, 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)
George P. Murphy (SEAL)
Notary Public
George P. Murphy

My commission Expires: May 6, 1957.

See letter by similar corporation authorizing use of name 12-29-55 Bay States Adjusters, Incorporated

ARTICLES OF AMENDMENT
OF

MARYLAND CREDIT FINANCE CORPORATION
changing its name to
BAY STATES ACCEPTANCE COMPANY

approved by the State Tax Commission of Maryland January 3, 1956 and
received for record January 3, 1956 at 9:30 o'clock A.M. as
in conformity with law and ordered recorded.

A 3490

.....
APPROVAL RECORDED IN
MINUTES - CORPORATE LEDGER
.....
Commissioner

Recorded in Liber 529, folio 274, one of the Charter Records of the State Tax Commission of Maryland.

Capital

Increase of Capital

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

To the Clerk of the Circuit Court of Talbot County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been 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

(S E A L ' S)

(P L A C E .)

THE EASTON WHOLESALE GROCERY COMPANY

ARTICLES OF AMENDMENT

BE IT REMEMBERED, That on this 26th day of April, A.D. 1956, 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:

THE EASTON WHOLESALE GROCERY COMPANY

ARTICLES OF AMENDMENT

(Under Section 11- 12)

THE EASTON WHOLESALE GROCERY COMPANY, a Maryland Corporation having its principal office in Easton, Talbot County, Maryland (hereinafter called the Corporation), hereby certifies to the State Tax Commission of Maryland, that:

FIRST: The Charter of the Corporation is hereby amended by striking out Articles 1. of the Certificate of Incorporation and inserting in lieu thereof the following:

"1. The name of the Corporation is THE EASTON WHOLESALE COMPANY, INC."

SECOND: The Board of Directors of the Corporation, at a meeting duly held and convened on December 22nd, 1955, adopted a Resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of Charter was advisable and directing that it be submitted for action thereon by

Examined

the stockholders at a special meeting to be held on January 12th, 1956.

THIRD: Notice setting forth said amendment of Charter and stating that the purpose of the meeting of the stockholders would be to take action thereon was given, as required by law, to all stockholders entitled to vote thereon, being all of the stockholders of the Corporation.

FOURTH: The amendment of the Charter of the Corporation as hereinabove set forth was approved by the stockholders of the Corporation by the affirmative vote of two-thirds of all the votes entitled to be cast thereon.

FIFTH: the amendment of the charter of the corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the stockholders of the Corporation.

IN WITNESS WHEREOF, THE EASTON WHOLESALE GROCERY COMPANY

has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary on this 12th day of January, 1956

(CORPORATE)

(SEAL)

THE EASTON WHOLESALE GROCERY COMPANY

By Thomas C. Cover
Thomas C. Cover (PRESIDENT)

ATTEST:

Raymond L. Ross
Raymond L. Ross (Secretary)

STATE OF MARYLAND, COUNTY OF TALBOT, ss:

I HEREBY CERTIFY, That on this 12th day of January, 1956, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County, personally appeared THOMAS C. COVER, President of The Easton Wholesale Grocery Company, a Maryland Corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared RAYMOND L. ROSS and made oath in due form of law that he was Secretary of the meeting of the stockholders of said corporation at which the amendment of the charter of the corporation therein set forth was approved, 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.

Namoi Govey (Notarial)
Notary Public (Seal)

My Commission Expires:
May 6, 1957.

ARTICLES OF AMENDMENT

OF

THE EASTON WHOLESALE GROCERY COMPANY
changing its name to
THE EASTON WHOLESALE COMPANY, INC.

approved by the State Tax Commission of Maryland

January 19, 1956

and

received for record January 19, 1956 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 3699

.....
APPROVAL RECORDED IN
MINUTES- CORPORATE LEDGER
.....
Commissioners

Recorded in Liber 531, folio 281, one of the Charter Records of the State Tax Commission of Maryland.

Capital

Increase Of Capital

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

To the clerk of the Circuit Court of Talbot County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved by the State Tax Commission of Maryland.

AS WITNESS my hand and seal of the said Commission at Baltimore.

..... Albert W. Ward
Secretary

(S E A L ' S)

(P L A C E)

BE IT REMEMBERED, That on this 26th day of April, A.D. 1956, 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:

ARTICLES OF INCORPORATION
OF

THE WIGHTMAN ELECTRONICS ENGINEERING COMPANY, INCORPORATED

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Perry E. Wightman, whose postoffice address is Route #50, Easton, Maryland, Calvin G. Lomax, whose postoffice address is Trippe Avenue, Easton, Maryland, and William Reddie, whose postoffice address is Evergreen Road, Oxford, Maryland, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation corporations, associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

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

THE WIGHTMAN ELECTRONICS ENGINEERING COMPANY, INCORPORATED

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

Examined

(a) To manufacture, buy, sell, and deal in, either for itself or as agent for others, sound equipment, radio equipment and television equipment, and electrical and machine appliances, and to make, design, fabricate and deal in electrical supplies of every kind and nature.

(b) To manufacture, buy, sell, job, distribute and otherwise acquire or dispose of and deal in any and all kinds of sound, television and radio apparatus, electrical supplies, appliances and merchandise.

(c) To conduct and operate an establishment for the selling of radios, television, refrigerators, and household appliances, and to do all and everything necessary or convenient for the accomplishment of any of the purposes or objects and powers above mentioned or incidental thereto.

(d) To apply for, obtain, register, purchase, lease, or otherwise to acquire hold, own, use, develop, operate, and introduce, and to sell, assign, grant licenses or territorial rights in respect to, or otherwise to turn to account or dispose of, any copyrights, trade-marks, trade-names, brands, labels, patent rights, or letters patent of the United States, or of any other country or government, inventions, improvements, and processes, whether used in connection with or secured under letters patent or otherwise.

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

(f) to purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real property wherever situated.

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

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

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

FOURTH: The postoffice address of the principal office of the Corporation

in this State is Route #50, Easton, Maryland. The resident agent of the Corporation is Perry E. Wightman, whose postoffice address is Route #50, Easton, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH; The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) shares of the par value of One Hundred Dollars (\$ 100.00) each, all of which Shares are of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Thousand Dollars (\$ 100,000.00).

SIXTH: The Corporation shall have three (3) directors, and Perry E. Wightman, Calvin C. Lomax and William Reddie shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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 and securities convertible into shares of its stock, for such considerations as said Board of Directors may deem advisable; irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors ~~individually~~, or officers of such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any directors 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, and if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however to the provisions of the charter, and to direct and determine the use

and disposition of any such surplus or net profits. The Board of Directors may in its discretion use and apply any of 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) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the Stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on January 3-----, 1956.

WITNESS:

S. Neavitt Lomax as to Perry E. Wightman (SEAL)
S. Neavitt Lomax Perry E. Wightman

Myrtle P. Revelle as to Calvin G. Lomax (SEAL)
Myrtle P. Revelle Calvin G. Lomax

Marie A. de Rooy as to William Reddie (SEAL)
Marie A. de Rooy William Reddie

STATE OF MARYLAND,

COUNTY OF TALBOT, TO- WIT:

THIS IS TO CERTIFY, That on this 3rd day of January, in the year Nineteen Hundred and Fifty-six, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Talbot aforesaid, personally appeared Perry E. Wightman, Calvin G. Lomax and William Reddie, and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

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

My Commission expires:

May 6, 1957

(NOTARIAL)
(SEAL)

Mary Rae H. Russ
Notary Public
(formerly Mary Rae Harrison)

ARTICLES OF INCORPORATION

OF

THE WIGHTMAN ELECTRONICS ENGINEERING COMPANY, INCORPORATED

approved by the State Tax Commission of Maryland January 9, 1956 and received for record January 9, 1956 at 9:00 o'clock A. M. as in conformity with law and ordered recorded.

A 3581

.....
APPROVAL RECORDED IN
MINUTES CORPORATED LEDGER
.....
Commissioner

Recorded in Liber 530, folio 211, one of the Charter Records of the State Tax Commission of Maryland.

Capital

Increase of Capital

Bonus tax paid \$.20.00.....

Recording fee paid \$ 12.00.

To the clerk of the Circuit Court of Talbot

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Tax Commission of Maryland.

AS WITNESS my hand and seal of the said Commission at Baltimore.

(S E A L S)

(P L A C E)

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

BE IT REMEMBERED, That on this 26th day of April, A.D. 1956, 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;

ARTICLES
OF
MARYLAND-VIRGINIA REALTY COMPANY, INCORPORATED

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, W. Edwin Crouch, whose post office address is Easton, Maryland, Charles T. Crouch, whose post office address is Easton, Maryland, and W. LeRoy Lyons, 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 MARYLAND-VIRGINIA REALTY 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, lease, build, own, hold, maintain, equip, mortgage, sell or otherwise deal in real and personal property of all kinds and classes, where-soever the same may be situate, in the State of Maryland or elsewhere in the United States of America.

(b) To act as and to conduct the business of broker, broker's broker, representative or agent of every kind and description for the sale, lease, re-sale, and purchase of real and personal property, to solicit mortgages and mortgage loans, to collect rentals on real property and to make collections, and to carry on a general real estate brokerage business.

Edmond

(c) To act as and conduct the business of commission man, factor, broker, broker's broker, representative or agent of every kind and description for any and all kinds of insurance companies, either stock, mutual or otherwise, and through agents, representatives or employees of the Corporation, to solicit insurance of every kind and description, and to conduct a general insurance brokerage business.

(d) To act as agent or broker for any person, firm or corporation or association selling and issuing any and all classes of fidelity and surety bonds, obligations and undertakings.

(e) To purchase, lease or otherwise acquire and dispose of real estate, property rights, business, good-will, franchises and assets of every kind of 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.

(f) 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 the transaction of its aforesaid businesses or any part thereof, or in the transaction of any other business that may be calculated, directly or indirectly, to enhance the value of its property or rights.

(g) To loan or advance money with or without security, without limit as to amount, and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, indentures, 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 the interest thereon, by mortgage upon, pledged, conveyance or assignment in trust of the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge, discount or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.

(h) To 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 in the United States of America, provided that, in the transaction of its business, the Corporation shall be subject to the laws and statutes of each state 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 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 Easton, Maryland. The resident agent of the Corporation is W. LeRoy Lyons, whose post office address is Easton, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have not less than three nor more than seven directors, and W. Edwin Crouch, Charles T. Crouch and W. LeRoy Lyons shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total amount of the authorized capital stock of the Corporation is Twenty-five Thousand (\$ 25,000.00) Dollars par value of common stock, divided into Two Thousand Five Hundred (2,500) shares of the par value of Ten (\$10.00) Dollars each.

SEVENTH: The following provision is hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The board of directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as said board of directors may deem advisable, subject to the 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 these Articles of Incorporation this 6 th day of January, A.D. 1956.

WITNESS:

Margret Hutton as to W. Edwin Crouch
Margret Hutton W. Edwin Crouch

Margret Hutton as to Charles T. Crouch
Margret Hutton Charles T. Crouch

Kathryn M. Rosenbaum as to W. LeRoy Lyons
Kathryn M. Rosenbaum W. LeRoy Lyons

STATE OF MARYLAND, TALBOT COUNTY, to-wit:

THIS IS TO CERTIFY, That on this 6 th day of January, A.D. 1956, before me the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared W. Edwin Crouch, Charles T. Crouch and W. LeRoy Lyons, to me personally known, and severally acknowledged the foregoing Articles of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.

(NOTARIAL)
(S E A L)

Frances M. Hungerford
Notary Public
Frances M. Hungerford

My Commission Expires: May 6, 1957

ARTICLES OF INCORPORATION

OF

MARYLAND-VIRGINIA REALITY COMPANY, INCORPORATED

approved by the State Tax Commission of Maryland January 9, 1956 and received for record January 9, 1956 at 9:00 o'clock A.M., as in conformity with law and ordered recorded.

A 3582

APPROVAL RECORDED IN MINUTES- CORPORATE LEDGER Commissioner

RECORDED in Liber 530, folio 217, one of the Charter Records of the State Tax Commission of Maryland.

Capital

Increase of Capital

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

To the clerk of the Circuit Court of Talbot County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been 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)

Albert W. Ward Secretary

BE IT REMEMBERED, That on this 26 th day of April, A.D. 1956, 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:

ARTICLES OF INCORPORATION OF TALBOT LUMBER AND MANUFACTURING COMPANY

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Lloyd B. Pahlman, whose post office address is Easton, Maryland, and Dora E. Pahlman, whose post office address is Easton, Maryland and James T. Horney, 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 intent of forming a corporation.

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

TALBOT LUMBER AND MANUFACTURING COMPANY

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:

Examined

(1) To engage in the business of purchasing and processing of timber, manufacture of lumber products, transportation of lumber, merchandise, machinery, farm products and any and all other kinds of merchandise, wares or produce by means of trucks, both locally and for long distances. To buy, sell and deal with lumber, timber and associated products, vehicles, trucks, and furnishings used in connection with the business carried on by the corporation; to purchase, own, hold, lease, convey, mortgage pledge, transfer, or otherwise dispose of or acquire lands, buildings, and other structures and property, real and personal, of every class and description, or any interest therein, necessary or desirable for carrying on the aforesaid business.

(2) To acquire by purchase, lease or otherwise the property rights, business, good will, franchises, and assets of every kind of any corporation, association, firm, or individual carrying on in whole or in part the aforesaid business, or any other business in whole or in part that the Corporation may be authorized to carry on and to undertake, guarantee, assume, and pay the indebtedness and liabilities thereof, and to pay for any property rights, business, good will, franchises, and assets so acquired in the stocks, bonds or securities of the Corporation or otherwise.

(3) To apply for, acquire, purchase, hold, use, sell, mortgage, license, assign, or otherwise dispose of letters, patents of the United States or of any foreign country, or pending applications therefor, and any intentions, improvements, devices, trade secrets, formulae, 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.

(4) To carry on any other business which may be to the Corporation's calculation it directly or indirectly effectuate the aforesaid business, or to facilitate it in the transaction of its aforesaid business, that may be calculated, directly or indirectly to enhance the value of the property and rights of the Corporation.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located in Easton, Maryland. The Corporation's resident agent is a citizen of the State of Maryland and actually residing therein, is Lloyd B. Pahlman, whose post office address is Easton, Maryland.

FIFTH: The total amount of the capital stock which the Corporation shall be authorized to have is Fifty Thousand Dollars (\$50,000.00). The capital stock shall consist of Five Hundred (500) shares, all of one class and with a nominal or par value of One Hundred Dollar (\$100.00) per share.

SIXTH: The Corporation shall have Three (3) directors. The number of directors may be increased or decreased in the manner provided for in the By-Laws of the Corporation, except that the number of directors shall never be less than Three (3). The directors who shall act as such until the first annual meeting or until their successors are duly chosen and qualified are:

Lloyd B. Pahlman

Dora E. Pahlman

James T. Horney

The term of office of each director shall be from the time of his election until the next annual meeting and until his successor is duly chosen and qualified. Directors need not be stockholders. Nothing herein will be construed to prevent a director's voluntary resignation at any time.

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, with par value, of any class, and securities convertible into shares of its stock, with 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 be set forth in the By-Laws of the Corporation.

No contract or other transaction between the Corporation and any other corporation and no act of the Corporation shall in any way be affected or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporations; 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 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 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.

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

Notwithstanding any provisions of law requiring any action to be taken or authorized by the affirmative vote of the holder of a designated proportion of the shares of stock of the Corporation or to be otherwise taken or authorized by vote of the stock-

holders, 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 these Articles of Incorporation.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 10th day of January, 1956.

Lloyd B. Pahlman
LLOYD B. PAHLMAN

Dora E. Pahlman
DORA E. PAHLMAN

James T. Horney
JAMES T. HORNEY

STATE OF MARYLAND: SS.
COUNTY OF TALBOT:

THIS IS TO CERTIFY, that on the day, month and year hereinafter set forth, be fore me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared, Lloyd B. Pahlman, Dora E. Pahlman, and James T. Horney, and severally acknowledged the foregoing Articles of Incorporation to be their respective act, in association with the other subscribers thereto.

Dated: Jan. 10, 1956

(N O T A R I A L)
(S E A L)

Helen Withgott
Notary Public

ARTICLES OF INCORPORATION
OF
TALBOT LUMBER AND MANUFACTURING COMPANY

approved by the State Tax Commission of Maryland January 10, 1956 and received for record January 10, 1956 at 2:15 o'clock PM. as in conformity with law and ordered recorded.

A 3607

.....
APPROVAL RECORDED IN
MINUTES- CORPORATE LEDGER
.....

Recorded in Liber 530, folio 345, one of the Charter Records of the State Tax Commission of Maryland.

Capital

Increase of Capital

Bonus Tax paid \$ 20.00

Recording fee paid \$ 12.00

To the clerk of the Circuit Court of Talbot County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Tax Commission of Maryland.

AS WITNESS my hand and seal of the said Commission at Baltimore,

(S E A L S)

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

(P L A C E)

BE IT REMEMBERED, That on this 26th day of April, A.D. 1956, at 9:00 o'clock A.M. the following ARTICLES OF INCORPORATION or Instrument of Writing was received to be recorded and is according enrolled as follows, to wit:

ARTICLES OF INCORPORATION
OF
BARRETT'S COVE POULTRY FARM, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Jennings B. Quillin, whose post office address is St. Michaels, Maryland; William D. Russell, Jr., whose post office address is St. Michaels, Maryland; and William L. Lane, 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 by the execution and filing of these Articles.

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

BARRETT'S COVE POULTRY FARM, INC.

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

(a) To raise poultry for sale and to carry on such other operations and transactions are incident to the business of commercial poultry raising.

(b) To buy, lease, build, erect, own, hold, maintain, and equip any and all types of buildings and other structures, machinery or equipment necessary or desirable for the purpose of carrying on the aforesaid business or any other business in which the Corporation may engage.

(c) To buy, lease or 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 the above business or any other business in which the Corporation may be engaged.

(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 other business that the Corporation may be authorized to carry on; and to pay for the same in cash, stock, bonds, notes or other securities of the Corporation or otherwise.

(e) To carry on the business hereinbefore mentioned or any other business

Examined

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, 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; 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 principal office of the Corporation in this State is St. Michaels, Maryland. The Resident Agent of the Corporation is William D. Russell, Jr., 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 total number of shares of stock which the Corporation has authority to issue one thousand five hundred (1,500) shares of the par value of One Hundred (\$100.00) Dollars, all of which shares are of one class and are designated common Stock. The aggregate par value of all shares having par value is One Hundred Fifty Thousand (\$150,000.00) Dollars.

SIXTH: The Corporation shall have not less than three (3) nor more than five (5) directors, and Jennings B. Quillin, William D. Russell, Jr., and William L. Lane shall act as such until the first annual meeting or until their successors are duly chosen and qualify.

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, where now or hereafter authorized, for such

consideration as said Board of Directors may deem advisavle, subject to such limitations and restrictions, if any as may be set forth in the by-laws of the Corporation.

(2) No contract or other transaction between t his 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 t his Corporation are pecuniarily or other wise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or trans- action of this Corporation, provided that the fact that he or such firm is so interest- ed 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 quorun at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(3) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter, and to direct and or 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 indebtness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient, including the resale, reissue or retirement thereof.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 13th day of January, 1956.

Witness as to all
signatures:

Cornelia D. Wrightson
Cornelia D. Wrightson

Jennings B. Quillin

Jennings B. Quillin

William D. Russell, Jr.
William D. Russell, Jr.

William L. Lane
William L. Lane

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

THIS IS TO CERTIFY, that on this 13 th day of January, in the year one thousand nine hundred and fifty-six, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared Jennings B. Quillin, William D. Russell, Jr., and William L. Lane, and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

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

(NOTARIAL)
(SEAL)

Cornelia D. Wrightson
Cornelia D. Wrightson
My commisson expires May 6, 1957 Notary Public St. Michaels, Md.

ARTICLES OF INCORPORATION
OF
BARRETT'S COVE POULTRY FARM, INC.

approved by the State Tax Commission of Maryland January 17, 1956 and
received for record January 17, 1956 at 9:00 o'clock A.M. as
in conformity with law and ordered recorded.

A 3655

.....
APPROVAL RECORDED IN
MINUTES- CORPORATE LEDGER
.....
Commissioners

Recorded in Liber 531, folio 64, on of the Charter Records of the State
Tax Commission of Maryland.

Capital

Increase of Capital

Bonus tax paid \$^{30.00}..... Recording fee paid \$^{10.00}.....

To the clerk of the Circuit Court of Talbot County

IT IS HEREBY CERTIFIED, that the within instrument , together with
all endorsements thereon, has been received, approved and recorded by
the State Tax Commission of Maryland.

AS WITNESS my hand and seal of the said Commission at Baltimore.

(S E A L S)

(P L A C E)

Albert W. Ward
Secretary

REVERE FURNITURE CORPORATION

CERTIFICATION OF INCORPORATION

BE IT REMEMBERED, That on this 7th day of June, A.D. 1956, 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:

REVERE FURNITURE CORPORATION

CERTIFICATION OF INCORPORATION

(Under Section 3)

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, JOHN E. ADAMS, whose post-office
address is Box 681, Easton, Maryland, C. ROBERT ROWENS, whose post-office address
is Easton, Maryland, and THOMAS H. McCARTY, whose post-office address is 1606
Frederick Road, Catonsville, Baltimore 28, Maryland, all being of full legal age
do, under and by virtue of the General Laws of the State of Maryland authorizing

Glenn

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 REVERE FURNITURE 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 buy, sell, and deal in wood, plastic, steel, wrought iron, aluminum and kindred articles and generally to conduct a selling and distributing business in all its branches.

(b) To engage in any other mercantile business of any kind or character whatsoever, and to that^{end} and to acquire, hold, own and dispose of any and all property assets, stocks, bonds, and rights of any and every kind.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be is Box 681, Easton, Maryland. The Resident Agent of The Corporation is JOHN E. ADAMS, whose post-office address is Box 681, Easton, Maryland. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have three (3) directors; JOHN E. ADAMS, C. ROBERT ROWENS and THOMAS H. McCARTY shall act as such until the first annual meeting and thereafter 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 TWO THOUSAND (2,000) shares of the par value of FIFTY DOLLARS (\$50.00) 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 purchase, in the name of the Corporation, any of the Corporation's stock.

(3) Each director and officer of the Corporation, having been duly elected by a majority of the stock outstanding, shall hold office for a period not to exceed five (5) years, or until he shall have resigned or shall have been removed.

(4) The Board of Directors of the Corporation is hereby empowered to remove, at any time, any officer elected or appointed by the Board of Directors, but only by the affirmative vote of a majority of the then Board of Directors, and to remove any other

officer or employee of the Corporation, or to confer such power on any committee or officer; any removal may be for cause or without cause. And the Corporation, in its by-laws, may provide a method, subject to the approval of a majority of the stock outstanding, for the removal of any director of the Corporation, with or without cause.

(5) The Board of Directors of the Corporation is hereby empowered to purchase and to hold, in the name of the Corporation, any and all kinds of property, both real and personal, subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the Corporations.

(6) The Board of Directors of the Corporation is hereby empowered to sell, assign, convey and otherwise dispose of any part of the property, assets, and effects of this Corporation which the Board of Directors deem it expedient and for the best interests of the Corporation to dispose of, or disadvantageous to continue to own, without assent of the stockholders by vote or otherwise; and pursuant to the written consent of the holders of a majority of the shares of each class of stock issued and outstanding having voting powers, or pursuant to the affirmative vote of the holders of a majority of the shares of each class of stock issued and outstanding, having voting powers, given at a stockholders' meeting called for that purpose, the Board of Directors shall have the power and authority, at any meeting, to sell, lease, or exchange all of the property and assets of the Corporation, including its good-will and its corporate franchises, upon such terms and conditions as the Board of Directors deem expedient and for the best interests of the Corporation.

(7) The Board of Directors of the Corporation is hereby empowered 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 by-laws if any such provisions exist at the time said declaration is made, and to direct and determine the use and disposition of any of such surplus or net profits. And the Board of Directors may, it its discretion, use and apply any of the shares of 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.

(8) No contract or other transaction between this Corporation and any other 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 of such other Corporation; any directors, individually, or any firm of which any director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of 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 Corp-

oration, which shall authorize any such contract or transaction and any vote thereat to authorize any such contract or transaction, with like force and effect as if he were no such director or officers of such corporation or not so interested.

(9) The Board of Directors of this Corporation is hereby empowered to determine, from time to time, whether and to what extent, and at what times and places and under what conditions and regulations, the accounts and books of the Corporation (other than the Stock Ledger) or any of them shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account, book or document of the Corporation, except as conferred by statute, unless authorized by a resolution of the stockholders or the Board of Directors of the Corporation.

(10) The Board of Directors of this Corporation is hereby empowered to do or to have done, in the name of the Corporation, any and all such things as may properly be done by a corporation which is formed in accordance with the provisions and regulations set out in the Article Twenty-three (23) of the Public General laws of the State of Maryland

(11) This Corporation may, in its by-laws, confer powers on the Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred by statute. Directors and stockholders shall have the power to hold their meetings and have one or more officers within or without the State of Maryland, and to keep the books of the Corporation (subject to the provisions of the statute) outside of the State of Maryland and at such places as may, from time to time, be designated by the Board of Directors.

(12) 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 changes in the terms thereof shall have been authorized by the holders of Fifty-one per centum (51%) 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 on Incorporations on the 27th day of January 1956.

WITNESS:

Chas. W. Vas Binder

John E. Adams

William H. Reid

C. Robert Rowens

Chas. N. Sheridan

Thomas H. McCarty
T.H. McCarty

STATE OF MARYLAND,
 SS:
COUNTY OF BALTIMORE,

I HEREBY CERTIFY, that on this 27th day of January 1956, before me, the subscriber, a notary public of the State of Maryland, in and for the County of Baltimore, personally appeared JOHN E. ADAMS, C. ROBERT ROWENS and THOMAS H. McCARTY

and severally acknowledged the foregoing certificates of incorporation to be their act.

WITNESS my hand and notarial seal.

(NOTARIAL SEAL)

Thomas R.H. Carr
Notary Public

ARTICLES OF INCORPORATION

OF

REVERE FURNITURE CORPORATION

approved by the State Tax Commission of Maryland February 9, 1956 and received for record February 9, 1956 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 3871

.....
APPROVAL RECORDED IN
MINUTES-CORPORATE LEDGER
.....
Commissioners

Recorded in Liber 533, folio 383, one of the Charter Records of the State Tax Commission of Maryland.

Capital

Increase of Capital

Bonus tax paid \$20.00 Recording fee paid \$ 12.00

To the Clerk of the Circuit Court of Talbot County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been 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

ARTICLES OF INCORPORATION

OF

INTERNATIONAL MARKETERS, INCORPORATED

BE IT REMEMBERED that on this 7th day of June, A.D. 1956 at 9:00 o'clock A.M. the following ARTICLES OF INCORPORATION or Instrument of Writing was received to be recorded and is accordingly to wit:-

ARTICLES OF INCORPORATION

OF

INTERNATIONAL MARKETERS, INCORPORATED

THIS IS TO CERTIFY:

Examined

FIRST: That we, the subscribers, Evans Roberts Hall, Jr. whose postoffice address is Box 538, Easton, Maryland, Edward Tylor Miller, whose postoffice address is Box 742, Easton, Maryland, and Charles Elliot Wheeler, whose postoffice address is Box 236, Easton, Maryland, all being at least twenty-one years of 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 by the execution and filing of these articles.

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

INTERNATIONAL MARKETERS, INCORPORATED

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

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

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

(c) To purchase, lease, or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.

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

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

(f) 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.

(g) 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.

(h) 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.

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

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

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

FOURTH: The postoffice address of the principal office of the Corporation in this State is Box 538, Easton, Maryland. The resident agent of the Corporation is Evans Roberts Hall, Jr., whose post office address is Box 538, Easton, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein/

FIFTH: The total number of shares of stock which the corporation has

authority to issue is One Hundred Thousand (100,000) shares of the par value of One Dollar (\$1.00) each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Thousand (\$100,000.00) Dollars.

SIXTH: The Corporation shall have six directors and Henry William Dodge, Davis Burroughs, Harrison Tilghman, Edward Tylor Miller, Evans Roberts Hall, Jr. and Charles Elliot Wheeler shall act as such until the first annual meeting, or until their successors are duly chosen and qualify. Cumulative voting for the election of directors is hereby specifically provided for.

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 considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; and directors individually, 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 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.

(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 etermine 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 amend-

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

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

(f) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

(g) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

(h) The Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on February 3, 1956.

Evans Roberts Hall, Jr.
Evans Roberts Hall, Jr.

Edward Tylor Miller
Edward Tylor Miller

Charles Elliott Wheeler
Charles Elliott Wheeler

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 3rd day of February, 1956, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County aforesaid, personally appeared Evans Roberts Hall, Jr., Edward Tylor Miller and

Charles Elliott Wheeler, and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

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

(NOTARIAL SEAL)

Meta T. Wallace
Notary Public

ARTICLES OF INCORPORATION
OF

INTERNATIONAL MARKETERS, INCORPORATED

approved by the State Tax Commission of Maryland February 6, 1956 and received for record February 6, 1956 at 9:00 o'clock A.M. as inconformity with law and ordered recorded.

A 3827

.....
APPROVAL RECORDED IN
MINUTES -CORPORATE LEDGER
.....
Commissioners

Recorded in Liber 533, folio 153, one of the Charter Records of the State Tax Commission of Maryland.

Capital

Increase of Capital

Bonus tax paid \$20.00 Recording fee paid \$14.00

To the clerk of the Circuit Court of Talbot County

IT IS HEREBY CERTIFIED, that the within instrument , together with all ~~endorse~~ments thereon, has veen 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

SHORE DECORATORS, INC. : Be it remembered, that on this 23rd day of July
ARTICLES OF INCORPORATION : A.D. 1956, at 9:00 o'clock A.M. the following ARTICLES
OF INCORPORATION or Instrument of Writing was received
to be recorded and in accordingly enrolled as follows, to wit:

ARTICLES OF INCORPORATION
OF
SHORE DECORATORS, INC.

Examined

FIRST: We, the undersigned, S.LEE WARRINGTON, JR., whose post office address is 415 Winton Avenue, Easton, Maryland; ANNABELLE C. WARRINGTON, whose post office address is 415 Winton Avenue, Easton, Maryland; and HARRY E. CLARK, whose post office address is Box 518, Easton, Maryland; each being at least twenty-one (21) years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

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

SHORE DECORATORS, INC.

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

- (a) To engage in the business of painting, papering, plastering, decorating, refinishing, improving, building and rebuilding all manner of chattels, structures, buildings and property, wheresoever situate and to do all things incidental thereto.
- (b) To purchase, sell, trade-in, manufacture, repair, display, advertise, store, hold, and otherwise deal in and deal with, any manner of goods, wares and merchandise of every kind, including, but not by way of limitation, paints, varnishes, shellacs, oils, painting, papering, plastering, and building supplies, tools and equipment.
- (c) To exercise and enjoy all of the powers granted corporations under the laws of the State of Maryland and those of any other state in which this Corporation is doing business.
- (d) To carry on any other business which may seem to the Corporation to be calculated to effectuate, directly or indirectly, 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.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is 415 Winton Avenue, Easton, Maryland, The resident agent of the Corporation is S. LEE WARRINGTON, JR. whose post office address is 415 Winton Avenue, Easton, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) shares of the par value of One hundred (\$100.00) Dollars a share, all of one class, and having a aggregate par value of One hundred thousand (\$100,000.00) Dollars.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased, or decreased, pursuant to the By-Laws of the Corporation, but shall never be less than three (3) and the names of the directors who shall act until the first annual meeting, or until their successors are duly chozen and qualify, are S.LEE WARRINGTON, JR., ANNABELLE C. WARRINGTON and HARRY E. CLARK.

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 stock holders:-

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, WE HAVE SIGNED THESE ARTICLES OF INCORPORATION on March 10th, 1956.

WITNESS:

Caroline S. Bodenbender

Caroline S. Bodenbender

Caroline S. Bodenbender

S. LEE WARRINGTON (SEAL)
S. LEE WARRINGTON

ANNABELLE C. WARRINGTON (SEAL)
ANNABELLE C. WARRINGTON

/ HARRY E. CLARK (SEAL)
HARRY E. CLARK

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 10th day of March, A.D., 1956, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared S. LEE WARRINGTON, ANNABELLE C. WARRINGTON and HARRY E. CLARK, known to me (or satisfactorily proven) to be the persons whose names are subscribed to the foregoing Articles of Incorporation and the severally acknowledged the foregoing Articles of Incorporation to be their act.

(NOTARIAL SEAL)

My commission expires May 6, 1957.

Caroline S. Bodenbender
Caroline S. Bodenbender, Notary Public

ARTICLES OF INCORPORATION
OF
SHORE DECORATORS, INC.

approved by the State Tax Commission of Maryland March 12, 1956 and received for record March 12, 1956 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 4293

.....
APPROVAL RECORDED IN
MINUTES- CORPORATE LEDGER
.....
Commissioners

Recorded in Liber 537, folio 479, one of the Charter Records of the State Tax Commission of Maryland.

Capital

Increase of Capital

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

To the Clerk of the Circuit Court of Talbot County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Tax Commission of Maryland.

AS WITNESS my hand and seal of the said Commission at Baltimore.

(S E A L ' S)

(P L A C E)

Albert W. Ward
Secretary

McMAHAN OIL COMPANY, INC. :
ARTICLES OF INCORPORATION :
: Be it rememberd, that on this 23rd day of July 1
: A.D.1956, at 9:00 o'clock A.M. the following ARTICLES OF
: INCORPORATION or Instrument of Writing was received to
be recorded and in accordingly enrolled as follows, to wit:

McMAHAN OIL COMPANY, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:--

FIRST: That we, the subscribers, Dewey H. McMahan, whose post-office address is Easton, Maryland, Jane A. McMahan, whose post-office address is Easton, Maryland, and Zebulon H. Stafford, 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:

McMAHAN OIL 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 conduct a business of distributing wholesale and retail petroleum products and by-products, oil burners and accessories thereto, tires, tubes, and batteries and accessories thereto.

(b) To conduct a business for the servicing, maintenance and repair of oil burners and all equipment associated with and pertaining to petroleum products and by-products.

(c) To conduct a business of the storage of petroleum products and by-products.

(d) To act as agent or broker for any firm, person, corporation or association dealing in petroleum products and by products.

(e) 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.

(f) 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.

(g) To purchase, lease, or otherwise acquire and dispose of real estate, property rights, business, good-will, franchises and assets of every kind of any

Examined

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.

(h) 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.

(i) 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 corporation 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 in Easton, Maryland. The resident agent of the Corporation is Dewey H. McMahan, whose post-office address is Easton, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have not less than three nor more than five Directors, and Dewey H. McMahan, Henry H. Purdy, and Zebulon H. Stafford 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 (1000) 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

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 Articles of Incorporation on March 15, 1956.

Witness as to all Signatures:

Henry H. Purdy

Dewey H. McMahan
Dewey H. McMahan

Jane A. McMahan
Jane A. McMahan

Zebulon H. Stafford
Zebulon H. Stafford

STATE OF MARYLAND, TALBOT COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 15th day of March, in the year one thousand nine hundred and fifty-six, before me, the subscriber, a Notary Public of the State of Maryland, in and for Talbot County, aforesaid, personally appeared Dewey H. McMahan, Jane A. McMahan, and Zebulon H. Stafford and severally acknowledged the foregoing Articles of **Incorporation** to be their act.

AS WITNESS my hand and Notarial Seal.

(NOTARIAL SEAL)

Henry H. Purdy
Notary Public

My commission expires: May 6, 1957

ARTICLES OF INCORPORATION

OF

McMAHAN OIL COMPANY, INC.

approved by the State Tax Commission of Maryland March 22, 1956 and received for record March 22, 1956 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 4426

.....
APPROVAL RECORDED IN
MINUTES-CORPORATE LEDGER
.....
Commissioners

Recorded in Liber 539, folio 41, one of the Charter Records of the State Tax Commission of Maryland.

Capital

Increase of Capital

Bonus tax paid \$.20:00.... Recording fee \$.10:00.....

To the clerk of the Circuit Court of Talbot County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been 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)

Albert W. Ward
Secretary

THE COUNTRY SCHOOL, INC. : Be it remembered, that on this 23rd day of
 ARTICLES OF AMENDMENT : July A.D. 1956, at 9:00 o'clock A.M. the following ARTICLES
 OF AMENDMENT or Instrument of Writing was received to be
 recorded and in accordingly enrolled as follows, to wit:

THE COUNTRY SCHOOL, INC.

ARTICLES OF AMENDMENT

The Country School, Inc., a Maryland non-stock corporation having its principal office in Easton, Talbot County, Maryland, (hereinafter called the Corporation), hereby certifies to the State Tax Commission of Maryland that:

FIRST: The Charter of the Corporation is hereby amended by striking out Articles Seventh, Eighth, and Ninth of the Articles of Incorporation and inserting in lieu thereof the following;

SEVENTH: The annual meeting of the corporation shall be held in the first quarter of each calendar year, at such place within Talbot County, Maryland, at such time and on such date as the Trustees may designate, and special meetings may be held as provided in the By-Laws.

EIGHTH: The corporation shall have a Board of Trustees consisting of nine (9) members. The members of the Board shall be divided into three classes, each class to hold office for three years. The six Trustees who are in office on February 17, 1956 shall continue in office until the termination of their respective terms. At the first annual meeting after February 17, 1956, three additional trustees shall be elected, one to serve until the annual meeting in 1957, one to serve until the annual meeting in 1958, and one to serve until the annual meeting in 1959. At each annual meeting after said first annual meeting, there shall be elected three members of the Board of Trustees, and to hold office for three years/until their successors have been elected; and such additional number, if any, as may be necessary to fill vacancies, to hold office for the remainder of the terms of the members they fill. The Board of Trustees shall choose from among their own number a President, Vice President, Secretary and Treasurer.

NINTH: The powers of the Corporation and the duties of the officers shall be further defined, limited and regulated by By-laws which shall be passed and adopted from time to time by the members. The members of the Corporation and the rights of membership shall be determined by the Board of Trustees from time to time. The Board of Trustees shall have power to exercise all the powers hereby conferred on said Corporation or which are or may be conferred by the Laws of this State, the above granted powers of the Corporation and to the Board of Trustees thereof being intended in furtherance and not in limitation of the general powers conferred by law upon the Trustees and the Corporation.

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on January 25, 1956, adopted a resolution in which was set forth the foregoing amendments to the Charter, declaring that the said amendments of the Charter was advisable and directing that it be

submitted for action thereon at a special meeting of the members of the Corporation to be held on February 14, 1956.

THIRD: Notice setting forth a summary of the changes to be effected by said amendments of the charter, and stating that a purpose of the meeting of members would be to take action thereon was given, as required by law, to all members of the corporation.

FOURTH: The amendments of the charter of the Corporation as hereinabove set forth was approved by the members of said Corporation at said meeting and at an adjournment thereof held on February 17, 1955, by an affirmative vote of ^{over} two thirds of the members of the corporation.

FIFTH: The amendments of the Charter of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the members of the Corporation.

IN WITNESS WHEREOF the Country School, Inc. has caused these presents to be signed in its name and on its behalf by the President, and its corporate seal to be hereunto affixed and attested by its Secretary this 29th day of February, 1956.

THE COUNTRY SCHOOL, INC.

(S E A L ' S)

by Philip E. Nuttle,
Philip E. Nuttle, President

(P L A C E)

Mary H. Gunther
Mary H. Gunther, Secretary

State of Maryland, Talbot County, to wit

I hereby certify that on February 29th, 1956, before me, the subscriber, a notary public of the State of Maryland, in and for the County of Queen Anne's, personally appeared Phillip E. Nuttle, President of the Country School, 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 at the same time personally appeared Mary H. Gunther and made oath in due form of law that she was secretary of the meeting of the members of said corporation at which the amendments of the Charter of Corporation therein set forth was approved, 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)

Elizabeth G. Woodford
Notary Public

My Commission expires:

May 6, 1957

ARTICLES OF AMENDMENT
OF

THE COUNTRY SCHOOL, INC.

approved by the State Tax Commission of Maryland March 1, 1956 and received for record March 1, 1956 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 4164

.....
APPROVAL RECORDED IN
MINUTES - CORPORATE LEDGER
.....
Commissioners

Recorded in Liber 536, folio 351, one of the Charter Records of the State Tax Commission of Maryland.

Capital

Increase of Capital

Bonus tax paid \$ Recording fee paid \$ 10.00

To the Clerk of the Circuit Court of Talbot County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been received, approved and recorded by the State Tax Commission of Maryland.

AS WITNESS my hand and seal of the said Commission at Baltimore.

(S E A L ' S)

(P L A C E)

Albert W. Ward
Secretary

CAMP MIMOSA , INC. : Be it remembered, that on this 20th day
ARTICLES OF INCORPORATION : of October A.D. 1956, at 9:00 o'clock A.M. the
following ARTICLES OF INCORPORATION or Instru-
ment of Writing was received to be recorded and is accordingly enrolled as
follows, to wit:

CAMP MIMOSA, INC.

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Isadore Cohen, whose post office address is 3501 Clarks Lane, Baltimore, Maryland, Frieda R. Cohen, whose post office address is 3501 Clarks Lane, Baltimore, Maryland, Irvin Samuelson, whose post office address is 2220 Osbourne Drive, Silver Spring, Maryland, and Claire Samuelson, whose post office address is 2220 Osbourne Drive, Silver Spring, Maryland, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation is "CAMP MIMOSA, INC."

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

(a) To conduct a resident camp for children and adults and to conduct a camp for transients and children of all ages; to conduct a dining room and camp with all facilities similar to facilities provided by hotels, camps and institutions; to hire help, counselors and managers for the purpose of properly conducting the camp; to maintain cultural and athletic facilities for the entertainment of the camp resident children and adults; to carry on a camping business and all its facets and to provide all facilities for

Examined

entertainment and cultural advancement of children, residents and transients, and for adults, residents and transients, in the same manner as any individual can or does do and to carry on the business formerly conducted by the Camp Ramblewood Partnership.

(b) To buy, sell, and distribute food, clothing and merchandise for the residents of the camp, to cook and prepare and to serve such food in their own dining facilities and outside of the dining room on camp premises and to maintain such other facilities as may be necessary for the proper entertainment, cultural and athletic, of the resident and transient guests of the camp and camp facilities.

(c) To own land, buildings or leases on buildings, necessary to promote any of the objects of the corporation, and to develop, build, buy or sell, any building or buildings for the promotion of any of the objects of the corporation and/or that can profitably be dealt in by the corporation.

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

(e) To purchase, lease, hire or otherwise acquire, hold, own, develop, improve and in any manner dispose of, and to aid and subscribe towards the acquisition, development or improvements of, real and personal property, and rights and privileges therein, suitable or convenient for any of the business of the Corporation.

(f) To acquire all or any part of the good will, rights, property, and business of any person, firms, corporation or association 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.

(g) To acquire, by purchase, subscription, or 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.

(h) 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 of 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.

(i) 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.

(j) The foregoing objects and purposes shall, except when otherwise expressed, to 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 Articles of Incorporation or of any amendment thereto, and shall each be regarded as independent, and construed as powers as well as objects and purposes.

(k) 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 place of business of the Corporation in this State will be located at is Camp Mimosa, Bozman, Talbot County, Maryland. The resident agent of the Corporation is Isadore Cohen, who is a citizen of the State of Maryland, actually residing therein and whose post office address is 3501 Clarks Lane, Baltimore, Maryland.

FIFTH: The Corporation shall have four Directors, and Isadore Cohen, Frieda R. Cohen, Irvin Samuelson and Claire Samuelson 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 five hundred shares of common stock at no par value.

SEVENTH: Private property of the stockholders shall not be subject to the payment of any Corporation debts to any extent whatsoever.

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

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, whether now or hereafter authorized, and securities convertible into shares of its stock, whether now or hereafter authorized, for such consideration of 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) The Board of Directors shall have the power to determine from time to time whether and to what extent and at what time and places and under what conditions and regulations the books, accounts, and documents of the Corporation, or any of them, shall be open to inspection of stockholders, except as otherwise provided by statute or by by-laws; and, except as so provided no stockholder shall have any rights to inspect any book, account or document of the

Corporation unless authorized so to do by resolution of the Board of Directors .

(c) Notwithstanding any provisions 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 share 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.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on April 10th, 1956.

WITNESS:

Isadore Cohen (SEAL)
Isadore Cohen

Frieda Cohen (SEAL)
Frieda Cohen

Irvin Samuelson (SEAL)
Irvin Samuelson

Claire Samuelson (SEAL)
Claire Samuelson

Ruth Heckler

STATE OF MARYLAND

to wit:

CITY OF BALTIMORE

I HEREBY CERTIFY that on this 10th day of April, 1956, before me, the subscriber, a Notary Public of the State of Maryland, in and for the City of Baltimore, aforesaid, personally appeared Isadore Cohen, Frieda R. Cohen, Irvin Samuelson and Claire Samuelson, and severally acknowledged the foregoing Articles of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.

(NOTARIAL
SEAL)

Ruth Heckler
Notary Public

ARTICLES OF INCORPORATION

OF

CAMP MIMOSA, INC.

approved by the State Tax Commission of Maryland April 12, 1956 and
received for record April 12, 1956 at 1:15 o'clock P.M. as
in conformity with law and ordered recorded.

A 4730

APPROVAL RECORDED IN
MINUTES - CORPORATE LEDGER
Commissioners

Recorded in Liber 542, folio 227, one of the Charter records of
the State Tax Commission of Maryland.

Capital

Increase Capital

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

To the Clerk of the Circuit Court of Talbot County

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon, has been 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)

ARTICLES OF INCORPORATION : Be it remembered that on this 7th
OF : day of January A.D., 1957, at 9:00 A.M.,
CHAPEL MEMORIAL HALL, INCORPORATED : the following ARTICLES OF INCORPORATION or
Instrument of Writing was received to be recorded and in accordingly enrolled as
follows, to wit:

ARTICLES OF INCORPORATION
OF
CHAPEL MEMORIAL HALL, INCORPORATED

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Rosa A. George, whose post-office address is Avalon, Maryland, Grace L. Bradshaw, whose post-office address is Avalon, Maryland, and Hattie G. Harrison, whose post-office address is Avalon, Maryland, all being at least twenty-one years of 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 by the execution and filing of these articles.

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

CHAPEL MEMORIAL HALL, INCORPORATED

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

To organize and operate an association exclusively for benevolent, charitable and religious purposes, no part of the net earnings of which is to inure to the benefit of any member, shareholder or other individual.

For the general purposes aforesaid, and limited to those purposes, the Corporation shall have the following powers and purposes:

a. To promote a true feeling of fellowship and fraternalism among the female members of St. Johns Methodist Church at Fairbank, Talbot County, Maryland; to support the undertakings of said Church and to assist and participate in the same; to provide recreational facilities for the ladies of said Church and their families in connection with the work of said Church and generally to promote and foster the charitable and religious objectives of said Church among the female members thereof.

b. To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated, and to borrow money for the lawful purposes of said Corporation.

Examined

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 of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to Corporations which are contained in the general laws of this State.

FOURTH: The post-office address of the principal office of the Corporation in this State is Avalon, Talbot County, Maryland. The resident agent of the Corporation is Hattie G. Harrison, whose post-office address is Avalon, Talbot County, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation is not authorized to issue any capital stock. The Board of Directors may choose the first members in accordance with the By-Laws of this Corporation. Members may resign or be removed, vacancies may be filled, and additional members elected, as provided in the By-Laws, which may prescribe different classes of members and prescribe the powers and duties of each class.

SIXTH: The Corporation shall have not less than three (3) directors nor more than nine (9) directors, and Rosa A. George, Grace L. Bradshaw and Hattie G. Harrison shall act as such until the first annual meeting or until their successors are duly chosen and qualify.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 12th day of May, 1956.

WITNESS:

J.M. Howeth
J.M. Howeth

Rosa A. George (SEAL)
Rosa A. George

J.M. Howeth
J.M. Howeth

Grace L. Bradshaw (SEAL)
Grace L. Bradshaw

J.M. Howeth
J.M. Howeth

Hattie G. Harrison (SEAL)
Hattie G. Harrison

STATE OF MARYLAND, COUNTY OF TALBOT, TO WIT:

I HEREBY CERTIFY, that on this 12th day of May, in the year Nineteen Hundred and Fifty-six, before me, the subscriber, a Notary Public in and for the State of Maryland, in and for the County of Talbot, personally appeared Rosa A. George, Grace L. Bradshaw and Hattie G. Harrison, and severally acknowledged the foregoing Articles of Incorporation to be their Act.

AS WITNESS my hand and Notarial Seal.

(NOTARIAL SEAL)

J. M. Howeth
Notary Public
J. M. Howeth

ARTICLES OF INCORPORATION
OF
CHAPEL MEMORIAL HALL, INCORPORATED

approved by the State Tax Commission of Maryland May 18, 1956 and received for record May 18, 1956 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A 5162

APPROVAL RECORDED IN
MINUTES-CORPORATE LEDGER
Commissioners

Recorded in Liber 4, folio 303, one of the Charter Records of the State Tax Commission of Maryland.

Capital

Increase of Capital

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

To the clerk of the Circuit Court for Talbot County

I IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon has been 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

SEYMOUR BUILDERS, INC. : Be it remembered, that on this 7th
ARTICLES OF INCORPORATION : day of January A.D., 1957, at 9:00 A.M., the
following ARTICLES OF INCORPORATION or Instrument
of Writing was received to be recorded and is accordingly enrolled as follows, to wit:

SEYMOUR BUILDERS, INC.

ARTICLES OF INCORPORATION

First: We the undersigned, A. Ewing Seymour, whose Post Office address is 607 South Washington Street, Easton, Maryland. J. Howard Anthony, whose Post Office address is Post Office Box 732, Easton, Maryland, and James C. Latham, whose Post Office address is 31 Goldsboro Street, Easton, Maryland, each being at least 21 years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation by the execution and filing of these Articles, under and by virtue of the general laws of the State of Maryland.

Second: The name of the Corporation (which is hereinafter called the "Corporation") is
SEYMOUR BUILDERS, INC.

Third: The purpose for which the Corporation is formed are as follows:
(a) To purchase, lease or otherwise acquire, hold, develop and improve real, personal and mixed property and rights thereto, and to construct, build, erect, improve, renovate or remodel any and all types of houses, residences, buildings and other structures.

(b) To sell and convey, lease, exchange, encumber by mortgage or otherwise, to pledge, use or dispose of such real, personal or mixed property, whether improved or unimproved, and any and all rights, interests, mortgages, options, and claims to, upon, or affecting any such property; and to enter into any type of financial arrangements with prospective purchasers which facilitate the sale of said property.

Examined

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

(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 of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises or assets by the issue in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(e) To 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 purchases, 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 Corporations for its Corporate purposes.

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

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and 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. 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.

Fourth: The Post Office address of the Principal office of the Corporation in this State is Post Office Box 732, Easton, Maryland, The name of the resident agent of the Corporation is J. Howard Anthony, whose Post Office address is Post Office Box 732, 31 Goldsboro Street, Easton, Maryland. Said resident agent is a citizen of the State of Maryland and actually residing in the State.

Fifth: The total number of shares of stock which the Corporation has authority to issue, is one Thousand (1000) shares of the par value of Ten Dollars (\$10.00) a share of all one class designated Common Stock, and having an aggregate value of Ten Thousand Dollars (\$10,000.00).

Stock is to be transferred only on the books of the Corporation. Prior to transfer, stock must be offered first to the Corporation and second to the other stockholders prorata at its book value as of close of the preceding fiscal year; book value to be determined in accordance with the provisions of the By-Laws.

Sixth: The number of Directors of the Corporation shall not be less than three nor more than five. Said number of Directors may be increased or decreased pursuant to the bylaws of the Corporation but shall never be less than three. The names of the Directors who shall serve until the first annual meeting or until their successors are duly chosen and qualified, are A. Ewing Seymour, J. Howard Anthony, and James C. Latham.

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 and securities convertible into shares of its stock, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

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

(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 Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise without a vote of stockholders, all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease, or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations, or unincorporated business entities.

Eighth: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF we have signed these Articles of Incorporation on this 17th day of May, 1956.

WITNESS

Dorothy L. Saulsbury

A. Ewing Seymour
A. Ewing Seymour

Dorothy L. Saulsbury

J. Howard Anthony
J. Howard Anthony

Dorothy L. Saulsbury

James C. Latham
James C. Latham

STATE OF MARYLAND

County of Talbot, To Wit:

I HEREBY CERTIFY, that on this 17th day of May, 1956, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Talbot, personally appeared A. Ewing Seymour, J. Howard Anthony, and James C. Latham, and severally acknowledged the foregoing Articles of Incorporation to be their act.

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

Dorothy L. Saulsbury
Notary Public

(NOTARIAL SEAL)

My Commission Expires: May 6, 1957.

ARTICLES OF INCORPORATION
OF
SEYMOUR BUILDERS, INC.

Approved by the State Tax Commission of Maryland May 18, 1956 and received for record May 18, 1956 at 9:00 o'clock A.M. as in conformity with law and ordered recorded.

A5118

APPROVAL RECORDED IN
MINUTES & CORPORATE LEDGER
Commissioners

Recorded in Liber 12, folio 26, one of the Charter Records of the State Tax Commission of Maryland.

Capital

Increase of Capital

Bonus Tax Paid \$20.00 Recording fee paid \$14.00

To the Clerk of the Circuit Court of Talbot County

IT IS HEREBY CERTIFIED, that the within Instrument, together with all endorsements thereon has been received, approved and recorded by the State Tax Commission of Maryland.

AS WITNESS my hand and seal of the Commission at Baltimore.

Albert W. Ward
Secretary

(SEAL'S PLACE)

Be it remembered, that on this 7th day of January A.D., 1957, at 9:00 A.M., the following RESOLUTION or Instrument of Writing was received to be recorded and is accordingly enrolled as follows, to wit:

RESOLUTION

"In view of the resignation of the resident agent of the National Crushed Limestone Institute, Inc., it is hereby established that Robert M. Messick, P.O. Box 671, Easton, Maryland, is the resident agent for the National Crushed Limestone Institute, Inc. and the principal office of this corporation shall be at the above address."

I hereby certify this to be a true copy of the action of the Board of Directors of the National Crushed Limestone Institute, Inc.

Robert M. Koch
Robert M. Koch
Executive Vice President

5/4/56
Date

Seal

NOTICE OF THE CHANGE OF PRINCIPAL OFFICE AND CHANGE OF RESIDENT AGENT
OF
NATIONAL CRUSHED LIMESTONE INSTITUTE, INC.

Received for record May 7, 1956, at 9:00 A.M. and recorded in Liber No. 1236, folio No. F4, one of the charter records of the State Tax Commission of Maryland. Clerk of the Circuit Court for Talbot County.

AANo. 1335
Recording Fee Paid \$2.00

(SEAL'S PLACE)

Examined

Be it remembered, that on this 7th day of January, A.D.1957, at 9:00 o'clock A.M., the following RESOLUTION or Instrument of Writing was received to be recorded and is accordingly enrolled as follows to wit:

RESOLUTION

"In view of the resignation of the resident agent of the National Agricultural Limestone Institute, Inc., it is hereby established that Robert M. Messick, P.O.Box 671, Easton, Maryland, is the resident agent for the National Agricultural Limestone Institute, Inc., and the principal office of this corporation shall be at the above adress".

I hereby certify this to be a true copy of the action of the Board of Directors of the National Agricultural Limestone Institute, Inc.

Robert M. Koch
Robert M. Koch
Executive Secretary

5/4/56
Date

(CORPORATE SEAL)

Examined

NOTICE OF CHANGE OF PRINCIPAL OFFICE AND CHANGE OF RESIDENT AGENT
OF

NATIONAL AGRICULTUREL LIMESTONE INSTITUTE, INC.

received for record May 7, 1956 at 9:00 A.M. and recorded in Liber No. 1238, folio
F4, one of the charter records of the State Tax Commission of Maryland.

Clerk of the Circuit Court for Talbot County

AANo. 1334

Recording Fee Paid \$2.00

(SEAL'S PLACE)
